



**Internal Rules including the Mission Statement**  
**of**  
**the Food, Agri and Aqua Business Sector Committee**

**a Sector Committee of the  
European Chamber of Commerce in Vietnam**

**TABLE OF CONTENT****GENERAL**

1. Introduction .....	1
2. Definitions .....	1
3. Name .....	2

**MISSION STATEMENT**

4. Mission Statement.....	2
---------------------------	---

**MEMBERSHIP**

5. Membership categories .....	3
6. Eligibility for membership .....	3
7. Application for membership .....	3
8. Approval of membership application.....	4
9. Membership fee .....	4
10. Termination of membership.....	4

**ORGANISATION**

11. Rights and duties of FAASC-Members.....	6
12. Composition .....	6
13. Chairperson .....	6
14. Vice-Chairperson .....	6
15. Activities.....	6

**MEETINGS**

16. FAASC-Meeting .....	7
17. Minutes .....	7

**DECISIONS**

18. Decisions .....	7
---------------------	---

**GOVERNING LAW AND DISPUTES**

19. Governing law .....	8
20. Disputes.....	8

## GENERAL

### 1. Introduction

Companies that are active in the Food, Agri and Aquaculture industry in Vietnam, that have a legal entity in Vietnam and that are a member of the European Chamber of Commerce in Vietnam have voluntarily organised themselves under the direction of the European Chamber of Commerce in Vietnam to work with stakeholders to have a competitive Food, Agri and Aqua Business sector in Vietnam. In this document you will find the Internal Rules that apply in addition to the Statutes and Sector Committee Rules to the Food, Agri and Aqua Business Sector Committee. The objectives, or mission statement of the Food, Agri and Aqua Business Sector Committee, are also laid down in this document.

### 2. Definitions

The following words and expressions shall have the following meanings:

- a. *Annual Meeting* shall mean the annual meeting of the European Chamber of Commerce;
- b. *Chairperson* shall mean the person elected in accordance with article 5.3 of the Sector Committee Rules;
- c. *Corporate Member* shall mean any company being an Ordinary or Associate Corporate Member of the European Chamber of Commerce as defined in article 4 of the Statutes;
- d. EU shall mean the European Union;
- e. *EU Member State* shall mean any state which is at any time now or in the future a member of the EU or which has applied for membership;
- f. *European Chamber of Commerce* shall mean the European Chamber of Commerce in Vietnam, an association as defined in article 2 of the Statutes;
- g. *Executive Committee* shall mean the executive committee of the European Chamber of Commerce;
- h. *Executive Director* shall mean the Executive Director of the European Chamber of Commerce;
- i. *Internal Rules* shall mean the rules drawn up by the Food, Agri and Aqua business Sector Committee, in addition to the Statutes and Sector Committee Rules;
- j. *Individual Member* shall mean any person being an Ordinary or Associate Individual Member, or Honorary Member of the European Chamber of Commerce as defined in article 4 of the Statutes;
- k. *Membership fee* shall mean the fee each Individual or Corporate Member has to pay to be an FAASC-member, as mentioned in article 5.6 of the Sector Committee Rules;
- l. *FAASC-Member* shall mean a Corporate or Individual Member of the Food, Agri and Aqua Business Sector Committee;
- m. *Representative* shall mean the person that is appointed by a Corporate Member to be the representative of that Corporate Member in the Food, Agri and Aqua Business Sector Committee;
- n. *Sector Committee* shall mean an internal working group of the European Chamber of Commerce in Vietnam, established in accordance with article 4 of the Sector Committee Rules;
- o. *Sector Committee Rules* shall mean the Sector Committee Rules of the European Chamber of Commerce;

- p. *Sector Committee Secretariat* shall mean the staff working at the office of the European Chamber of Commerce, dedicated to coordinate the activities of the Sector Committees;
- q. *Statutes* shall mean the Statutes of the European Chamber of Commerce;
- r. *Vietnam* shall mean the Socialist Republic of Vietnam.

### 3. Name

The name of the Sector Committee will be **Food, Agri and Aqua Business Sector Committee (FAASC)**.

## MISSION STATEMENT

### 4. Mission Statement

1. The Food, Agri and Aqua Business sector is important for Vietnam. The FAASC believes that it will remain important in the future as well. The FAASC believes that the Food, Agri and Aqua Business sector can become stronger, more competitive and more high-tech without detrimental effects for the population, country and the environment. On the contrary, the FAASC believes that the sector in the long-term could become more sustainable without necessarily increasing the costs.
2. The objective of the FAASC shall be to improve the competitiveness of the Food, Agri and Aqua Business sector in Vietnam together with the Government and its agencies as well as with Vietnamese and European companies or other stakeholders. This objective shall be reached by:
  - a. focussing from various angles on and improving food safety for human-beings and animals; and
  - b. creating a level playing field for small, large, local and international companies regardless of legal entity, size and nationality, based on a common interest, and to create and to provide as much as possible:
    - i. equal access to financing in or outside Vietnam, and
    - ii. equal access to raw materials in or outside Vietnam, and
    - iii. equal treatment in obtaining a business licence in Vietnam, and
    - iv. equal treatment with regard to other requirements that are related to the Food, Agri and Aqua Business sector.
  - c. creating a sustainable Food, Agri and Aqua Business sector in Vietnam in the long term or improving the sustainability of the sector where it already is sustainable.
3. These objectives may be reached in the following ways; the FAASC will:
  - a. organise and promote the dialogue with the Government, relevant authorities or other stakeholders to discuss the needs, issues and problems of the Food, Agri and Aqua Business community;
  - b. write positions papers and letters to the Government, relevant authorities or other stakeholders to address the needs, issues and problems of the Food, Agri and Aqua Business community;
  - c. organise business luncheons, dinner or breakfast meetings with the purpose of networking and information sharing on current business issues;
  - d. organise seminars, workshops, conferences and training sessions for the Food, Agri and Aqua Business community on issues and topics that will promote business growth and development;

- e. circulate information on Food, Agri and Aqua Business among the FAASC-Members or its representatives;
- f. collect and disseminate information about Food, Agri and Aqua Business' trends both inside and outside Vietnam.

## **MEMBERSHIP**

### **5. Membership categories**

1. Membership of the FAASC shall be divided into two categories:
  - a. Corporate Members as defined in article 4(1)a.i. and 4(2)b.i of the Statutes; or
  - b. Individual Members which may be either
    - i. Individual Members as defined in article 4(1)a.ii and 4(2)b.ii of the Statutes;
    - ii. Honorary Members as defined in article 4(3) of the Statutes.
2. Each Corporate Member shall appoint one of its officers or employees to represent it at the FAASC. A representative shall be appointed by the Corporate Member giving written notice to the FAASC. The representative may be removed and replaced by the Corporate Member at any time giving the Chairman written notice of this removal or replacement, and the name of his/her replacement.

### **6. Eligibility for membership**

To be eligible for membership, applicants should be involved in the Food, Agri and Aqua Business industry. This means applicants should meet one of the following descriptions:

1. a Corporate Member being:
  - a. a producer, processor or trader of Food, Agri and Aqua Business products; or
  - b. a supplier of Food, Agri and Aqua Business inputs; or
  - c. a service provider related to quality control or quality improvement, for companies which meet the criteria mentioned under 1(a) or 1(b); or
2. an Individual Member being:
  - a. employed by a company that does not meet the criteria of article 4(1)a.i. and 4(2)b.i of the Statutes but that meets the criteria as stipulated in sub clause 1; or
  - b. the sole owner of a company that does not meet the criteria of article 4(1)a.i. and 4(2)b.i of the Statutes but that meets the criteria as defined in sub clause 1 on the condition that he/she is actively involved in this company.

### **7. Application for membership**

1. A Corporate Member or Individual Member willing to become a member of the FAASC should send in an application request, stating the company name, information about the company and objective of joining the FAASC. The application request will be sent to the Sector Committee Secretariat, who will hand it over to the FAASC-Members for review and approval.
2. A Corporate Member can delegate more than one representative in the FAASC. However, only one representative per Corporate Member will have the right to vote for:
  - a. an application to become an FAASC-Member;
  - b. the election of the Chairperson;
  - c. a termination of the membership of an FAASC-Member;
  - d. other decisions to be taken by the FAASC.

## **8. Approval of membership application**

1. In addition to article 5.1 of EuroCham Sector Committee Rules, an application for membership of a new SC-Member shall be approved by a majority of two-thirds of the FAASC-Members or its representative.
2. The decision about the application of a new FAASC-Member shall be taken in the first meeting that will take place after the application is submitted. The applicant will be informed about the decision of the FAASC as soon as possible by the Sector Committee Secretariat.

## **9. Membership fee**

1. An FAASC-Member shall pay a membership fee annually. The membership fee for the FAASC will be the same as the membership fee that is paid for membership of the European Chamber of Commerce.
2. An FAASC-Member being a Corporate Member, or an Individual Member being employed by or being the sole owner of a company:
  - a. having less than 500 employees in Vietnam, not publicly listed anywhere in the world, not having more than 1,000 employees globally nor operations in more than 5 countries shall pay a fee of 13,500,000 VND per year;
  - b. having more than 500 employees in Vietnam or which is publicly listed anywhere in the world, has more than 1,000 employees globally or operations in more than 5 countries shall pay 27,000,000 VND per year.
3. When the membership fee of the European Chamber of Commerce changes the membership fee of this FAASC will be changed accordingly. The decision on the membership of the FAASC fee will be taken during the meeting following the Annual General Meeting of EuroCham. The FAASC-Members shall be informed about this change.
4. The membership fee for the FAASC shall be paid annually.
5. The membership fee for the FAASC shall be due:
  - a. the first day of the month following the meeting where the membership fee is fixed; or
  - b. one month after the approval of the membership application in case of a new FAASC-Member.
6. The Sector Committee Secretariat shall send an invoice for the membership fee to the FAASC-Member.
7. The membership fee shall be paid into an account that is opened by the European Chamber of Commerce for the FAASC.

## **10. Termination of membership**

1. An FAASC-Member may terminate its membership from the FAASC by sending a written resignation to the Chairperson of the Sector Committee. The Chairperson shall inform the members. Fees or otherwise paid in advance to the FAASC shall not be refundable. Every termination notice shall be deemed to take effect on 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 Sector Committee Secretariat.
2. An FAASC-Member may be expelled from the FAASC upon a decision by a three-quarter majority of the FAASC-Members or its representative, in case of:

- a. non-payment of the annual fee or other contributions, non-payment meaning that an FAASC-member has not paid the annual fee within three months after the due date and after having received two reminders; or
  - b. absence from regular and special meetings for six consecutive meetings by an FAASC-Member or representative of a Corporate Member; or
  - d. breach of the Statutes, Sector Committee Rules or Internal Rules;
  - e. if, in the opinion of the FAASC, an FAASC-Member or its representative has conducted itself in an unbecoming manner that allowing such FAASC-Member to remain as an FAASC-Member would bring discredit to the FAASC or the European Chamber of Commerce; or
  - f. any other action of a FAASC-Member or its representative deemed detrimental to the FAASC or the European Chamber of Commerce to be decided by the FAASC or the Executive Committee.
3. The Chairperson may, by written notice, invite any FAASC-Member to terminate its membership of FAASC if one of the cases stipulated in article 10(2) applies. If the Chairperson has not received the termination letter of a FAASC-Member within fourteen days after the date of the written notice, the Chairperson may recommend the expulsion of that FAASC-Member from the FAASC at the next FAASC Meeting. The decision to expel a FAASC-Member passed by three-quarters of FAASC-Members shall be final and binding on the FAASC-Member.
4. Membership of an Individual Member of the FAASC will be automatically terminated on the date that:
- a. an FAASC-Member dies; or
  - b. an FAASC-Member resigns from his/her position; or
  - c. an FAASC-Member is fired from his/her position; or
  - d. an FAASC-Member is declared bankrupt or insolvent by a court or other competent authority; or
  - e. the company the FAASC-Member is employed by or of which he is the owner, is dissolved or ceases to carry on business in Vietnam; or
  - f. the FAASC-Member is expelled as a member, under article 7.2 of the Statutes; or
  - g. an FAASC-Member is declared to be legally or mentally incompetent by a court or other competent authority.
  - h. an FAASC-Member ceases to be eligible as an FAASC-Member; or
5. Membership of a Corporate Member of the FAASC will be automatically terminated on the date that
- a.. the FAASC-Member is dissolved or ceases to carry on business in Vietnam; or
  - b. the FAASC-Member is expelled as a member, under article 7.2 of the Statutes; or
6. A Corporate Member may appoint a representative to replace its FAASC-Member representative in case the representative:
- a. dies; or
  - b. resigns from his/her position; or
  - c. is fired from his/her position; or
  - b. is declared to be legally or mentally incompetent by a court or other competent authority.

## ORGANISATION

### 11. Rights and duties of FAASC-Members

1. An FAASC-Member shall have the following rights:
  - a. participate in the deliberations and meetings of the Sector Committee; and
  - b. exercise the right to vote on all matters relating to the affairs, financial or not, of the FAASC; and
  - c. be eligible to any elective or appointive office of the FAASC.
2. An FAASC-Member shall have the following duties:
  - a. be acquainted with the Statutes, Sector Committee Rules and Internal Rules, and agree to abide by them; and
  - b. pay the annual membership fee.

### 12. Composition

1. The FAASC shall have a Chairperson and a Vice-Chairperson.
2. The FAASC-Members or its representative shall elect the Chairperson and the Vice-Chairperson from among the FAASC-Members or its representative as stipulated in article 5.3 of the Sector Committee Rules. The latter means that the person needs to be elected by a majority vote and the quorum for such election shall consist of no less than 75% of the registered FAASC-Members or its representative.
3. The elected Chairperson and Vice-Chairperson shall hold office for one year or until their successors are duly elected and qualified.

### 13. Chairperson

1. The Chairperson shall preside all meetings of the FAASC, execute all decisions taken by it.
2. The Chairperson shall direct and oversee the activities of the FAASC.
3. The Chairperson shall act as the first point of contact for the Executive Director.
4. The Chairperson shall represent the FAASC in meetings of Executive Board or third parties, such as the Government and its agencies; and other stakeholders.

### 14. Vice-Chairperson

1. The Vice-Chairperson shall exercise all powers and perform all duties of the Chairperson during his absence.
2. The Vice-Chairperson shall also act as Secretary cum Treasurer.
3. The Vice-Chairperson shall work with the Sector Committee Secretariat to give notices and keep minutes of the meetings of the FAASC.
4. The Vice-Chairperson shall be in charge of all the funds, receipts and disbursements of the FAASC, in accordance with the Statutes and Sector Committee Rules.

### 15. Activities

1. The activities that will be undertaken by the FAASC shall be paid for from the fees collected from the FAASC-Members. These activities can involve special assessment of FAASC-Members, gifts, donations, legal advice, and travel expenses.
2. The FAASC will decide with a simple majority upon a request to pay for such activities.



3. The management of the fund shall be in accordance with the rules of the European Chamber of Commerce.

## MEETINGS

### 16. FAASC-Meeting

1. The FAASC shall meet at least four times per year to discuss issues related to the objectives of the Sector Committee as stipulated in article 4.
2. During the *first* meeting in a certain calendar year, which shall be held in January, the FAASC shall:
  - a. fix the dates for the meetings of that year;
  - b. receive a report from the Chairperson on the preceding year;
  - c. approve the audited financial report of the FAASC;
  - d. elect the Chairperson and the Vice Chairperson.
3. During the *last* meeting in a certain calendar year, which shall be held in November or December, the FAASC shall decide on the activities of the FAASC for the coming year.
4. The FAASC shall meet either at the office of the European Chamber of Commerce, one of the FAASC-Members' offices, on a rotating basis, or other suitable venues as may be designated.
5. FAASC-Members shall be informed about changes for agreed meeting dates by the Sector Committee Secretariat as soon as possible.
6. Meeting papers shall be distributed by the Sector Committee Secretariat at least one week prior to a meeting.

### 17. Minutes

All decisions taken by the FAASC shall be laid down in meeting minutes and shall come effective upon approval of the meeting minutes at the following meeting, unless otherwise agreed during the meeting.

## DECISIONS

### 18. Decisions

During a meeting, if the issue is on the agenda, the FAASC-Members:

- a. shall elect the Chairperson and the Vice-Chairperson by a majority vote and the quorum for such election shall consist of not less than 75% of the registered FAASC-Members, as stipulated in article 5.3 of the Sector Committee Rules and article 12.3;
- b. shall approve the application for membership of a new FAASC-Member by a majority of two-thirds of the FAASC-Members or its representative as stipulated in article 8.1;
- c. may expel an FAASC-Member or its representative from the FAASC upon a decision by a three-quarter majority of the members or its representative, in the cases stipulated in article 10.2;
- d. shall take all other decisions by simple majority, in accordance with article 5.2 of the Sector Committee Rules.

## GOVERNING LAW AND DISPUTES

### 19. Governing law

1. These Internal Rules shall be governed by English law as stipulated in the Statutes.
2. In the event of conflict between the provisions in the Statutes, Sector Committee Rules or Internal Rules and the laws of Vietnam, the FAASC shall comply with the laws of Vietnam.

### 20. Disputes

1. The Chairperson shall attempt to resolve amicably any disputes between the FAASC-Members; and between the FAASC-Members and third parties.
2. If an amicable resolution of a dispute is not possible, then such disputes will be submitted to the Executive Board to be settled through its intervention.

These Internal Rules were adopted on 1 April 2013 by the founding members of the FAASC: De Heus Vietnam LLC, Fresh Studio, FrieslandCampina Vietnam and Control Union Vietnam.