



# Internal Rules and Mission Statement

Of the

## Green Growth Sector Committee

A Sector Committee of the European Chamber of Commerce in Vietnam

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## GENERAL

## Introduction

Organizations and individuals that are active in the field of Green Growth and also member of the European Chamber of Commerce in Vietnam have voluntarily organized themselves in an independent sector committee under the European Chamber of Commerce in Vietnam. The name of the sector committee is “Green Growth Sector Committee” (GGSC) and aims to work with stakeholders to fulfil its mission, which is defined in section 3 of this document.

This document describes the mission, focus and Internal Rules that apply to the Green Growth Sector Committee, in addition to the Statutes and Sector Committee Rules. The objectives, or mission statement of the Green Growth Sector Committee, are also laid down in this document.

## 1. Definitions

The following words and expressions shall have the following meanings:

1. **Annual Meeting** shall mean the annual meeting of the European Chamber of Commerce.
2. **GGSC Board** shall mean *Green Growth Sector Committee Board of Management*.
3. **Chairperson** shall mean the person elected in accordance with article 5.3 of the Sector Committee Rules.
4. **Corporate Member** shall mean any company being an Small and Medium Enterprises (SME) or Large Enterprises (LE) of the European Chamber of Commerce as defined in article 4 of the Statutes.
5. **EU** shall mean the European Union.
6. **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.
7. **European Chamber of Commerce** shall mean the European Chamber of Commerce in Vietnam, an association as defined in article 2 of the Statutes.
8. **Executive Committee** shall mean the executive committee of the European Chamber of Commerce.
9. **Executive Director** shall mean the Executive Director of the European Chamber of Commerce;
10. **Internal Rules** shall mean the rules drawn up by the Green Growth Sector Committee, in addition to the Statutes and Sector Committee Rules.
11. **Individual Member** shall mean any person being an Ordinary or Associate Individual Member, or Affiliate Advisory Member of the European Chamber of Commerce as defined in article 4 of the Statutes.
12. **LE** shall mean *Large enterprises*
13. **Membership fee** shall mean the fee each Individual or Corporate Member has to pay to be an GGSC-member, as mentioned in article 6.1 of the Sector Committee Rules.
14. **GGSC-Member** shall mean a Corporate or Individual Member of the Green Growth Sector Committee.
15. **Representative** shall mean the person that is appointed by a Corporate Member to be the representative of that Corporate Member in the Green Growth Sector Committee.
16. **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.

17. **Sector Committee Rules** shall mean the Sector Committee Rules of the European Chamber of Commerce.
18. **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.
19. **Statutes** shall mean the Statutes of the European Chamber of Commerce.
20. **Vietnam** shall mean the Socialist Republic of Vietnam.
21. **Measures** shall mean concepts, products, technologies, systems or services.
22. **Green Growth** shall mean individuals or entities that:
  - a. Provide measures to improve operational performance, productivity, or efficiency while reducing costs, inputs, energy consumption, waste, or environmental pollution. This, inter alia, includes measures for renewable energy (energy generation from wind, solar, hydrological or biomass resources etc.), energy efficiency, green buildings, transport, water, waste, sanitation, infrastructure, planning, information technology and lighting;
  - b. Aim or are developing a business that strives to meet the “triple bottom line” and match the criteria that are associated with principles of sustainable business<sup>1</sup>;
  - c. Promote measures aimed at developing economic growth which uses natural resources in a sustainable manner (green growth);
  - d. Provide legal, finance and/or other supplementary services that are essential to implement the measures described above.
23. **SMEs** shall mean Small and medium enterprises.

## 2. Name

The name of the Sector Committee is **Green Growth Sector Committee (GGSC)**.

## 3. Mission Statement

The mission of the Green Growth Sector Committee is “

To share best practice from European companies and culture regarding ecological sustainability and climate change avoidance, to bring theoretical and practical solutions to Vietnam, to advocate for laws and regulations that are consistent with environment protection and climate change avoidance

1. ”.

2. Within the context of “Green Growth”, the Green Growth Sector Committee shall primarily focus on measures in the area of:
  - a. Renewable Energy;
  - b. Energy Efficiency;
  - c. Clean technologies and environmental technologies (including water, waste and sanitation);
  - d. Financing Green Growth;
  - e. Sustainable Cities;
  - f. Urban and Industrial Green Growth.

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<sup>1</sup> The criteria and the definition of the triple bottom line are described in the article [http://en.wikipedia.org/wiki/Sustainable\\_business](http://en.wikipedia.org/wiki/Sustainable_business)

3. To fulfil its mission, the GGSC shall work together with the Government of Vietnam and its agencies as well as with Vietnamese and European companies and other stakeholders. The GGSC shall work in a manner that enables it to fulfil its mission taking into account the interdependence of the issues raised by its members and the sector.
4. The Green Growth Sector Committee will:
  - a. Organize and promote dialogue with the Government, relevant authorities or other stakeholders to discuss the needs, issues and problems of the Green Growth community in Vietnam;
  - b. write positions papers and letters to the Government; co-author EuroCham publications such as EuroCham's Whitebook on Sustainability, Green Growth and Energy; work with other stakeholders to address the needs, issues and problems of the Green Growth community, to improve the business climate and attract foreign direct investment in this field;
  - c. organize business luncheons, dinner or breakfast meetings with the purpose of networking and information sharing on current business issues;
  - d. organize seminars, workshops, conferences and training sessions for the Green Growth community on issues and topics that will promote business growth and development;
  - e. Collect and disseminate information about developments, trends, best practices and so forth (both inside and outside Vietnam) on Green Growth among the GGSC-Members or its representatives;
  - f. Support creation of favorable business conditions and foreign direct investment by having sector committee members that represent actors involved in the Green Growth development chain, including law firms, financiers, investors, entrepreneurs and project owners;
  - g. Support events of EuroCham, including the Green-Biz event and activities;
  - h. Provide support for European SMEs within the field of Green Growth to ease market access to Vietnam;
  - i. Work on an action plan for mid- and long-term activities of the GGSC (e.g. stakeholder & resource mapping, specific focus areas action plan, evaluate & promote additional sources of funding for green growth, effective stakeholder communication, green technology transfer and green SME incubation support action plan, SME & MNC brokerage platform for green business).
5. The GGSC shall act in a professional, lawful and respectful manner and in compliance with the Sector Committee Rules and Statutes.

## MEMBERSHIP

### 4. Membership categories

1. Membership of the GGSC shall be divided into three categories:
  - a. Corporate Members as defined in article 4.1.a and of the Statutes; Corporate Members can be classified into 02 types:
    - i Small and Medium Enterprises (SME): 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; or

- ii Large Enterprises (LE): 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; or
  - b. Individual Members as defined in article 4.1.b and of the Statutes. Individual member who is actively involved in economic activity that is consistent with the definition of Green Growth as defined in section 1 in Vietnam but are not members of an organisation which could become a Corporate Member; or
  - c. Honorary Members as defined in 4(1)c of the Statutes. Honorary Members are individuals who have made a special contribution to the Green Growth Sector Committee and who are invited by the GGSC Board to become Honorary Members.
2. Each Corporate Member shall appoint one of its officers or employees to represent it at the GGSC. A representative shall be appointed by the Corporate Member giving written notice to the GGSC. 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.

## 5. Eligibility for membership

To be eligible for membership, applicants should be involved in Green Growth. This means applicants should meet one of the following descriptions, in addition to being valid members of Eurocham:

1. A Corporate Member being an entity that meets the criteria of article 4(1)a.i. of the Statutes and is engaged in economic activity that is consistent with the definition of Green Growth as defined in section 1 of this document.
2. An Individual Member being:
  - a. Individuals that meets the criteria of article 4.1.b and of the Statutes and is engaged in anactivity that is consistent with the definition of Green Growth as defined in section 1(s);
  - b. the sole owner of a company that does not meet the criteria of article 4(1)a.ii and 4(1)b.ii 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.
3. A Honorary member: Individuals that meet the criteria of article 4.1.c

## 6. Application for membership

1. A Corporate Member or Individual Member willing to become a member of the GGSC should send in an application request, stating the company name, information about the company to assess its activities in the field of Green Growth and objective of joining the GGSC. The application request will be sent to the Sector Committee Secretariat, who will hand it over to the GGSC Boards for review and approval.
2. A Corporate Member can delegate more than one representative in the GGSC. However, only one representative per Corporate Member will have the right to vote for:
  - a. the election of the Chairperson and of the the Vice-Chairpersons;
  - b. a termination of the membership of an GGSC-Member;

- c. budget planning of GGSC for upcoming year.
- d. other decisions to be taken by the GGSC.

## 7. 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 simple majority of the GGSC Board.
2. The applicant will be informed about the decision of the GGSC as soon as possible by the Sector Committee Secretariat.

## 8. Membership fee

1. A GGSC-Member shall pay a membership fee annually. The membership fee for the GGSC is classified according to membership categories.
2. The GGSC membership fees will be defined by GGSC Board annually at GGSC AGM.
3. The membership fee for the GGSC shall be paid annually.
4. The membership fee for the GGSC 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 GGSC Member.
5. The Sector Committee Secretariat shall send an invoice for the membership fee to the GGSC Member.
6. The membership fee shall be paid into an account that is opened or made available by the European Chamber of Commerce for the GGSC.

## 9. Termination of membership

1. An GGSC-Member may terminate its membership from the GGSC 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 GGSC 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 GGSC-Member may be expelled from the GGSC upon a decision by a three-quarter majority of the GGSC-Members or its representative, in case of:
  - a. non-payment of the annual fee or other contributions, non-payment meaning that an GGSC 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 GGSC-Member or representative of a Corporate Member; or
  - c. serious breach of the Statutes, Sector Committee Rules or Internal Rules;
  - d. if, in the opinion of the GGSC Board, an GGSC-Member or its representative has conducted itself in such an unbecoming manner that allowing such GGSC-Member to remain as an GGSC-Member would bring discredit to the GGSC or the European Chamber of Commerce; or

- e. any other action of a GGSC-Member or its representative deemed seriously detrimental to the GGSC or the European Chamber of Commerce to be decided by the GGSC..
3. The Chairperson may, by written notice, invite any GGSC-Member to terminate its membership of GGSC if one of the cases stipulated in article 10(2) applies. If the Chairperson has not received the termination letter of a GGSC-Member within fourteen days after the date of the written notice, the Chairperson may recommend the expulsion of that GGSC-Member from the GGSC at the next GGSC Meeting. The decision to expel a GGSC-Member passed by three-quarters of GGSC-Members shall be final and binding on the GGSC-Member.
4. Membership of an Individual Member of the GGSC will be automatically terminated on the date that:
  - a. an GGSC-Member dies; or
  - b. an GGSC-Member resigns from his/her position; or
  - c. an GGSC-Member is fired from his/her position; or
  - d. an GGSC-Member is declared bankrupt or insolvent by a court or other competent authority; or
  - e. the company the GGSC-Member is employed by or of which he is the owner, is dissolved or ceases to carry on business in Vietnam; or
  - f. the GGSC-Member is expelled as a member, under article 7.2 of the Statutes; or
  - g. an GGSC-Member is declared to be legally or mentally incompetent by a court or other competent authority.
  - h. an GGSC-Member ceases to be eligible as an GGSC-Member;
5. Membership of a Corporate Member of the GGSC will be automatically terminated on the date that
  - a. the GGSC-Member is dissolved or ceases to carry on business in Vietnam; or
  - b. the GGSC-Member is expelled as a member, under article 7.2 of the Statutes;
6. A Corporate Member may appoint a representative to replace its GGSC-Member representative in case the representative:
  - a. dies; or
  - b. resigns from his/her position; or
  - c. is fired from his/her position; or
  - d. is declared to be legally or mentally incompetent by a court or other competent authority.

## ORGANISATION

### 10. Rights and duties of GGSC-Members

1. An GGSC-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 GGSC; and
  - c. be eligible to any elective or appointive office of the GGSC and
  - d. access GGSC information such as annual financial statements, reports presented at the annual general meeting, minutes of the previous meetings and exclusive internal information such as data base of stakeholders and financial resources.



2. An GGSC-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. participate on a regular basis to the GGSC meetings; and
  - c. pay the annual membership fee.

## 11. Composition

1. The GGSC shall have one Chairperson at least one Vice-Chairperson(s) and a Treasurer.
2. The GGSC-Members or its representative shall elect the Chairperson the Vice-Chairpersons and the Treasurer from among the GGSC-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 GGSC-Members or its representative.
3. The elected Chairperson Vice-Chairperson and the Treasurer shall hold office for one year or until their successors are duly elected and qualified.
4. In case the GGSC reaches more than 25 members, a GGSC executive board shall be installed which will act on behalf of the GGSC members and up to 10 representatives shall be elected annually.

## 12. Chairperson

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

## 13. Vice-Chairpersons and Treasurer

1. The Vice-Chairperson shall exercise all powers and perform all duties of the Chairperson during his absence.
2. If more than one, each Vice Chairperson will be responsible for some specific topic or activity, such as leading a sub-committee
3. The .
4. The Vice-Chairpersons shall work with the Sector Committee Secretariat to give notices and verify the minutes of the meetings of the GGSC.
5. The Treasurer is responsible for the financial management of the GGSC and for transparent reporting She/He shall be in charge of all the funds, receipts and disbursements of the GGSC, in accordance with the Statutes and Sector Committee Rules.

#### 14. Activities

1. The activities that will be undertaken by the GGSC shall be paid for from the fees collected from the GGSC-Members. Expenses incurred can inter alia be related to gifts, donations, legal ad vice, travel expenses, meetings, and so forth.
2. The management of the fund shall be in accordance with the rules of the European Chamber of Commerce.
3. Payment of the fee to maintain the Sector Committee Secretariat shall be conducted in line with relevant regulations in the Statutes, Sector Committee Rules and relevant EuroCham Executive Committee decisions.

## MEETINGS

### 15. GGSC Board -Meetings

1. The GGSC Board shall meet at least four times per year to discuss issues related to the objectives of the Sector Committee as stipulated in article 3.

#### GGSC AGM

2. In January of each year, GGSC shall hold an AGM to:
  - a. Approve the minutes of the previous AGM
  - b. receive a report from the Chairperson and Vice Chairperson on the preceding year's activities and prospective ones;
  - c. approve the financial report and budget planning of the GGSC;
  - d. elect the Chairperson and the Vice Chairpersons and the Treasurer.
  - e. decide on the activities of the GGSC for the coming year.
3. The GGSC Board and AGM shall meet either at the office of the European Chamber of Commerce, one of the GGSC-Members' offices, or other suitable venues including virtual video-conference as may be designated.
4. GGSC-Members shall be informed about changes for agreed meeting dates by the Sector Committee Secretariat as soon as possible.
5. Documents pertaining to a meeting, shall be distributed by the Sector Committee Secretariat at least one week prior to a meeting, provided that these documents have been submitted to the Secretariat 7 working days prior to the date of the meeting.
6. Meeting shall be conducted in accordance with the recommendations and requirements outlined in the latest version of "Do's and Don'ts for European Chamber of Commerce in Vietnam Sector Committee Meetings".

### 16. Minutes

All decisions taken by the GGSC 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

### 17. Decisions

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

1. 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 GGSC- Members, as stipulated in article 5.3 of the Sector Committee Rules and article 12.2;
- ;

2. may expel an GGSC-Member or its representative from the GGSC upon a decision by a three-quarter majority of the members or its representative, in the cases stipulated in article 10.2;
3. shall take all other decisions by simple majority, in accordance with article 5.2 of the Sector Committee Rules.

## GOVERNING LAW AND DISPUTES

### 18. Governing law

1. These Internal Rules shall be governed by Belgium 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 GGSC shall comply with the laws of Vietnam.

### 19. Disputes

1. The Chairperson shall attempt to resolve amicably any disputes between the GGSC-Members; and between the GGSC-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.

*The first version of these Internal Rules were adopted on 08 April 2014 by the founding members of the GGSC, Mr. Ywert Visser and Mr. Pekka Ilmaranta, ConLab Oy.*