

Swiss-Vietnamese Business Gateway

ASSOCIATION STATUTE*

I. GENERAL PROVISIONS

Article 1: Name

Under the name “Swiss-Vietnamese Business Gateway” (hereafter SVBG), a non-profit association has been established within the provisions of Articles 60 and following of the Swiss Civil Code. The Association is politically and religiously neutral.

Article 2: Headquarter

The headquarter of the Association is in Lausanne, Switzerland.

Article 3: Existence duration

The existence and operation of SVBG is indefinite.

Article 4: Purpose

SVBG aims to promote bilateral trade and investment between Swiss and Vietnamese companies in the general economic interest of two countries. Acting as a promoter, SVBG focuses in particular on:

1. Inform enterprises in one country about the potentials, trade and investment opportunities of the other country in the form of conferences, seminars, and internal newsletters;
2. Advise and support enterprises by all appropriate means in order to maximize their chances of success in the host country;
3. Develop favorable links for cooperation and transfer of technology and innovation of commercial nature from Switzerland to Vietnam;
4. Introduce and provide interested companies with experts, professionals and skilled workforce suitable to their specific needs;
5. Interact with Vietnamese and Swiss authorities towards establishing a business environment conducive for enterprises and investors of the two countries to capitalize on the potentials and supplement advantages of each other;
6. Organize social and cultural events which contribute to the Association’s objectives.

** This Statute is translated from the original French. In the event of any conflict or discrepancy between the original and the translation, the French version shall prevail.*

II. MEMBERS

Article 5: Composition

Any natural or legal person exercising an economic activity in Switzerland and Vietnam or having demonstrated attachment to the aforementioned purposes can become a member of SVBG.

The SVBG is made up of:

- Corporate members: companies carrying out an economic activity in Switzerland and Vietnam;
- Collective members: Business and professional associations and groups, foundations and establishments governed by public law;
- Individual members;
- Honorary members;
- Founding members.

Article 6: Admission conditions

Applications for admission should be made to the Committee in writing or online. The decision on the admission of new members is the responsibility of the Committee. In the event of refusal, the Committee is not required to state the reasons.

All members must adhere to these statutes and undertake to pay membership fees in the forms and deadlines set by the Committee.

Honorary members are appointed by the General Assembly on the proposal of the Committee or can be of the members who have rendered meritorious service to the Association. Honorary members are exempt from any fee contribution.

Article 7: Loss of membership

Membership is lost by resignation addressed to the Committee in writing or online, by the death of a natural person, by liquidation of the enterprise or the collective member, or by exclusion decided by the Committee in the event of non-payment of membership fees, or by serious misconduct, violation of the statutes or behavior detrimental to the interests of the Association.

In cases of resignation and exclusion, the membership fee remains due in proportion to the time that has elapsed since 1st January of the year.

III. FINANCE

Article 8: Funding resources

Funding resources of SVBG come from:

1. Membership fees;
2. Sponsorship and subsidies;
3. donor contributions and bequests;
4. products of services and all other resources authorized by law;
5. any income generated by the assets of the Association.

Ordinary annual fees are approved by the General Assembly. Honorary members are exempt. The services fee is set by the Committee. It may include, in favor of the members, special conditions.

The funds cannot be used outside the social purpose. All the Association's resources should be allocated exclusively to the achievement of its non-profit purpose.

Article 9: Liability

No member will be personally responsible for the debts or commitments of the Association, which are exclusively guaranteed by the Association's resources and assets.

IV. ORGANIZATION

Article 10: Organization

The SVBG organization consists of:

1. General Assembly;
2. Executive Board;
3. Supervisory Body.

1 | General Assembly

Article 11: Rights

The General Assembly, the supreme authority of the Association, meets annually and has the following rights:

- approve annual financial statements and operation reports;
- dismiss members of the Executive Board;
- set annual membership fees;
- discuss and approve the annual budget plan;
- elect the Chairman and members of the Executive Board, elect the Supervisory Body;
- discuss all issues presented by the Executive Board and individual proposals submitted to the Executive Board in writing or online at least seven (7) days before the Meeting;
- approve the minutes of the General Meeting;
- adopt and amend the Association's statutes;
- dissolve the Association.

Article 12: General Meeting convocation

The General Meeting is convened by the Executive Board once a year in the second quarter of the year, or in exceptional circumstances or when one-fifth (1/5) of the members request.

Under normal circumstances, the Executive Board informs members of the AGM plan by e-mails at least one month in advance, and then sends an official invitation by postal mail or e-mail at least ten days prior to the congress.

The invitation letter will include the agenda of the Meeting.

Article 13: Execute the right to vote

As a general rule, voting is done by the show of hands. The secret ballot will be conducted when a quarter (1/4) of the members attending the meeting request it.

All decisions of the General Meeting must be recorded in minutes and archived.

Article 14: Quorum

The General Assembly may conduct elections and vote on important issues regardless of the number of members present. Each member present counts as one vote. Decisions are made by majority. In the event of an equal number of votes, the President's vote is decisive.

2 | Executive Board

Article 15: Composition

The Executive Board consists of at least 3 members elected by the General Meeting for a term of two (2) years and may be re-elected as many times as decided by the General Meeting. The first Executive Board is elected by the General Meeting of Founding Members.

Article 16: Rights

The Executive Board is the executive body of the Association, with the following roles and responsibilities:

- identify an implementation strategy in line with the Association's economic vision;
- set budget plan and goals to be achieved for the year;
- implement the decisions of the General Meeting;
- represent the Association toward third parties;
- ensure the application of the Association's operating regulations;
- make decisions in accordance with the interests of the Association;
- assigning positions and functions of each member of the Board as well as proposing the establishment of other functional units that the Board considers necessary.

The Executive Board meets as often as necessary. Decisions are made and enforced by majority vote by the members present. In the case of voting with an equal number of votes, the President has a decisive voice.

The Executive Board prepares annual financial statements in accordance with the law. The fiscal period starts from January 1 to December 31 of each year.

3 | Supervisory Body

Article 19: Composition và Responsibility

The General Assembly appoints an Independent Supervisory Body for a period of one year and may be re-appointed multiple times. The task of the Supervisory Body is to audit the annual financial statements of the Association. The Supervisory Body submits to the General Meeting a written report on the results of its verification and may make recommendations.

The Supervisory Body can be a qualified natural person or a delegated company. Members of the Executive Board are not allowed to be members of the Supervisory Body.

Article 20: Signature

Important documents of SVBG are valid when signed by the President and by another member of the Executive Board. The signature of the president is nevertheless valid for simple correspondences.

Article 21: Revision of the Statutes

The operating regulations of SVBG may be revised and supplemented by the General Meeting when they are approved by three-quarters (3/4) of the presented members. Any proposal to revise or supplement the Regulations must be sent in writing to the Executive Board at least three (3) weeks before the General Meeting is held.

Article 22: Dissolution

The dissolution of the Association may only be decided by an Extraordinary General Meeting, organized for this purpose. Extraordinary General Meetings are convened when circumstances incur or when one-fifth (1/5) of the members request. To take effect, the dissolution decision must be approved by three-quarters (3/4) of the presented members.

Article 23: Assets upon dissolution

In the event of dissolution, the General Assembly will decide on the use of the remaining assets of the Association after fulfilling debts and financial commitments of the Association. The asset will be given in its entirety to an organization that pursues a common interest similar to that pursued by SVBG. That inheritance shall be tax free.

The General Assembly who votes on dissolution will designate the beneficiary organization and set the conditions for this inheritance.

Article 24: Final provision

This Statute was approved by the SVBG Founders' Meeting taking place in Lausanne on January 27, 2021 and comes into force immediately.

Lausanne, 27.01.2021.

The President:

The Secretary General:

The Treasurer: