

## NOTICE OF ANNUAL GENERAL MEETING (AGM) 2025

**Wednesday, 19<sup>th</sup> March 2025**

**Hanoi & HCMC**

The 2025 Annual General Meeting (AGM) of the Australian Chamber of Commerce (AusCham) Vietnam, will take place at 4pm on Wednesday 19th March 2025 in:

- **Hanoi** – Spaces Belvedere, 28A Tran Hung Dao, Hoan Kiem District
- **HCMC** – Sonatus Building, 15 Le Thanh Ton, Ben Nghe Ward, District 1

### AGENDA

1. President's Report regarding the activities of AusCham since the previous AGM.
2. President's Report regarding proposed activities for the coming year.
3. Treasurer's Report regarding the financial position for the year ended 31st December 2024 and proposed budget for year ending 31st December 2025.
4. To elect a National Board comprising four (4) representatives residing in Hanoi and eight (8) representatives residing in HCMC and that these Board Members will hold office from this date until the 2025-26 AGM. 6 Directors up for election at any one time – meaning that in this year's election 6 Directors will be elected for 1 year and 6 for 2 years – triggering an alternate election cycle moving forward (note office bearers will continue to be elected every year)
5. To appoint an auditor.
6. To transact any other business properly brought forward at the AGM.

### NOTES

Any member of AusCham who wishes to add an item to the agenda may do so by giving written notice to AusCham's Executive Director, email [excdirector@auschamvn.org](mailto:excdirector@auschamvn.org) no later than **5:00 pm on Wednesday, 12th March 2025**.

All members are invited to attend the AGM. In HCMC, please register your interest by emailing [office@auschamvn.org](mailto:office@auschamvn.org) and in Hanoi by emailing [auschamhanoi@auschamvn.org](mailto:auschamhanoi@auschamvn.org).

### Edwin Law

Executive Director

**Date of Notice:** 28 February 2025

## INFORMATION SHEET

### Annual General Meeting (AGM), 2025

**Wednesday, 19th March 2025**

**Hanoi & HCMC**

(Date of Information Sheet: 28 February 2025)

### **REQUIREMENTS UNDER THE AUSCHAM CHARTER**

The Charter of the Australian Chamber of Commerce (AusCham) stipulates that an Annual General Meeting (AGM) must be held in either February or March each year. The AGM cannot be held until after an audit has been completed by an external auditor. This year, the audit will be completed by AusCham's member, KPMG Limited.

### **WHERE AND WHEN WILL THE AGM BE HELD?**

The 2025 Annual General Meeting (AGM) of AusCham will take place at 4pm on Wednesday, 19th March 2025 in:

- **Hanoi** – Spaces Belvedere, 28A Tran Hung Dao, Hoan Kiem District
- **HCMC** – Sonatus Building, 15 Le Thanh Ton, Ben Nghe Ward, District 1

### **CRITICAL DATES (2025)**

- 28 February (Friday) – Official Notice of 2025 AGM to be emailed to all members. Nominations for Board open
- 10 March @5:00 pm (Monday) – Deadline for non-voting Members to request a review of their voting status (Non-voting to Voting)
- 12 March @5:00 pm (Wednesday) – Deadline for Members to list an item to the AGM Agenda
- 13 March @12:00 pm (Thursday) – Deadline for all Candidates (current Board Members & Nominees) to nominate for the 2025 Board
- 15 March @12pm (Saturday) – Online voting commences (if election is required)
- 18 March @12:00 pm (Tuesday) – Online voting closes
- 19th March @4:00 pm (Wednesday) – AGM 2025 (Hanoi and HCMC)

## COMPOSITION OF THE NATIONAL BOARD

The National Board comprises 12 Directors. To ensure national representation on the National Board, the composition of the Board shall be as follows:

1. Hanoi – 4 elected representatives from Hanoi-based Voting Members.
2. HCMC – 8 elected representatives from HCMC-based Voting Members.

Each elected representative must be a 2025 Voting Member at the time of the election and for the duration of the term. The elected representative must also reside in the city that they have been elected to represent.

If an election is required in either Hanoi or HCMC, or both cities (ie; there are more candidates than available positions in Hanoi and/or HCMC), being a national organization, all Voting Members will be requested to vote.

Each Voting Member of AusCham will then vote for their four (4) preferred candidates in Hanoi (one vote for each of their preferred four candidates) and/or their eight (8) preferred candidates in HCMC (one vote each of their preferred eight candidates).

6 Directors up for election at any one time – meaning that in this year’s election 6 Directors will be elected for 1 year and 6 for 2 years – triggering an alternate election cycle moving forward (note office bearers will continue to be elected every year)

2 Hanoi Chapter Members and 4 Ho Chi Minh City Chapter Members will be elected for a term of 2 years from the 1 April following the 2023 Annual General Meeting and 2 Hanoi Chapter Members and 4 Ho Chi Minh City Chapter Members will be elected for a term of 1 year from the 1 April following the 2023 Annual General Meeting.

Voting shall be done electronically in the week prior to the AGM. Details for online voting will be forwarded separately. Voting Members shall also have the right to vote at the AGM itself if they have not already voted or use a proxy.

All Voting Members are eligible to nominate themselves, or be nominated, for a position on the Board.

## ELECTION OF NEW BOARD

AusCham’s Board has resolved that if an election is required it shall be held under the following conditions:

- The order of candidates’ names on the ballot paper will be determined by the order that they are drawn from a hat (to be conducted by AusCham’s office)
- The ballot paper will identify which candidates are currently serving as Directors on the Board and their position if they are also an office bearer
- For the online voting, each candidate will have a **maximum** of 150 words to detail reasons why they believe they should be elected to the Board. Please note, this 150-word limit is fixed and will be enforced. Profiles of more than 150 words will be cut at the end of the 150th word.
- The results of the election will be announced at the AGM in both Hanoi and HCMC. However, only the names of successful candidates will be declared. The actual number of votes will not be revealed at the AGM (this is done to ensure that there is no loss of face for any candidate who generously offers to volunteer their time and services to support the Australian business community in Vietnam). The Board, however, reserves the right to check the results subsequently to ensure that due process has been followed by AusCham’s secretariat.
- For Directors who have been serving on the 2024/25 Board, a table will be prepared for Voting Members which details the number of Board meetings held during each Director’s tenure and the number of meetings he/she attended.

## **ELECTION OF OFFICE BEARERS**

Voting Members do not elect the office bearer positions of President, Vice President, Treasurer and Secretary. Once the new Board has been elected by the Voting Members, it shall separately determine which of the directors fills the aforementioned positions subject to the following conditions:

- Positions of President and Vice President cannot be filled by Directors based in the same city. So, if the President is elected from either Hanoi or HCMC, the Vice President must be elected from the other city.
- The positions of Treasurer and Secretary are open to all sitting Directors, irrespective of the city in which they are based or whether they have served on AusCham's Board previously.

## **CURRENT (2024/25) BOARD MEMBERS**

The current Board Members for 2024/25 are listed according to the office bearer's position and then alphabetically (by first name).

1. Samuel Conroy (President) (HCMC)
2. Natalie Fairlie (Vice President) (Hanoi)
3. Roderick Glass (Treasurer) (Danang)
4. Jeremy Holt (Secretary) (HCMC)
5. Cynthia Mann (Hanoi)
6. David Whitehead (Hanoi)
7. Doan Giang Nguyen (HCMC)
8. Justin Malcom (HCMC)
9. Olivia Wood (HCMC)
10. Samuel Walters (HCMC)
11. Simon Pugh (HCMC)
12. Skye Maconachie (Hanoi)

*Current Board members are requested to formally advise whether they will nominate again in 2025-26.*

## **HOW DO I NOMINATE SOMEONE TO STAND FOR THE BOARD?**

If you are a Voting Member of AusCham and wish to nominate yourself or someone else (who must also be a Voting Member) to stand for the National Board, please complete the following [form](#).

The deadline to submit the form is 13 March @12:00 pm (Thursday).

## **WHO CAN NOMINATE AND VOTE FOR A POSITION ON THE BOARD?**

Only 2025 “Voting Members” (paid-up Partnership Corporate /SME and Individual members) may nominate to stand for election. If I Cannot Attend The AGM, Can I Nominate A Proxy Or Vote Online

## **VOTING ONLINE**

If an election is required, all Voting members will be encouraged to vote online.

Online voting will open on Monday 17th March before closing at **5:00 pm** on Tuesday 18th March. More details regarding the online voting will be provided separately to Voting Members prior to 17th March.

## **OTHER OPTIONS FOR VOTING**

You may vote at the AGM in person.

You may also nominate a proxy to attend the AGM and vote on your behalf. Please complete the separate proxy form and email a scanned image or return it in person to the AusCham HCMC office.

## **MEMBERS REQUESTING TO RAISE ITEM ON AGENDA**

Any Voting Member of AusCham who wishes to add an item to the agenda may do so by giving written notice to AusCham’s Executive Director, email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org) no later than 5:00 pm, Wednesday, 12 March 2025.

## **NON-VOTING MEMBERS REQUESTING A REVIEW OF THEIR VOTING STATUS**

If a non-voting member believes they are, in fact, eligible to be a Voting Member, they may email AusCham’s Executive Director, email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org) by 5:00 pm on **Monday 10th March 2025** requesting a review.

Please note, companies that are Voting Members of AusCham may have a maximum of three nominees with voting rights. For SME members, the number of nominees with voting rights is two.

For further information, please check [www.auschamvn.org](http://www.auschamvn.org) or AusCham’s Executive Director, email [execdirector@auschamvn.org](mailto:execdirector@auschamvn.org)

## MINUTES of 2024 ANNUAL GENERAL MEETING

6:00 pm, 26th March 2024

- **Hanoi** – Spaces, 28A Tran Hung Dao, Hoan Kiem District
- **HCMC** – Sonatus Building, 15 Le Thanh Ton, District 1

**1. Confirmation of 2023 AGM Minutes (Hanoi and HCMC), dated 26th March 2023.**

Approved.

**2. President's / Vice President's report on 2023 (as per attached).**

Noted.

**3. Treasurer's report on financial position for year ended 31 December 2023 and proposed Budget for Year ending 31 December 2024 (as per attached).**

Noted and approved.

**4. President's / Vice President's report for 2023 (as per attached)**

Noted.

**5. Appointment of an auditor for 2024 (as per attached).**

Approved.

**6. Election of the 2024 National Board**

Below are the names of the successful candidates who will be the 12 Directors on the 2024/25 Board.

**The new Board for 2024/25**

**Hanoi (4 Directors)**

1. Cynthia Mann
2. David Whitehead
3. Natalie Fairlie
4. Skye Maconachie

**HCMC (8 Directors)**

1. Claire Macken
2. Doan Giang Nguyen
3. Jeremy Holt
4. Justin Malcolm
5. Samuel Conroy
6. Samuel Walters
7. Simon Pugh
8. Roderick Glass

The newly elected Board will elect its office bearers; namely President, Vice President, Treasurer and Secretary in the week following the AGM. Office bearers may reside in either city with one condition that the President and Vice President not reside in the same city.