
Constitution

The American Chamber of Commerce in Myanmar

Adopted on 06 / December / 2018



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1 Definitions

<u>Term</u>	<u>Definition for the purposes of this Constitution</u>
AMCHAM Myanmar or Association	American Chamber of Commerce in Myanmar, duly registered with the Directorate of Investment and Company Administration under No. 166 of 2017-2018.
Board of Governors (“Board”)	Means the Board of the Association comprised by the Governors which shall be subject to all laws from time to time which are applicable to a Board of Directors.
Business Day	Means a day, except a Saturday or Sunday or gazetted public holiday in Myanmar.
Bylaws	Means any by-law from time to time in force which has been duly made by the Board in accordance with Article 22.1.
Constitution	Refers to the Articles within this Constitution of the Association.
Executive Director	Means the person holding the office of Executive Director in accordance with Section 12.
Governor	Means a person holding office as a Director of the Association from time to time in accordance with this Constitution who shall be subject to all laws from time to time which are applicable to Directors.
Law	Refers to the Myanmar Companies Law of 2017 and any rules and regulations issued pursuant to this law.
Member	Means a person entered in the Register of Members as a member of the Association and who has not ceased to be a Member in accordance with this Constitution.
Myanmar	Refers to the Republic of the Union of Myanmar.
Objectives	Refers to the Objectives of the Association as stated in Article 3.5.
Qualified Person	Means a natural person who is a representative, employee or shareholder of a Corporate Member.
Register	Means the Register of Members required to be kept by the Association in accordance with the Law.
United States or U.S.	Refers to the United States of America.

2 Interpretation

- 2.1 Unless expressly provided otherwise, a reference to a statute or statutory provision includes a reference to:
- (a) any statutory modification, consolidation or re-enactment of it to the extent in force from time to time;
 - (b) all statutory instruments or subordinate legislation or orders from time to time made under it; and
 - (c) any statute or statutory provision of which it is a modification, consolidation or re-enactment.

- 2.2 In this Constitution, any reference to:
- (a) a person or entities includes a legal or natural person, partnership, trust, company, government or local authority department or other body (whether corporate or unincorporated);
 - (b) an individual includes, where appropriate, his personal representatives;
 - (c) any instrument or document includes any variation or replacement of it;
 - (d) the singular includes the plural and vice versa; and
 - (e) one gender includes all genders.
- 2.3 Headings in this Constitution are inserted for convenience only and shall not affect their construction.
- 2.4 Unless expressly provided otherwise, any words and expressions defined in the Law shall have the same meanings in this Constitution.
- 2.5 Unless otherwise indicated, where the day on which any act, matter or thing is to be done is a day other than a Business Day, that act, matter or thing must be done on or by the next Business Day.
- 2.6 A reference to dollars or \$ is to United States dollars.
- 2.7 If a word or phrase is defined, other grammatical forms of that word have a corresponding meaning.

3 Identity and purpose

- 3.1 The American Chamber of Commerce in Myanmar (AMCHAM Myanmar) represents a diverse collection of industries and nationalities, with a common goal to expand American business and promote the highest business standards in Myanmar.

Name

- 3.2 The Association shall be known in English as the "American Chamber of Commerce in Myanmar" or by the abbreviation "AMCHAM Myanmar" and is hereinafter referred to as the Association.

Mission

- 3.3 The mission of AMCHAM Myanmar is to promote and connect American business in Myanmar by encouraging local partnerships and upholding the highest business standards.

Purpose statement

- 3.4 The voice of American business in Myanmar.

Objectives

- 3.5 The objectives of the Association are:
- (a) Promote U.S. business investment in Myanmar;
 - (b) Provide a unified voice for American business to engage with U.S. Government and the Government of Myanmar;
 - (c) Encourage American business to collaborate with companies in Myanmar;
 - (d) Communicate opportunities and realities on the ground for businesses interested in the Myanmar market; and
 - (e) Facilitate capacity development by sharing best practices and encouraging corporate social responsibility.

Code of Business Conduct

- 3.6 AMCHAM Myanmar is a non-partisan, non-profit business organization. We advocate the principles of free trade, open markets, private enterprise, the unrestricted flow of information, and ethical business practices.
- 3.7 It is fundamental to our philosophy that good ethics and good business are synonymous. We believe that American business plays an important role as a catalyst for positive social change by promoting human welfare and the principles of free enterprise. AMCHAM Myanmar recognizes that American companies already set the highest standards for ethical business practices. We encourage members to communicate information about their existing programs and practices relative to good corporate citizenship in the markets in which they operate.
- 3.8 AMCHAM Myanmar endorses the following values:
- (a) Compliance with all applicable laws;
 - (b) Good corporate citizenship;
 - (c) Respect for the individual and dignity of the worker;
 - (d) Training and education for our employees;
 - (e) Environmentally responsible business practices;
 - (f) Improved market access and promotion of intellectual property rights;
 - (g) High standards of professional and business ethics;
 - (h) Equality between all members without any gender, religious, or political discrimination; and
 - (i) Refrain from using the AMCHAM Myanmar platform to promote any partisan political agenda.

Compliance with US Chamber regulations

- 3.9 In compliance with the U.S. Chamber of Commerce Principles to Govern American Chambers of Commerce Abroad:
- (a) The Association shall not accept financial aid from any government
 - (b) The Association shall maintain close contact with the representatives of the U.S. government
 - (c) Association's active membership shall consist of American citizens and American controlled firms, and citizens and firms of other countries who are engaged in commercial trade between the United States of America and Myanmar.
 - (d) The President, one of the Vice Presidents and a majority of the Board of Governors shall preferably be American Citizens.
 - i. The Association may have a non-U.S. citizen as President as long as at least one of the Vice Presidents is an American citizen, or the President is a corporate representative of a U.S.-controlled firm. However, the Association may have non-U.S. citizens serving simultaneously as President and Vice President as long as one is a representative of a U.S.-controlled firm and the Board approves the nomination in advance.
 - ii. The Association may have a majority of non-U.S. citizens on the Board of Governors as long as a majority are representatives of U.S.-controlled firms.

- iii. The Board need not have U.S. citizens serving simultaneously as President and Vice President as long as the citizenship of the President alternates (American vs non-American) every other year.
- iv. Amendments to this Article 3.9 can only be made with the approval of the Board.

4 Powers

- 4.1 In pursuance of the Objectives, the Association has the power to:
- (a) Borrow or raise money in such manner and to such extent as the Association shall think fit;
 - (b) Collect membership, application and other fees from its Members;
 - (c) Raise money from holding events and charging for the provision of services;
 - (d) Buy, lease or hire or otherwise acquire and deal with any property and any rights or privileges of any kind over in respect of any property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
 - (e) Sell, lease, mortgage or otherwise with all or any part of the property of the Association;
 - (f) Invest the funds of the Association in or upon such investments, securities or property as may be thought fit;
 - (g) Remunerate any person, firm or company rendering services to the Association whether by cash payment or otherwise;
 - (h) Pay out of the funds of the Association all expenses which the Association may lawfully pay or which are incidental to the formation, registration or raising of money for the Association;
 - (i) Establish and support, and to aid in the establishment and support of, any other association formed to promote all or any of the Objectives;
 - (j) Set aside funds for particular purposes or as a reserve against future expenditure; and
 - (k) Do all such other things as are incidental or conducive to the attainment of the Objectives.
- 4.2 Each of the powers under Article 4.1 shall be construed independently of and shall be in no way limited by reference to any other power.

5 Membership

Membership categories

- 5.1 The categories of membership with the Association shall be as follows:
- (a) Corporate membership;
 - (b) Associate membership;
 - (c) Honorary membership; and
 - (d) Any other category of membership as determined by the Board.
- 5.2 Eligibility for membership with the Association shall be as follows:
- (a) A **Corporate Member** shall be a legally registered corporate entity in Myanmar;

- (b) An **Associate Member** shall be a legal entity who is not otherwise qualified for corporate membership but whose business activities or relationships are such that their membership in the Association will, in the opinion of the Board contribute towards achievement of the Objectives. An entity that is eligible for corporate membership shall not be eligible for associate membership. Associate members shall be entitled to all the privileges conferred upon Corporate Members, except that they may neither hold elected office nor vote;
- (c) An **Honorary Member** shall be approved by the Board. The term of honorary membership will be determined by the Board. Honorary members shall be entitled to all the privileges conferred upon associate members and shall be exempted from payment of any membership fees; and
- (d) For any other category of membership referred to in Article 5.1 (d), eligibility criteria shall be as determined appropriate by the Board.

5.3 Notwithstanding Article 5.2, the Members at the time of adoption of this Constitution shall continue to remain as Members subject to this Constitution.

Application and approval

5.4 Applications and approval of membership will be in accordance with the Bylaws of the Association.

6 Rights and obligations of Members

- 6.1 Members shall be entitled to the following rights:
- (a) Take part in general meetings;
 - (b) Propose and submit agenda items for general meetings;
 - (c) Exercise their voting rights in accordance with this Constitution and the Bylaws of the Association;
 - (d) Take part in the trade and economic activities of the Association; and
 - (e) Receive assistance and benefits, where applicable, from the Association.
- 6.2 Members must strictly adhere to the Constitution, Bylaws and decisions taken, in accordance with this Constitution and the Bylaws, by the Association.

Voting rights

- 6.3 Corporate Members shall be entitled to one vote each. No Corporate Member shall be entitled to vote unless its fees and other amounts payable are paid in full.
- 6.4 Associate and Honorary Members may not vote.

Fees and dues

- 6.5 Each Member shall pay an annual membership contribution in accordance with the Bylaws of the Association.
- 6.6 If the fees of any Member remain unpaid for a period longer than three months, the Member's name may be struck off from the Register of Members.

7 Termination of membership

Resignation

- 7.1 A Member may resign from the Association upon the provision of 30 days written notice to the Executive Director. If the Member provides notice of termination at least 30 days prior to membership fees being payable by the Member, the Member will not be liable for membership fees for the succeeding period notwithstanding the resignation. If the Member provides notice of termination later than 30 days prior to

membership fees being payable, the Member will be liable for the fees for the succeeding period notwithstanding the resignation.

Expulsion

- 7.2 Notwithstanding Article 7.4, the Board may expel a Member for dishonorable conduct or a Member whose continued membership is considered detrimental to the Association, by at least three-fourths affirmative votes of the total number of Governors. The Board shall hold a hearing on such expulsion prior to voting. The President shall give notice in writing to the accused Member at least 7 days prior to the date of the hearing. If the Member accused is not present at the hearing in person or by his, her or its representative, the Board may vote on a resolution to expel the Member as if the Member was present.

Termination

- 7.3 Membership shall be terminated for any of the following causes:
- (a) In the case of the Member's death;
 - (b) If the Member resigns in accordance with this Constitution;
 - (c) If the Member is insolvent or has a liquidator or receiver appointed to it;
 - (d) If the Member is bankrupt, wound up or dissolved or is in the process of being wound up or dissolved;
 - (e) If the Member becomes incompetent or quasi-incompetent; or
 - (f) If the Member is excluded from membership under Articles 7.2 and 6.6.
- 7.4 Membership may be terminated if a Member breaches Article 6.2 and if the breach is capable of remedy, the Member fails to rectify the breach within a period of 14 days from the giving of notice by the Association. The Association does not waive any of its rights if it decides not to terminate a Member's membership in accordance with this Article 7.4.
- 7.5 The Association shall not refund any Membership fees, regardless of the nature of the separation between the Member and the Association.

8 Meetings of Members

Annual general meeting

- 8.1 Subject to the Law, an annual general meeting ("AGM") of the Association must be held at least once in every calendar year, and not later than fifteen months after the holding of the last preceding AGM.
- 8.2 The business of the AGM may include:
- (a) Approval of reports;
 - (b) Approval of audited financial statements;
 - (c) Appointment of the auditor as recommended by the Board;
 - (d) Electing Governors; and
 - (e) Amendments to the Constitution, except Article 3.9 which requires approval of the Board.

whether or not this is stated in the notice of meeting.

Extraordinary General Meetings

- 8.3 Powers of the extraordinary general meetings:
- (a) Dismissal of Governors; and
 - (b) Dissolution of the Association.
- 8.4 The Board shall convene an extraordinary general meeting:
- (a) At any time by giving 21 days notice to the members; or
 - (b) At the written request of at least two thirds (2/3) of Corporate Members
- 8.5 If the conditions to convene an extraordinary general meeting are duly met, the Board shall specify the date, venue and agenda of the extraordinary general meeting. The date shall be no later than 21 days after the conditions are met.

Notice of general meetings

- 8.6 At least 21 days' notice of any general meeting must be given.

Agenda of general meetings

- 8.7 The Board shall prepare the agenda of the general meetings.
- 8.8 Members wishing to submit agenda items are required to send them in writing to the office of the Executive Director at least 14 days before the date of the General Meeting.

9 Proceedings at General Meetings

Member deemed to be present

- 9.1 A Member may attend a general meeting, and is deemed to be present, in any of the following ways:
- (a) by its designate or alternate representative; or
 - (b) by proxy (except at extraordinary general meetings).
- 9.1 Any Member entitled to vote whose designate or alternate is not present at a meeting may, by written proxy, delegate a Qualified Person to attend the particular meeting and vote on the Member's behalf in accordance with Article 9.25
- 9.2 No proxies are permitted at extraordinary general meetings.

Quorum

- 9.3 Ten percent (10%) of Corporate Members of the Association shall constitute a quorum at all meetings of the Association.
- 9.4 No item of business may be transacted at a general meeting except for the adjournment of the meeting unless a quorum is present when the meeting proceeds to consider it.
- 9.5 An individual attending in more than one capacity is to be counted only once. If a voting Member has appointed more than one representative or proxy only one is to be counted.
- 9.6 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (a) any meeting convened on the requisition of Members is dissolved; and
 - (b) any other meeting stands adjourned to the same day in the next week at the same time and place or any other day, time and place as the Board may elect by notice to the Members.

9.7 If at the adjourned meeting provided for under Article 9.6 (b), a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, then those voting Members who are present in person are deemed to be a quorum and may transact the business for which the meeting was called, except:

- (a) Election or dismissal of Governors; or
- (b) Dissolution of the Association.

Chair of general meeting

9.8 The chair of the general meeting shall be the President of the Association. In the President's absence, the chair shall be appointed by the Board.

9.9 The chair of a general meeting may, in the case of a conflict of interest or otherwise in their discretion, appoint someone else (who need not be a Governor) to chair one or more items of business or resolutions at the meeting. While acting as chair, the appointee may exercise all of the chair's powers and discretions conferred by this Constitution or the Law. The chair resumes the chair after the appointment concludes.

Powers of chair

9.10 The chair of a general meeting is responsible for the general conduct of and procedures at the meeting. The chair's decisions about general conduct and procedures is final and binding.

9.11 At any general meeting, if the chair of the meeting declares that a resolution has been carried, or carried by a particular majority, or not carried and an entry to that effect is recorded in the minutes of the meeting, that declaration is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against or abstained on that resolution.

Secretary of the general meeting

9.12 The Secretary of the general meeting shall be responsible for keeping a complete record of the minutes of the meeting or, in their absence, another person designated by the Board.

Adjournment of general meeting

9.13 Subject to Article 9.14, the chair of a general meeting may adjourn the meeting to a different day, time and place, but only business left unfinished at the meeting from which the adjournment took place may be transacted at the adjourned meeting.

9.14 Clause 9.13 does not permit the chair of a general meeting to adjourn a meeting convened by a single Governor, or in accordance with the Law by Members, by the Governors on request of Members or by a court unless the persons who convened the meeting (or at the request of whom the meeting was convened) consent to the adjournment.

Notice of adjourned general meeting

9.15 If a general meeting is adjourned for more than 28 days, notice of the adjournment must be given to all Members and those persons who are otherwise entitled under this Constitution or the Law to receive notices of general meetings in the same manner in which notice was, or ought to have been, given of the original meeting.

Resolutions determined by majority

9.16 At a general meeting all proposed resolutions will be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Law.

Casting vote of chair

- 9.17 If, on a resolution at a general meeting, an equal number of votes occurs on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any votes to which the chair may be entitled as a Member or proxy.

Method of voting

- 9.18 Each proposed resolution at a general meeting will be determined by a show of hands unless, before a vote is taken or before or immediately after the declaration of the result of the vote on a show of hands, a poll is demanded as provided by the Law.

- 9.19 Subject to this Constitution, each Corporate Member entitled to vote shall have one vote to be cast by its designate or alternate representative, or a proxy designated in accordance with Article 9.25.

- 9.20 Voting is compulsory.

Demand for poll

- 9.21 A poll may be demanded on any resolution at a general meeting by:
- (a) at least five Members present who are entitled to vote on the resolution;
 - (b) the chair of the meeting.

Conducting a poll

- 9.22 If a poll is demanded on any resolution at a general meeting, the chair of the meeting:
- (a) will arrange a poll or secret ballot immediately upon determining the validity of the request;
 - (b) must ascertain the number of votes represented by persons voting in favor of the resolution and by those voting against the resolution; and
 - (c) will determine any dispute about admitting or rejecting a vote and that determination, made in good faith, will be final and binding.

- 9.23 The result of the poll will be the resolution of the meeting at which the poll was demanded.

Objections to vote

- 9.24 An objection may be raised as to the qualification or attendance of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chair of the meeting, whose decision is final. A vote which is not disallowed pursuant to the objection is valid for all purposes.

Voting by proxy

- 9.25 Any Member wishing to designate a proxy must submit a proxy notice in a form approved by the Board or in any other form which complies with the Law. The proxy notice shall be delivered to the Association in accordance with this Constitution not less than 72 hours before the time appointed for holding the meeting or adjourned meeting to which it relates.

- 9.26 A proxy notice which is not delivered in accordance with Article 9.25 shall be invalid.

- 9.27 A proxy may demand or join in demanding a poll.

- 9.28 Subject to the Law, a proxy may vote on a proposed resolution at a general meeting as they choose. However, if the instrument appointing the proxy directs the way in which the proxy must vote, then the proxy may only vote in that way.

Validity of proxy

- 9.29 Subject to the Law, the decision of the chair of a general meeting as to the validity of an instrument appointing a proxy or the power of attorney (if any) under which it is signed is final and binding.

10 Board of Governors

Composition

- 10.1 The Board of Governors shall consist of 11 elected Members.

Officers

- 10.2 The Board shall, in accordance with Article 3.9, elect from among themselves persons to hold the following positions:

- (a) President;
- (b) Two (2) Vice-Presidents;
- (c) Secretary; and
- (d) Treasurer.

- 10.3 The Board may from time to time:

- (a) Create any other position or positions in the Association with the powers and responsibilities as the Board may from time to time confer; and
- (b) Appoint any person, whether or not a Governor, to any position or positions created under this Article.

- 10.4 The Board may at any time terminate the appointment of a person holding a position created under Article 10.3 and may abolish the position.

Election of Governors

- 10.5 An election to fill a vacancy on the Board occurring by expiration of Governors' terms of office shall take place at the following AGM.

- 10.6 To be eligible for election or appointment to the Board, a candidate must be a Qualified Person.

- 10.7 Elections will be held in accordance with the procedures adopted by the Board.

Nominations

- 10.8 Each year the Board must call for nominations for Governors, not less than 45 days before the AGM. The period for receiving nominations must be at least 21 days.

- 10.9 The President, with the approval of the Board, shall appoint an Elections Commission in accordance with the Bylaws of the Association. The Elections Commission shall have the duty to nominate candidates, and evaluate nominations received from Members for Governor positions that are to be vacated by the end of term of such year.

Terms of office of Governors

- 10.10 Each Governor shall be elected to the Board for a term of two years.

- 10.11 Governors shall not hold office for more than two successive two-year terms.

- 10.12 A Governor who has served two successive terms of two years per term shall not be eligible to again serve as a Governor for a period of one year after completion of his or her second successive term in office.

- 10.13 The Association may determine to introduce a different term of office for its Governors including a rotation of its Governors.
- 10.14 Where any person is appointed to the Board to fill a vacancy pursuant to Article 10.16, and the remaining term of the office is less than one year, the person so appointed shall be deemed not to have served a term in office for purposes of eligibility for re-election and continuous office.
- 10.15 The officers shall hold office for two years and shall be eligible for re-election for so long as they are Governors.

Vacancies

- 10.16 The Board may, by resolution, fill a casual Board vacancy provided that at any time any Corporate Member may only have one Qualified Person appointed as a Governor to the Board. A Governor appointed under this Article holds office until the conclusion of the next AGM but is eligible for election at that meeting.
- 10.17 Vacancies occurring in the officer positions shall be filled by the Board from among the Governors in accordance with Article 3.9. An officer appointed under this Article holds office until the conclusion of the next AGM.
- 10.18 If members of the Board vacate their offices en bloc then the outgoing Board shall hold an extraordinary general meeting to appoint a new Board. A Governor so appointed shall serve for the remaining term of office of the Governor whose vacancy they fill.
- 10.19 The Board may choose not to fill all vacancies, but at no time shall there be fewer than 7 Governors.

Removal of Governors

- 10.20 Governors shall cease to hold office upon the occurrence of any of the following events:
- (a) If they resign as a Governor by giving notice in writing to the Association;
 - (b) If their term of office expires;
 - (c) If the Corporate Member they represent ceases to be a Member of the Association under Section 7, or they cease to be a representative of a Corporate Member;
 - (d) If they are removed from office by a resolution passed at an extraordinary general meeting; or
 - (e) Pursuant to the absence provisions in the Bylaws of the Association.

11 Powers of the Board of Governors

- 11.1 The Board shall be vested with the most extensive powers as regards the management of the Association and shall decide all matters not otherwise reserved to another policy body by this Constitution.

12 Executive Director

- 12.1 An Executive Director may be appointed by the President, with the approval of the Board, to execute the general affairs of the Association in accordance with the objectives, rules, and policies of the Association, and to perform such tasks and duties as may be determined by the Board. The Executive Director is entitled to attend, without a vote, meetings of the Board and of all committees of the Association.

13 Income and Property

- 13.1 Subject to Article 13.2, the income and property of the Association shall be applied solely towards the promotion of its Objectives and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members, Governors or officers except as bona fide compensation for services rendered or expenses properly incurred on behalf of the Association.
- 13.2 Without limiting the generality of Article 13.1, Article 13.1 shall not prevent any payment in good faith by the Association:
- (a) Of reasonable and proper remuneration to any employee of the Association or to any Member or other person in return for any services actually rendered to the Association;
 - (b) To any of its Governors or officers for any services rendered to the Association in a professional or technical capacity where the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
 - (c) Of a payment to a Governor or officers as an employee of the Association where the terms of the employment have been approved by a resolution of the Board of Governors;
 - (d) Of interest on money lent by any Member or any Governor at a reasonable and proper rate per annum;
 - (e) Of reasonable and proper rent for premises leased from any Member of the Association or any of its Governors;
 - (f) To any of its Governors or officers of reasonable out-of-pocket expenses incurred in connection with furtherance of the Objectives;
 - (g) Of any premium in respect of any such insurance as is permitted by Article 19.4; or
 - (h) Of any amount paid pursuant to Article 19.1.

14 Limitation of Liability

- 14.1 The liability of the Members of the Association is limited.
- 14.2 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while they are a Member, or within one year from when they cease to be a Member, for:
- (a) Payment of the debts and liabilities of the Association contracted before they cease to be a Member;
 - (b) Costs, charges and expenses of winding up the Association; and
 - (c) Adjustment of the rights of the contributories among themselves,
- whereby such amount as may be required shall not exceed \$10.

15 Finances

Fiscal year

- 15.1 The fiscal year shall be in accordance with the Bylaws of the Association.

Financial records

- 15.2 The Board shall ensure that financial accounts and records of the Association are

prepared and maintained, as required by any applicable law and this Constitution, showing the sums of money received and expended, with reasonable details for the same, as well as the assets and liabilities of the Association. The Association's accounts must be audited for each fiscal year. The audited balance sheet of the Association must be certified by an auditor or auditors.

Annual Report

- 15.3 The Board must prepare an annual financial report for the last financial year of the Association in accordance with all applicable laws.
- 15.4 The Board shall consider for approval at the end of each fiscal year committee reports on the activities of the Association and the audited financial reports.

Auditor

- 15.5 The auditor, as recommended by the Board, must be approved by the members at the AGM.
- 15.6 The auditor is entitled to make inquiries with any member of the Board and all officers of the Association who are involved with such accounts and documents and the Executive Director. The Board and officers and the Executive Director shall assist and facilitate such audit inspection. The Association's auditor shall have access to all books, accounts and financial documents of the Association.
- 15.7 In case of the resignation of the auditor, the Board has the right to appoint an interim auditor until the next AGM.

16 Inspection of Records

- 16.1 Subject to the Law, the Governors may determine to what extent the documents and records of the Association will be open to inspection by any person and any reasonable fees payable. This chapter 26 does not limit the rights of a Member, Governor or former Governor under applicable Law or any agreement with the Association.

17 Execution of Documents

- 17.1 The Association may execute documents in accordance with the Bylaws.

18 Notices

Notices by the Association

- 18.1 The Association may give any notice or other document or information to a Member by:
 - (a) Personally delivering it to the Member;
 - (b) Sending it to the address for the Member in the Register or an alternative address nominated by the Member by giving notice in writing to the Association by post;
 - (c) Sending it by email or other electronic means nominated by the Member by giving notice in writing to the Association; or
 - (d) Any other method permitted by the Law.
- 18.2 A notice or other document or information which is sent by the Association by electronic means and which the Association is able to show was properly addressed and that the Association did not receive an error transmission message shall be deemed to have been given or sent on the day on which it was so sent. A notice or

other document or information sent in electronic form to the Association shall not be treated as received by the Association if it is rejected by computer virus protection arrangements.

- 18.3 If on two consecutive occasions the Association has attempted to send or supply notices or other documents or information by electronic means to an address for the time being notified to the Association by a Member for that purpose but the Association is aware that there has been a failure of delivery of such notice or other document or information, then the Association shall thereafter send or supply the notice or other document or information through the post to the registered address of the Member. For this purpose a failure of delivery is when a notice or other document or information sent by electronic means is returned undelivered to the Association or its agent with a message stating that delivery was unsuccessful from the address to which it was sent.

Notices by Members

- 18.4 A Member may give notice or other document or information to the Association by:
- (a) Delivering it personally to the Association President, Secretary or other officer of the Association;
 - (b) Delivering it or sending it by ordinary post to the Association's registered office; or
 - (c) If the Association has specified any email address or other electronic address for the receipt of any particular communication, by sending it to that email address or other electronic address.

19 Indemnity and Insurance

- 19.1 To the extent permitted by law, each current or former Governor, Secretary or other officer of the Association may be indemnified out of the assets of the Association against:
- (a) Any liability incurred by the person whilst acting in that capacity including any legal costs incurred in connection with proceedings or investigations in which that person is involved as a result of holding that office; and
 - (b) All legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of that person's functions and the discharge of that person's duties as an officer of the Association.
- 19.2 The indemnity in Article 19.1 is reduced to the extent that the person is indemnified by another person including under any insurance policy.
- 19.3 The indemnity in Article 19.1 is enforceable by a person without that person first having to incur any expense or make any payment and even though the person may have ceased to be an officer of the Association.
- 19.4 To the extent permitted by law, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been a Governor, Secretary or other officer of the Association against liability incurred by the person in that capacity, including liability for legal costs.

20 Contracts Between Association and Officers

- 20.1 The Association may enter into a contract with a person who is a Governor, Secretary or other officer of the Association setting out the rights and obligations of that person and the Association with respect to the matters referred to in Section 19. A contract entered pursuant to this Article may also include provisions requiring the

Association to make payments to that person by way of advance or loan of legal costs and to give that person access to the accounting records and documents of the Association.

21 External Representation

- 21.1 The President will have the responsibility to externally represent the Association in any legal matters, however this representation shall be subject to the AMCHAM Myanmar Bylaws, including but not limited to, seals and execution of documents.

22 Bylaws

- 22.1 The Board may prescribe Bylaws, consistent with this Constitution, governing matters related to the activities of the Association. Where there is any inconsistency between the terms of this Constitution and the Bylaws the terms of this Constitution will prevail. The Board must take reasonable steps to ensure that up-to-date copies of all Bylaws are available to Members upon their request.

23 Dissolution

- 23.1 If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other funds, authorities, charitable institution or institutions which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under this Article.
- 23.2 The Board must either determine:
- (a) The institution or institutions to which the property of the Association will be given or transferred to; or
 - (b) That the Members in a general meeting of the Association, at or before the time of dissolution, are to determine the institution or institutions to which the property of the Association will be given or transferred to.
- 23.3 In the event of default of Article 23.2, an application shall be made to the court for a determination.

24 Enforceability

- 24.1 If any provision of this Constitution is or becomes illegal, invalid or unenforceable in any jurisdiction then that illegality, invalidity or unenforceability does not affect the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution or the legality, validity or enforceability in any other jurisdiction of that provision of any other provision of this Constitution.

25 Jurisdiction

- 25.1 The courts having jurisdiction in Singapore have non-exclusive jurisdiction to settle any dispute arising out of or in connection with this Constitution and each Member irrevocably submits to the jurisdiction of those courts.