CONSTITUTION

OF THE CONSULAR CLUB OF HO CHI MINH CITY



CHAPTER I
GENERAL PROVISIONS

Article 1
Name, subject-matter and purpose

1. The Consular Club of Ho Chi Minh City (hereinafter the "Club"), founded in 1994, is a non-political and non-profit social group. It is independent of any political party or religious affiliation. The purpose of the Club is to finance, or otherwise support, charity projects aimed to contributing to improving the life of disadvantaged groups or communities, including in the case of natural disaster, in particular through fundraising activities (such as, but not limited to, the Annual Charity Bazaar, Charity Gala or conference, organisation of raffle prizes and auctioning).

2. Projects financed, or otherwise supported, by the Club shall be located in southern Vietnam. In duly justified cases, such as natural disasters, the Club may decide to finance, or otherwise support, projects located in other parts of Vietnam.

3. The Club shall not conduct any activity that may contradict its main purpose, as described in this Article.

4. All funds received through the fundraising activities of the Club shall be exclusively used to support charity projects; to cover fundraising expenditures, and to cover the Club's running costs.

CHAPTER II
MEMBERSHIP AND FUNCTIONING OF THE CLUB

Article 2
Membership to the Club

1. Membership to the Club is open to:

    a. Accredited staff (career diplomats**) of General Consulates in Ho Chi Minh City and/or their spouses or partners

    b. Accredited Honorary Consuls (non-career diplomats**) in Ho Chi Minh City and/or spouses or partners

    c. Locally engaged staff of General Consulates in Ho Chi Minh City if designated by their Consulate.

    ***Career and non-career diplomats shall be accredited by the Department of Foreign Affairs of Ho Chi Minh City and/or the Ministry of Foreign Affairs of Vietnam.*

2. Membership to the Club is limited to 3 persons per Consulate General or Honorary Consulate.

3. No membership fee may be required.

4. Without prejudice to paragraph 5 of this Article, membership to the Club is not limited in time.

5. The Executive Committee of the Club may suspend or expel a Club member for inappropriate behaviour that is causing, has caused, or is likely to cause significant harm to the Club. In exceptional circumstances based on objective factors, the Executive Committee may refuse a person meeting the conditions set out in this Article to become a member of the Club.

Article 3
Rights and obligations of the Club members

1. No Club member may assume obligations on behalf of the Club without permission from the Executive Committee.

2. Each Club member may make proposals, discuss and vote on actions related to the Club's activities or objectives.

3. Club members may participate in all activities of the Club.

4. Club members participate in the Club's activities as unpaid volunteers. Participation in the Club shall not lead to any enrichment, directly or indirectly, of its members, including in the case of dissolution of the Club pursuant to Article 20 of this Constitution.

5. Club members shall comply with this Constitution.

Article 4
Functioning of the Club and decision-making

1. The Club's annual year runs from 1st January to 31st December.

2. The Club's language of proceedings is English.

3. The Club shall meet regularly. In addition to regular meetings, an ordinary Annual General Meeting shall be organised as well as Extraordinary General Meetings as appropriate.

4. Club members may attend meetings of the Club in person or remotely.

5. Any Club member unable to attend a meeting of the Club may be represented by another person meeting the conditions set out in points (a) to (c) of Article 2(1) of this Constitution.

6. Where a vote is taken, Club members who are unable to attend the meeting and to designate a representative pursuant to paragraph 5 of this Article may request another Club member to vote on their behalf or indicate their vote by email.

7. A quorum of:

    a. at least 5 Club members attending the meeting in person or remotely or voting pursuant to paragraph 6 of this Article, or of persons representing them pursuant to paragraph 5 of this Article, and

    b. representing at least 5 different countries,

    is required to enable the Club to vote and decide.

8. Unless otherwise provided by this Constitution, the Club shall take decisions by majority of its members, or of persons representing them pursuant to paragraph 5 of this Article, attending the meeting.

9. Where several Club members represent the same country, only one of them may take part in the vote.

10. Unless otherwise provided by this Constitution, in the case of a split vote, the President's vote counts as 2 votes.

CHAPTER III
GOVERNANCE OF THE CLUB

Article 5
Executive committee of the Club

1. The Club shall have an Executive Committee composed of the following annually elected members:

    a. President;

    b. Vice-President;

    c. Treasurer;

    d. Secretary;

    e. Communications Coordinator.

    To the extent possible, members of the Executive Committee should represent different countries.

2. Without prejudice to paragraph 4 of this Article, members of the Executive Committee are elected among the Club members at the ordinary Annual General Meeting, for a period of one year. The term of office of members of the Executive Committee for a specific position shall be limited to three years unless no other member of the Club is a candidate for that position.

    Article 4(10) of this Constitution shall not apply to the election of the members of the Executive Committee.

3. In the case of resignation of a member of the Executive Committee, or expel of a Club member who is member of the Executive Committee pursuant to Article 2(5) of this Constitution, a new election shall be organised to appoint a new member at the vacant position as soon as possible.

4. By derogation to paragraph 2 of this Article, where, for any reason, a member of the Executive Committee is elected after the ordinary Annual General Meeting of the Club, his or her term of office runs until the date of the next ordinary Annual General Meeting.

5. The Executive Committee may appoint Club members or, for the position referred to in point (a) of this paragraph a representative of Vietnamese authorities, to auxiliary positions, including:

    a. Liaison Officer;

    b. Social Activities Coordinator;

    c. Bazaar Coordinator, and

d. Any other position the Executive Committee may deem useful.

Persons appointed to auxiliary positions pursuant to this paragraph are not members of the Executive Committee.

The term of office for any auxiliary position expires at the ordinary Annual General Meeting following their appointment.

6. The Executive Committee may appoint an auditor to examine the Club's financial accounts. The Auditor may be a member or a non-member of the Club. He or she may not be a member of the Executive Committee.

   The auditor may attend any meeting of the Club including the ordinary Annual General Meeting. The auditor shall have no voting rights unless he or she is a Club member.

7. The Executive Committee may, as necessary, establish sub-committees formed of Club members to assist it in any appropriate task.

8. The Executive Committee might entrust its members with tasks in addition to the ones listed in Articles 6 to 9 of this Constitution, provided that those additional tasks do not encroach on the ones allocated to other members of the Executive Committee pursuant to those Articles.

9. Unless otherwise provided by this Constitution, in case one of the positions listed in paragraph 1 of this Article is vacant or a member of the Executive Committee is unable to carry out his or her duties, the Executive Committee shall decide on the allocation of the tasks assigned to that position pending the election of a Club member to the said position.

10. The Executive Committee is responsible for ensuring compliance with this Constitution and the proper functioning of the Club which includes:

    - if the Club has a bank account, empowering the President and the Treasurer to operate that bank account;
    - allocating the budget of the Club;
    - implementing or ensuring the implementation of the decisions adopted by the Club;
    - preparing and reviewing, as necessary, the operational procedures of the Club;
    - deciding to enter into, amend or terminate contracts on behalf of the Club;
    - deciding on the acceptance, suspension and exclusion of members pursuant to Article 2(5) of this Constitution;
    - adopting forms and template to be used by Club members, including a project proposal form and a follow-up form;
    - organising the ordinary Annual General Meeting, as well as regular meetings of the Club and Extraordinary General Meetings as appropriate.

11. Unless otherwise provided by this Constitution, the Executive Committee shall take decisions by majority of its members attending, remotely or in person, the meeting.

    Where a vote is taken, members of the Executive Committee who are unable to attend the meeting may request another member of the Executive Committee to vote on their behalf or indicate their vote by email.

    Where several members of the Executive Committee represent the same country, only one of them may take part in the vote.

    Unless otherwise provided by this Constitution, in the case of a split vote, the President's vote counts as 2 votes.

Article 6
President

The President shall be responsible for:

a. chairing the meetings of the Club, unless he or she is unable to attend;
b. ensuring the proper functioning of the Executive Committee, in particular that the members of the Executive Committee carry out their tasks in accordance with this Constitution;
c. ensuring that persons appointed to auxiliary positions in accordance with Article 5(5) of this Constitution and the Auditor appointed in accordance with Article 5(6) of this Constitution carry out their tasks in accordance with this Constitution;
d. deciding, after consulting the members of the Club or of the Executive Committee, as relevant, on the date of any meeting of the Club or of the Executive Committee;
e. reviewing, with a view to avoiding material errors, documents prepared by the Treasurer and the Secretary before they are submitted to the Executive Committee or to the Club, as relevant; in case of disagreement between the Treasurer or the Secretary, as relevant, and the President on a specific document, it shall be submitted to the Executive Committee for decision;
f. promoting, with the assistance of all Club members, membership of the Club;
g. representing the Club at all official events and meetings;
h. preparing an annual activity report, to be sent to all Club members before the ordinary Annual General Meeting.

Article 7
Vice-President

The Vice-President shall be responsible for:

a. deputizing for the President as necessary;
b. assuming the role of President of the Club if the President resigns before the end of his or her term and until a new President is elected;

c. acting as Charity Project Coordinator for the Club, which includes:

- overseeing charity project applications;
- ensuring that project proposals are distributed by the Secretary to the Executive Committee and all Club members;
- elaborating a disbursement plan for all projects in close collaboration with the Treasurer;
- co-monitoring and co-evaluating each project with the Club member who proposed the project (i.e. follow-up reports, site visits);
- providing Club members with a list of approved projects and holding a register of all approved projects.

Article 8
Secretary

The Secretary shall be responsible for:

a. calling members of the Club or of the Executive Committee, as relevant, to meetings;
b. preparing the agenda for each meeting in consultation with the President;
c. distributing to other Club members in due time all meeting materials such as minutes, project proposals, project follow-up reports, fundraising documents;
d. preparing minutes of meetings; if the Secretary is unable to attend a meeting, another member in attendance may be asked to take notes;
e. updating the Club members' contact list.

Article 9
Treasurer

The Treasurer shall be responsible for:

a. managing the Club's finances;
b. in case the Club has a bank account, operating that bank account together with the President;
c. ensuring the Club's bookkeeping (make payments and collect revenues);
d. issuing receipts or invoices;
e. maintaining accurate financial statements;
f. preparing a financial report for each meeting;
g. preparing an annual financial report for the ordinary Annual General Meeting.

Article 10
General Meetings

1. An ordinary Annual General Meeting of the Club members shall be held at the beginning of each year. Club members shall be notified of the date of the ordinary Annual General Meeting at least two weeks in advance and shall receive any documents to be discussed or presented at that meeting at least a week in advance unless otherwise provided by this Constitution.

2. During the ordinary Annual General Meeting:

    a. the outcoming President shall present the annual activity report;

    b. the outcoming Treasurer shall present the annual financial report;

    c. the Club shall approve the annual activity report and the annual financial report referred to in points (a) and (b) of this paragraph;

    d. the outcoming Auditor shall present his or her report;

    e. all Executive Committee members shall be discharged;

    f. a new Executive Committee shall be formed; if there is more than one candidate for any position of the Executive Committee, election shall take place at secret ballot.

3. Extraordinary General Meetings may be organised at any time, as necessary.

CHAPTER IV
CHARITY PROJECTS POLICY AND PROCEDURE

Article 11
Types of charity projects

1. Charity projects funded, or otherwise supported, by the Club shall be compatible with the purposes of the Club as set out in Article 1(1) of this Constitution and meet the conditions set out in Article 1(2) and (3) of this Constitution and in this Chapter.

2. Projects supported by the Club may include projects relating to:

    a. Healthcare (including prevention, diagnosis, treatment), medical equipment and supplies;

    b. Water and sanitation, hygiene and safety;

    c. Education for the disadvantaged, including school or university fees, scholarships for vocational training, educational equipment, special needs programs for children with disabilities;

    d. Basic needs such as food, shelter, clothing for victims of natural disasters;

    e. Other types of assistance to disadvantaged groups or communities.

3. When assessing a project and deciding on its support, the Club shall also take into account in particular the following criteria:

    a. Preference for sustainable projects with long-term benefits for local economy and society, and limited impact on the environment;

    b. Preference for non-governmental organisations (NGOs) or institutions registered in Vietnam.

4. The Club shall not fund, or otherwise support, projects benefiting solely an individual.

    Except in particular for scholarship and training, the Club should fund projects aimed to supporting the common good of a community rather than individuals.

5. Entities applying for funding, including governmental entities, shall set out clearly their purpose and shall demonstrate transparency and accountability.

Article 12
Financing limits

1. Funding of a specific project shall be limited to 10 % of the total funds raised by the Club during the relevant year or the previous year or to 150 000 000 VND, whichever is the highest. Those limits may be increased to 30% and 450 000 000, respectively, under duly justified exceptional circumstances, as the Executive Committee may decide in close consultation with Club members.

   In order to take into account in particular the inflation based on the Consumer Price Index over the past two years, the monetary limits set out in the first subparagraph of this paragraph shall be reviewed by the Club every two years, pursuant to the procedure set out in Article 19 of this Constitution.

2. Funding by the Club to the same entity is limited to 3 consecutive years. Once that limit has been reached, that entity may receive funding again after a break of 2 years.

Article 13
Project funding procedure

1. Any Club member may propose the support of a project at any time of the year with a limit of three projects per year and per country. This limit may be waived by the Executive Committee, taking into account in particular the number of project proposals received.

2. The project proposal shall specify which entity is to benefit from the project and how. It shall clearly specify the purpose of the entity concerned.

3. Unless duly justified, Club members proposing the support of a project shall use the project proposal form adopted by the Executive Committee.

4. Club members shall send their project proposals to the Vice-President and the Secretary for distribution to other Club members and inclusion in the agenda of an upcoming meeting of the Club.

5. Project proposals are discussed at regular meetings of the Club in the order of receipt, unless otherwise decided by Club members attending the meeting.

6. The Club member proposing a project shall be present or represented at the meeting during which that project is discussed.

7. The Club member proposing a project is responsible for liaising with the project manager of the entity concerned and shall keep the Club informed of its progress. He or she may seek assistance from another Club member, as appropriate.

8. The Club may request the Club member proposing the project to provide further information and to organise or carry out on-the-spot visits before the project is approved.

9. Once a project is approved by the Club, an approval letter signed by the President of the Club shall be sent to the applying entity by the Club member who proposed the project.

   The approval letter shall state the amount of funding, or the in-kind support provided where relevant, and request a receipt and a follow-up report from the recipient. The approval letter shall refer to the possibility referred to in Article 14(3) of this Constitution.

   The recipient shall fill out, sign and send back the approval letter to the Treasurer in order to receive the payment.

Article 14
Project monitoring

1. The Club member who proposed the project shall ensure that the supported entity provides the Club with a clear and comprehensive follow-up report within two months of completion of the project. Unless duly justified, the report shall be drafted using the form adopted by the Executive Committee. The report shall be sent to the Vice-President and the Secretary for inclusion in the agenda and distribution to Club members.

2. The follow-up report shall contain a project overview, a financial report and, where relevant, photographs.

3. Where it appears that a project is not carried out in accordance with the description provided in the project proposal or the funds provided by the Club are misused, the Club may decide to suspend or terminate any financing or support provided to the supported entity provided that all funds have not been disbursed. Such a decision shall be reported in the annual activity report prepared by the President.

CHAPTER V
FINANCING AND TRANSPARENCY REQUIREMENTS

Article 15
General expenditures

1. The Executive Committee shall decide on an annual non-cumulative provision to cover the general expenditures of the Club (such as stationery, web hosting fees and similar administrative costs).

2. Without prejudice to paragraph 3 of this Article, the Club shall not distribute any income, directly or indirectly, to its members.

3. Expenses incurred by a Club member for the purposes of activities of the Club, including for carrying out on-the-spot visits decided by the Club, shall be covered by the Club, within the limits of expenditure approved by the Executive Committee pursuant to paragraph 4 of this Article. The Club member shall provide relevant invoices or receipts.

4. Any expenditure of the Club, including reimbursement of costs incurred by a Club member, shall be approved by the Executive Committee.

Article 16
Bank account

Unless precluded by the applicable law of Vietnam, the Club may open a bank account under its own name. In such a case, all the proceeds and expenditures of the Club shall be managed through that bank account. That bank account shall be managed by the President and the Treasurer.

In case the Club has no bank account under its own name, all the proceeds and expenditures of the Club shall be managed through a bank account opened under the President's name or, in case the President is unable, for any reason, to open such a bank account under its own name, under the name of another member of the Executive Committee. That bank account shall be separated from the other bank accounts of the holder.

Article 17
Transparency of accounts

Any proceeds and expenditures, together with the name of the supported entities, of the Club shall be clearly recorded and detailed in the annual financial report prepared by the Treasurer. The annual financial report shall also include, in a separate section, a brief description of in-kind support provided to supported entities.

After approval pursuant to Article 10(2) of this Constitution, the annual financial report shall be signed by the Treasurer and the President.

Article 18
Publication requirements

The following documents shall be made publicly available on the website of the Club:

a. after approval, the annual activity report referred to in Article 10(2), point (a), of this Constitution; that report shall be publicly available during at least 5 years;

b. the record of all approved projects held by the Vice-President in accordance with Article 7, point (c), of this Constitution;

c. after approval, the annual financial report referred to in Articles 10(2), point (b), and 17 of this Constitution; that report shall be publicly available during at least 5 years.

CHAPTER VI
FINAL PROVISIONS

Article 19
Amendments to the Constitution

1. Amendments to this Constitution shall be approved by the Club at the ordinary Annual General meeting or at an Extraordinary General Meeting, by a qualified majority voting, defined as representing at least two-thirds of the Club members present or represented at the meeting in question. The procedural rules set out in Article 4, to this exception of paragraphs 8 and 10 thereof, shall apply.

2. Any proposed amendment to this Constitution shall be notified in writing by the Secretary to Club members at least 15 days before the meeting during which it is to be discussed and decided.

3. After the amendments have been approved, the new version of the Constitution, as amended, shall be signed by the President.

Article 20
Dissolution of the Club

1. Any decision to dissolve the Club shall be approved by the Club at the ordinary Annual General meeting or at an Extraordinary General Meeting, by a qualified majority voting, defined as representing at least two-thirds of the Club members.

2. Any proposed decision to dissolve the Club shall be notified in writing by the Secretary to Club members at least 21 days before the meeting during which it is to be discussed and decided. Such a meeting shall be postponed to a later date, but not later than 21 days after the date initially envisaged, where so requested by a Club member.

3. Before the Club is dissolved, all Club assets shall be used without delay, in accordance with this Constitution.

The President, Margo Aluwihare

Date of the latest amendment: 10 March 2026