



**EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY  
IN LAO PDR**

**ARTICLES OF ASSOCIATION**

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**ARTICLE 1. DEFINITIONS**

In these Articles of Association and the EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY Rules, the following words and expressions shall have the following meanings:

- 1.1 "Company" shall mean any State-owned or private incorporated company, any majority-owned subsidiary of such company, any partnership, sole proprietorship or association;
- 1.2 "ECCIL" shall mean EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY IN LAO PDR;
- 1.3 "ECCIL Meetings" shall mean any meetings of Members called in accordance with these Statutes and the ECCIL Rules;
- 1.4 "ECCIL Rules" shall mean the rules relating to the day-to-day management and operation of the ECCIL approved by the Ordinary Members in accordance with the relevant provisions of these Articles of Association;
- 1.5 "EC" shall mean the European Commission;
- 1.6 "EU" shall mean the European Union;
- 1.7 "EU Member States" shall include any state member of the EU;
- 1.8 "European state" shall mean a *state of the European Union or European Free Trade Association (EFTA) or a country that was at any time a member state of the European Union or European Free Trade Association.*
- 1.9 *"Europe" shall mean the entirety of European states.*
- 1.10
- 1.11 "Executive Committee" shall mean the executive committee, or Board of Directors, of ECCIL established in accordance with the relevant provisions of these Articles of Association;
- 1.12 "Members" shall mean the members of ECCIL of any category;
- 1.13 "Services" shall mean any facilities, activities, services and/or information provided by, or as a benefit of membership, ECCIL;
- 1.14 "Articles of Association" shall mean these Articles of Association and any amendments hereto;
- 1.15 "LAO PDR" shall mean the Lao People's Democratic Republic.

**ARTICLE 2. NAME, FORM AND OFFICES OF ASSOCIATION**

- 2.1 The name of the association:

**EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY IN LAO PDR, in short "ECCIL".**

2.2 ECCIL shall be an unincorporated, independent, non-political, non-profit making association established under these Statutes and shall operate in LAO PDR in accordance with the provisions of the laws of Lao PDR.

2.3 The main office of the ECCIL shall be established in VIENTIANE Capital. ECCIL may establish any number of offices in such cities and provinces of LAO PDR as the Executive Committee shall approve in accordance with the laws of LAO PDR, at such addresses as the Executive Committee sees fit from time to time. If decided by the Executive Committee, the ECCIL may share office premises with third parties.

**ARTICLE 3. OBJECTS OF ECCIL**

The objects of ECCIL shall be to promote and increase business between LAO PDR and Europe for their mutual benefit and for the benefit of the Members, including:

- 3.1 To facilitate and increase two-way investment, business and trade flows between LAO PDR and Europe;
- 3.2 To assist in the development of the LAO PDR economy through the internationalization of LAO PDR companies;
- 3.3 To raise the profile of LAO PDR in the European business community and the profile of Europe in the LAO PDR business community;
- 3.4 To complement the bilateral activities carried out by missions and/or business organizations of European States;
- 3.5 To support the EU in accordance with the provisions in these Articles of Association and any ECCIL Contracts, and to provide Services to Members and non-Members relating to economic, legal, technical, financial, market and other business issues in the EU and LAO PDR;
- 3.6 To facilitate the creation of strategic alliances between small and medium size companies of LAO PDR and European States;
- 3.7 To promote partnerships with Local Business Schools or Universities to develop trainings or workshops for students who might be potential talents for corporate companies as well as for staffs who need additional education;
- 3.8 To represent the European Business community in sessions organized through the LAO BUSINESS FORUM aiming at enhancing the dialogue between Public and Private Sector;
- 3.9 To undertake all activities to achieve the above-stated objects, in conformity with these Statutes, ECCIL Rules and Decisions.

**ARTICLE 4. MEMBERSHIP**

4.1 Membership shall be divided into the following categories:

- 4.1.1 Ordinary members: shall be individual or juristic persons who:
  - 4.1.2.1 Are of good standing.
  - 4.1.2.2 Are not bankrupt.
  - 4.1.2.3 Have a legal presence in Lao PDR in a form permitted by the laws of Lao PDR.
  - 4.1.2.4 Comply with at least one of the following conditions:
    - 4.1.2.4.1 Are nationals of a European state in case of individual persons and who can demonstrate to the satisfaction of the Executive Committee that they are actively involved in business, trade, investment and/or other permitted activities in LAO PDR but are not members of an organization which is an ordinary member of ECCIL.
    - 4.1.2.4.2. Being established under the laws of any European State in case of juristic persons.
      - 4.1.2.4.2.2 Being a subsidiary of such a company.
      - 4.1.2.4.2.3 Managed by a European national.
      - 4.1.2.4.2.4 Demonstrating to the satisfaction of the Executive Committee substantial ties to Europe.
- 4.1.3 Associate Corporate members: shall be
  - 4.1.3.1 Companies of good standing which are resident of or established under the laws of LAO PDR, but which do not meet all the conditions stated in Art 4.1.2.4.2
  - 4.1.3.2 Companies of good standing which do not have a presence in Lao PDR but comply with at least one of the following conditions of art. 4.1.2.4.2
  - 4.1.3.3 Companies of good standing which are subsidiary companies, or affiliated companies under substantially the same control or management of an Ordinary Member
  - 4.1.3.2 Associate Individual Members: shall be individuals of good standing who are nationals of any European State and who can demonstrate to the satisfaction of the Executive Committee that they are actively involved in business, trade, investment and/or other permitted activities in LAO PDR and nationals/residents of the Lao PDR who can demonstrate to the satisfaction of the Executive Committee that they are actively involved in business, trade, investment and/or other permitted activities in Europe but do not meet the conditions stated in paragraph 4.1.2.4.1
- 4.1.4 Honorary members: shall be persons or organizations who have brought or will bring honor to ECCIL, or who are engaged in activities that enable them to be of assistance to ECCIL, and who are approved as such by simple majority vote of the Executive Committee.

#### 4.2 Corporate Representation

Each Corporate Member shall appoint one of its officers or employees to represent it at ECCIL Meetings ("Company Representative") on a permanent basis, and another of its officers or employees as permanent Substitute, and give notification in writing of this and any change thereof to the Executive Committee.

#### 4.3 Group Membership and Representation

- 4.3.1 All parent and subsidiary companies, or affiliated companies under substantially the same control or management shall be considered as a group and shall be entitled to a single ordinary membership. Other companies of the Group might apply for an Associate Membership.
  - 4.3.2 The omission of the declaration in Article 4.3.1 of these Articles of Association shall suspend with immediate effect the membership of this company and may lead to its exclusion by the Executive Committee on a simple majority vote.
  - 4.3.3 If a group wishes to become an ordinary member of ECCIL, the group has to appoint a representative who will be an officer or employee of the chosen company of the group that intends to become an ordinary member of ECCIL.
- 4.4 For promotion purposes the Executive Committee of ECCIL can temporarily or permanently introduce a special or Junior Membership scheme which is in line with the membership criteria defined in this article but include a reduced membership fee and reduced access to services, voting and representation rights..

#### **ARTICLE 5. APPLICATION AND ELECTION FOR MEMBERSHIP**

- 5.1 Every candidate wishing to apply for admission ECCIL as a Member must submit its application in the form prescribed by the Executive Committee to the main office address of ECCIL.
- 5.2 A Membership Commission shall be created in the Executive Committee. The Membership Commission will be composed of one Director working in close connection with the Executive Director.
- 5.3 Every application shall be immediately considered by the Membership Commission, and the applicant will be promptly notified if it has been approved as a Member.
- 5.4 In case where it is not clear to the Membership Commission that the criteria are met, the Membership Commission shall submit the case to the next meeting of the Executive Committee. The decision shall be made by a simple majority vote and is final. The decision will be notified; the notification does not need to mention the reasons for the decision.
- 5.5 Election of a candidate as a Member will be valid from the date when a majority of the Executive Committee Members approves the application of such candidate.

#### **ARTICLE 6. RIGHTS AND DUTIES OF MEMBERS**

- 6.1 Only ordinary members are entitled to vote at the meetings of ECCIL, and to serve as directors in the Executive Committee, subject to exception provided in Article 4.3 of these Articles of Association.
- 6.2 All Members except Honorary Members and Junior Members shall be equally entitled to have such access to the Services of ECCIL as is permitted under these Statutes ECCIL Rules, and upon payment of any fees charged to Members in respect thereof.
- 6.3 Each Member shall be deemed by virtue of his/her membership to agree to abide by these statutes and ECCIL Rules, and to pay any fees charged by ECCIL in accordance with these Statutes and ECCIL Rules.

- 6.4 No Member shall, by reason of his membership of ECCIL, be liable for any debt or obligation of ECCIL in the absence of an express written promise to accept such liability.
- 6.5 Honorary Members may be elected for life or for such period as the Executive Committee shall decide and may be removed from ECCIL by resolution of the Executive Committee. Honorary Members shall not be obliged to pay any annual fees for being Members of ECCIL.

#### **ARTICLE 7. RESIGNATION, EXPULSION AND TERMINATION OF MEMBERS**

- 7.1 Any Member desiring to resign from membership of ECCIL must deliver written notice of its resignation to the main office address of ECCIL. Every resignation notice shall be deemed to take effect on the date stated in the notice, or if there is no date on the notice, on the date that such notice is received by ECCIL. The notice shall not have any retroactive effect,
- 7.2 The Executive Committee may, by written notice, invite any Member to resign its membership of ECCIL if such Member has breached these Statutes or ECCIL Rules, or if, in the opinion of the Executive Committee, such Member has conducted himself/herself in an unbecoming manner or allowing such Member to remain as a Member would bring discredit ECCIL. If the Executive Committee has not received the resignation of a Member invited to resign or has not withdrawn its invitation for the Member to resign within fourteen (14) days after the date of the invitation to resign, the Executive Committee may recommend the expulsion of that Member from ECCIL at an Executive Committee Meeting. A resolution to expel a Member passed by a simple majority the Executive Committee Members present in person or by proxy, of shall be final and binding on the Member.
- 7.3 Membership will be automatically terminated on the date that a Member (i) dies, (ii) resigns, (iii) is declared bankrupt or insolvent by a court of competent jurisdiction, (iv) is dissolved or ceases to carry on business, (v) is declared by a court of competent jurisdiction to be legally or mentally incompetent, (vi) ceases to be eligible as a Member, (vii) is expelled under Article 7.2 above, or (viii) is over fifty (50) days in arrears of payment of any fees due to ECCIL.
- 7.4 Each Member shall on termination of its membership of ECCIL for whatever reason forfeit all right to and claim upon ECCIL and its property and funds and shall not be entitled to any refund of fees paid to ECCIL.

#### **ARTICLE 8. ECCIL MEETINGS**

- 8.1 The Executive Committee Chairperson shall call and chair all ECCIL Meetings in accordance with ECCIL Rules. The Executive Committee Chairperson shall be considered as the President of ECCIL.
- 8.2 ECCIL Meetings shall be regulated in accordance with the provisions of these Articles of Association and the ECCIL Rules.
- 8.3 An annual ECCIL Meeting (the "Annual ECCIL Meeting") shall be convened by no later than the 31<sup>st</sup> day of May of each year to proceed to the followings:
  - (a) to consider the annual report established by the Executive Committee on the affairs and activities of ECCIL;

- (b) to consider and approve the previous year's accounts;
- (c) to elect new Executive Committee members; and
- (d) to discuss or conduct any other matters notified in writing by any Member to the Executive Committee at least seven (7) days prior the Meeting.

If the Executive Committee Chairperson fails to call the Annual ECCIL Meeting as required under these Articles of Association or upon reasonable request to do so by any Ordinary Member, then any five (5) Executive Committee Members or any two third (2/3) majority of Ordinary Members may by notice in writing to all Members call an ECCIL Meeting. All Members shall be notified of ECCIL Meeting by post, electronic communication or messenger delivery, not less than fourteen (14) days prior to the date of Meeting. The notice shall include date, time venue, and agenda of the Meeting.

- 8.4 The quorum for ECCIL Meetings shall consist of not less than **one third (1/3)** of the Ordinary Members present in person or by proxy. Only an Ordinary member can be appointed as a proxy, and each Ordinary member can only hold three (3) proxies. If after a one hour-period subsequent to the scheduled time mentioned in the said notice for the Meeting there is not a quorum present, then the Meeting shall be postponed for seven (7) days thereafter and shall be held at the same time and place. Further notification to the Members shall be required. A quorum shall be deemed to exist at the subsequent meeting irrespective of the number of Members present.
- 8.5 Unless otherwise stated herein, resolutions at ECCIL Meetings shall be passed by a simple majority vote of the Ordinary Members present in person or by proxy.
- 8.6 The Executive Committee may invite, at its discretion, any persons to attend ECCIL Meetings on a regular or a case-by case basis.
- 8.7 Extraordinary ECCIL Meetings, (the "Extraordinary ECCIL Meetings) shall be called to discuss and vote on specific matters. Call and notice for such meetings shall be made in the manner prescribed in Article 8.3 above and procedures at the meeting shall be as prescribed in Articles 8.4 to 8.6 above, save for a vote on dissolution of the ECCIL which shall be as provided for in Article 12.2 below, vote on amendments of the Statutes which shall be as provided for in Article 14.1, vote on approval of adoption of the ECCIL Rules and of any amendments thereto as provided for in Article 6.4.

#### **ARTICLE 9. EXECUTIVE COMMITTEE OF ECCIL**

9.1 The activities of ECCIL shall be managed by an Executive Committee composed of a minimum of six (6) and a maximum of eleven (11) members elected by the Ordinary Members at an ECCIL Meeting. The elected members of the Executive Committee may decide at any time by a vote at the simple majority to appoint the Executive Director (Article 9.2 of this Articles of Association) as a supplementary Executive Committee member, even though there are already eleven (11) elected members in the Executive Committee. The members of the Executive Committee shall be persons of good standing who are either Corporate Representatives of Ordinary Corporate Members pursuant Article 4.2 of this Articles of Association, or Ordinary Individual Members ("Executive Committee Members").



9.2 The day-to-day operations of the Executive Committee shall be managed by an executive director who shall be an European national duly appointed by the Executive Committee to be the executive director of the Executive Committee. The executive director shall execute the general affairs of the Executive Committee in accordance with the objectives, policies, constitution and regulations of ECCIL under the supervision and control of the Executive Committee. The executive director shall be assisted by support staff of ECCIL.

9.3 Election of Executive Committee Members shall take place in accordance with the voting procedures set out in ECCIL. Rules provide that at least *sixty percent (60%)* of the Executive Committee Members are nationals from European States. Ordinary Members who are eligible for election, as Executive Committee Members must:

- 9.3.1 be proposed and seconded by Ordinary Members,
- 9.3.2 consent in writing to such nomination,
- 9.3.3 commit himself in writing to attend, or be represented at, at least 70% per year of the Executive Committee due to meet during his term.
- 9.3.4 provide the Executive Committee, at least fifteen (15) days before the election meeting with the proper documentation proving he is legally settled and operating in Lao PDR.

Each voting member can cast a vote for zero to eleven candidates, according to the number of candidates.

To be elected a candidate should totalize in his favour a minimum of 15% of the total votes expressed.

If less than six (6) Committee Members are elected in accordance with the above provisions of Article 9.3, a new vote shall immediately take place among the non elected candidates, in order to fill the vacant seats in the Executive Committee until the minimum requirement of six Committee Members is reached.

9.4 Executive Committee Members shall be elected once every two years at the Annual ECCIL meeting for a term of two (2) years commencing on the date of his/her election and, subject to Article 9.7, terminating on the date of the next Annual ECCIL Meeting at which new elections are at the agenda of the meeting according to this Article 9.4, and may be re-elected for other subsequent terms.

9.5. The Bureau of the Executive Committee.

9.5.1 The Executive Committee shall elect among the Executive Committee Members one (1) President, two (2) Vice-presidents, one (1) Treasurer, on a majority vote, and for a term of office commencing on the date of his/her election, subject to Article 9.6, and terminating at the end of their term in the Executive Committee. They may be re-elected for subsequent terms. The election of the President and two Vice-Presidents shall be at secret ballot if one Executive Member requires it.

9.5.2 The President and the two Vice-Presidents of the Executive Committee must be nationals from a European State or the Lao PDR.

9.5.3 The President shall serve as the Chairman of all meetings of ECCIL. The President shall be empowered to sign together with another member of the Executive Committee on all documents in connection with the business ECCIL. In the absence of the President, a Vice-President shall act on his behalf and shall have the same power as the President. In case both Vice-Presidents are present, priority will be defined on the basis of seniority in ECCIL in first instance and seniority of age in last instance.

9.6 If an Executive Committee Member wishes to resign from the Executive Committee, is absent from three consecutive Executive Committee Meetings, ceases to

be ordinarily resident in LAO PDR, ceases to be the Corporate Representative of an Ordinary Corporate Member or to be an Ordinary Individual Member, or is requested to resign from office at any time pursuant to a resolution of a two-thirds' (2/3) majority vote of the Executive Committee Members, then he/she shall, on request of the Executive Committee, give written notice of his/her resignation to the Executive Committee or, if no such notice is given within two weeks of request for the same by the Executive Committee, he/she shall be deemed to have resigned from the Executive Committee. On resignation or termination of office of any Executive Committee Member for any reason before the expiration of his/her normal tenure of office, the remaining Executive Committee may invite another eligible Ordinary Member to fill the vacancy and such Ordinary Member shall remain in office until the next Annual ECCIL Meeting at which Executive Committee elections take place.

9.7 The Executive Committee shall regulate its own proceedings as it sees fit in accordance with the provisions of these Statutes and ECCIL Rules. Generally and without limiting its powers, the Executive Committee shall:

- 9.7.1 through its executive director manage and supervise the day-to-day operations of ECCIL and the implementation of any ECCIL Contracts;
- 9.7.2 submit ECCIL Rules and any subsequent amendments thereto for approval by the Ordinary Members;
- 9.7.3 establish such common interest sub-committees and/or groups under the Executive Committee as the Executive Committee sees fit;
- 9.7.4 establish the budget of ECCIL, including membership fees and entry fees;
- 9.7.5 appoint an Auditor duly authorized to practice in LAO PDR, and in accordance with Article 13 of these Articles of Association;
- 9.7.6 have such powers and undertake all such activities as the Executive Committee, in its sole discretion, considers necessary or desirable for the Executive Committee to operate ECCIL in accordance with these Statutes, the ECCIL Rules, the ECCIL Decision and the laws of LAO PDR.

9.8 The Executive Committee President shall hold office for a term equal to his/her term as an Executive Committee Member and shall call and chair all Executive Committee Meetings (or, in his/her absence, a Vice Chairperson, according to Article 9.5.3 of these Articles of Association). If the President or the Vice-President cannot attend a meeting, his designated substitute shall attend the meeting with voting right but shall have no right to act as President or Vice-President of the meeting.

9.9 The Executive Committee shall meet at least once every three (3) months. If the Executive Committee Chairperson fails to call sufficient Executive Committee Meetings, then any three Executive Committee Members may by written to all Executive Committee Members, call an executive Committee Meeting.

9.10 The quorum for all Executive Committee Meetings shall consist of not less than Four (4) Executive Committee Members.

9.11 At Executive Committee Meetings, each Executive Committee Member present shall have one vote and resolutions shall be passed by majority vote. In the event of equality of votes at any Executive Committee Meeting, the Executive Committee Chairperson shall have a casting vote.

9.12 The Executive Committee may invite, at its discretion, any Members or other persons to attend Executive Committee Meetings on a regular or a case-by-case basis, as decided by the Executive Committee.

9.13 Signatories.

9.13.1 Day-to-day operation: Unless specifically stated otherwise herein, the Executive Committee shall empower the Executive Director to sign all documents (including orders and payments) for the day-to-day operation, up to a maximum amount defined by the Executive Committee in the appointment letter. Above the aforesaid maximum amount the transaction shall only be valid if approved and signed by the President or the Treasurer and another member of the Executive Committee.

9.13.2 All other documents, such as agreements, Memorandums of Understanding shall only be valid if approved by the Executive Committee and signed by two Executive Committee members including at least the President or one of the Vice-Presidents.

9.14 All Executive Committee Members including the Executive Committee Chairperson and the 2 Vice Chairpersons shall be indemnified and held harmless by the EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY against all losses, liabilities and expenses threatened, incurred or suffered by him/her in connection with his/her term of office as an Executive Committee Member and as Executive Chairperson and Vice Chairperson (whether arising during or after such term of office) provided that such Executive Committee Member and such Executive Committee Chairperson and Vice Chairperson in such event have acted honestly and in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the EUROPEAN CHAMBER OF COMMERCE AND INDUSTRY.

#### **ARTICLE 10. FUNDS, PROPERTY AND FINANCIAL MATTERS**

10.1 ECCIL shall be entitled to receive Funds and shall pay for its operational expenses from the Funds received provided that any Funding of ECCIL is used in accordance with the terms of ECCIL Contract under which such Funding is provided.

10.2 ECCIL shall charge such fees for Services made available by ECCIL to Members and non-Members as are, in the sole discretion of the Executive Committee, necessary to cover the expenses of ECCIL according to the ECCIL budget, on a non-profit making basis and in accordance with the guidelines set out in the ECCIL Rules.

10.3 ECCIL shall open such bank accounts for receipt and disbursement of the Funds as the Executive Committee sees fit and on such terms upon as agreed by the Executive Committee ("Bank Accounts"). All Bank Accounts of ECCIL shall be opened either:

(a) in the name of ECCIL, or

(b) in the joint names of any two Executive Committee Members, or

(c) in the names of any one (1) Executive Committee Member and any one other person approved by the Executive Committee and, in the case of (b) and (c), the persons in whose names the Bank Accounts are opened shall hold the monies of ECCIL as trustees for ECCIL. No amendment to bank mandates for, or withdrawal or payment from, any Bank Account may be made unless such amendment or request for withdrawal or payment is signed by at least any two (2) Executive Committee Members or by any one (1) Executive Committee Member and any one other person approved by the Executive Committee.

10.4 ECCIL shall set up and maintain such budgets and accounting systems as the Executive Committee sees fit and annual financial statements of ECCIL shall be prepared and audited by independent audit firms, in conformity with the provisions of the ECCIL Rules.

10.5 The accounts of ECCIL shall begin on 1<sup>st</sup> January and shall end on 31st December of each year, except in the first year of ECCIL when the accounts shall begin on the date of adoption of these Statutes and shall end on 31st December of the same year.

10.6 ECCIL shall deal with the property of ECCIL as the Executive Committee shall from time to time direct in accordance with these Statutes and the ECCIL Rules.

10.7 Except as otherwise stated herein, all property of ECCIL shall be vested in the name of ECCIL or in the names of any two Executive Committee Members as trustees for ECCIL.

10.8 Upon termination of the term of office of any Executive Committee Member, he/she shall sign all papers and take all action necessary to change bank accounts and mandates and to transfer the property of ECCIL to other Executive Committee Members and if such action is not taken within three (3) days after termination of any Executive Committee Member's term of office, the Executive Committee Chairperson shall be entitled to sign all such papers on his/her behalf.

#### **ARTICLE 11. AMENDMENT OF THE ARTICLES OF ASSOCIATION**

11.1 Subject to Article 14.2, these Articles of Association may be amended only by resolution passed by a two-third (2/3) majority vote of the Ordinary Members present in person or by proxy at an ECCIL Meeting called for such purpose

11.2 No amendment to these Articles of Association will be effective until the date that the competent authorities of LAO PDR give any requisite approval of such amendments to these Articles of Association required under ECCIL Decision or the laws of LAO PDR.

#### **ARTICLE 12. ESTABLISHMENT AND DISSOLUTION OF ECCIL**

12.1 ECCIL shall be established on the date that these Articles of Association are adopted by the first two persons eligible to be Ordinary Members at an ECCIL Meeting called for such purpose.

12.2 Dissolution of ECCIL can be effected only by a resolution passed by a three-quarters' (3/4) majority vote of the Ordinary Members present in person or by proxy at an ECCIL Meeting called for such purpose.

12.3 Any property or assets of ECCIL remaining after dissolution of ECCIL shall be transferred to the persons or companies nominated by the Executive Committee for such purpose.

#### **ARTICLE 13. AUDITOR**

One or more qualified persons, not members of the Executive Committee, shall be appointed as Auditors by the Executive Committee in accordance with Article 9.7.5 of these Articles of Association. They shall be required to audit the annual accounts of ECCIL and the accounts for any periods as required by the Executive Committee.

#### **ARTICLE 14. GOVERNING LAW AND DISPUTES RESOLUTION**

14.1 These Articles of Association and the ECCIL Rules shall be governed by the Lao law. In the event of conflict between the provisions of in these Articles of Association or in the ECCIL Rules, and the laws of LAO PDR, ECCIL shall comply with the laws of LAO PDR.

14.2 Any disputes between Members and/or persons appointed to the Board of Governors relating to ECCIL which can not be resolved amicably shall be settled by majority vote of the Executive Committee.

14.3 The Executive Committee shall attempt to resolve amicably any disputes between ECCIL and third parties (other than Members or persons appointed to the Board of Governors) and, if amicable resolution of a dispute is not possible, then to settle such disputes in Vientiane by three arbitrators from the Lao National Chamber of Commerce in accordance with its rules and the Executive Committee shall attempt to ensure that all contracts signed on behalf of ECCIL contain a dispute resolution clause accordingly.

These Articles of Association were adopted on May 24, 2018

SIGNED BY:



Chairman



Vice-Chairman