

ELECTION COMMISSION GUIDELINES

2023

Mission

To nominate individual members for the Board of Governors (“The Board”), to provide balanced and effective representation of the membership of the Chamber, and to facilitate a fair and transparent elections process for new Governors.

Responsibilities

In accordance with the AMCHAM Myanmar Bylaws, the Election Commission shall have the duty to:

- Nominate candidates for Governor positions;
- Evaluate nominations for Governor positions received from members;
- Present a slate of candidates to the members;
- Conduct and supervise the validation and counting of the ballots; and
- Certify the results of the election.

Selection of the Election Commission

In accordance with the AMCHAM Myanmar Bylaws, the President, with approval from the Board of Governors, shall establish an Election Commission prior to the Annual General Meeting (“AGM”).

Election Commission members are not allowed to nominate themselves and must forfeit their right to vote at the AGM.

Nominations procedure

- 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.
- Nominations for Governors must be made in 1writing and signed by the person nominated, his/her proposer and the seconder, all of whom shall be the voting members of the Chamber.

Candidate evaluation criteria

The Board of Governors shall consist of eleven (11) elected Members. Any vacancy on the Board occurring by expiration of Governors’ terms of office shall be filled with new candidates slated by the Election Commission and voted on at the AGM.

Candidates for the Board of Governors must:

- Be a natural person who is an employee, representative or shareholder of an AMCHAM Myanmar Corporate Member in good standing.
- No Corporate Member may have more than one representative serving on the Board of Governors concurrently.
- Consent to the Board Responsibility Statement including but not limited to following responsibilities and resources required of a member of the Board of Governors:
 - Time commitment to attend monthly meetings of the Board, social/networking events and extraordinary meetings/briefings
 - Any Board member failing to attend two (2) consecutive quarterly Board meetings in any twelve (12) month period, without approval by the Board, shall be considered to have resigned.
 - Be qualified to undertake the duties of the Officers comprised of the Executive Committee
 - Commit to their role as a Chamber Committee Board Liaison, which includes oversight responsibilities for AMCHAM Myanmar’s Committees.
 - To support AMCHAM financially and with active participation

- Assume financial responsibility to pay for their own participations in Chamber events

In choosing among candidates, the Commission shall consider primarily:

- The individual's commitment to the AMCHAM Myanmar Mission and commitment to US business
- The individual's leadership and fellowship qualities in the business and industry community generally, and specifically among Chamber member companies
- The individual's participation in Chamber activities, in particular at the Committee level
- The individual and company's commitment to AMCHAM Myanmar through Corporate Partnership and support of Chamber activities
- The individual's apparent interest in and likely contribution toward the setting of strategic direction, organizational oversight and policy development which dominate the deliberations of the Board of Governors
- The individual's skillset and experience (i.e. tax and audit background, human resources skills, government affairs, country specific knowledge, trade and investment expertise, etc.)
- The diversity of individuals, bearing in mind such attributes as the age, gender, social interests and cultural background of individuals who make up our diverse Chamber membership
- Residency in Myanmar. If the applicant is not a full-time resident of Myanmar the Commission shall consider how frequently the applicant is in Myanmar and the typical duration of stays in Myanmar. Most of the board should be residents of Yangon to the greatest extent feasible.

The Election Commission shall seek candidates and select persons who, if elected, will comprise individuals whose employers reflect the diversity of the AMCHAM Myanmar corporate membership, considering such attributes as:

- Whether the company is fundamentally an American or local firm
- The nature of the company's business activity (e.g. service companies, manufacturing firms, marketing companies, professional firms) and level of industry representation
- The size of the company (with emphasis primarily on number of employees as distinguished from other measures of size such as assets or revenues)
- The geographic scope of the company's business (e.g. Myanmar, ASEAN, Asia Pacific)
- Whether the company demonstrates a commitment to Myanmar and the region
- Whether the company regularly supports the Chamber through continuing membership and participation by their employees in the activities of the Chamber
- Skillset and suitability to serve in an officer-level role

Optimum composition of the Board of Governors

When selecting candidates, the Election Commission must also ensure that the composition of the Board follows the U.S. Chamber of Commerce Principles to Govern American Chambers of Commerce Abroad

- A majority of the Board of Governors shall preferably be American Citizens.
- The Chamber may have a majority of non-US citizens on the Board of Governors as long as a majority are representatives of U.S. controlled firms.

Methodology

The Election Commission will be provided available bio-data on candidates from the nominator or the membership database. At a minimum, the Commission should have details of the candidate and his/her company, including Chamber participation and/or support and rationale for the nomination. The aim of the Commission is to ensure transparency and fair opportunity for all candidates.

Voting within the Election Commission

Voting shall be done by ballot after initial discussion and review of the candidates' qualifications, taking into consideration the above criteria. A quorum shall consist of not less than three (3) Election Commission members. Each member of the Commission has one vote. In the event of a tied vote, the

chair shall be entitled to another vote. All Commission deliberations and results of the ballot are strictly confidential.

The slate

The Commission must present the final list of nominees (“the slate”) and such other information as the Board requests for review and approval, if thought fit, by the Board of Governors. Upon approval by the Board, the slate will be circulated to the voting members of the Chamber at least twenty-one (21) days prior to the AGM.

Voting at the AGM

At the AGM, the voting members will be asked to vote on the slate.

The Election Commission shall prepare a certified record of the votes with a list of the persons elected to the Board.

The certified record of the votes shall be kept in the AMCHAM Myanmar office for at least six months. Upon presenting the certified list of nominees elected, the Election Commission shall be discharged from further duties.

If one or more nominees are not elected, the Election Commission shall determine an appropriate process to bring new candidates forward for election.

Timeline

22 days before AGM	Board announces Election Commission.	April 5, 2023
45 days before AGM	Call for nominations.	Mar 13, 2023
At least 21 days	Period to accept nominations.	Through April 3
21 days before AGM	Slate is announced.	April 6, 2023
Annual General Meeting	Vote is taken on the slate. Election Commission prepares certified record of the votes.	April 27, 2023