

BRITISH CHAMBER OF COMMERCE MYANMAR DIRECTOR RESPONSIBILITY STATEMENT

The following document outlines the responsibilities and resources required of a director ("Director") elected to the Board of Directors ("Board") of the British Chamber of Commerce Myanmar ("Chamber").

The Board is responsible for setting the policies of the Chamber to ensure that the Chamber achieves its objectives. The principal objectives of the Chamber are to operate as a not-for-profit association committed to the promotion of trade, industry, investment and social and economic relations between the United Kingdom and Myanmar and to:

- assist members of the Chamber ("Members") in the promotion of trade, industry, investment and economic relations between the United Kingdom and Myanmar;
 - provide advice, ideas, and suggestions for British business interests in Myanmar, in the field of trade, industry, investment and in other related matters;
 - compile news, information and statistics on trade in general, on industrial affairs and on legal and financial matters worthy of interest, for distribution to Members and others;
 - encourage British investment in Myanmar where that investment is a means of protecting the business of Members;
 - create and maintain an awareness of the benefits of conducting business with the United Kingdom and with Members;
 - consider issues affecting British and European Union business interests in Myanmar, South East Asia and elsewhere;
 - liaise with the governments of the United Kingdom and Myanmar, their respective agencies and other governmental bodies on issues of concern in relation to the business of Members;
 - promote business and social interaction with visitors to Myanmar having interests relevant to Members;
 - promote business and social interaction between Members and the members of other chambers, societies and business associations both within and outside of Myanmar;
- and

- subscribe to and promote the aims and objects of any chamber, society or business association having similar objects to that of the Chamber.

1. TIME COMMITMENT

The time commitment required of a Director is approximately 12 hours per month, as outlined below:

BOARD MEETINGS - 3 HOURS

The Board meets once a month for approximately 2 hours, to discuss items of importance related to trade and investment, Chamber operations and Member issues.

It is important that each Director attends these monthly meetings and must be prepared to commit to attending, at least, 60% of the scheduled Board meetings per year in person. If a Director is absent from three consecutive Board meetings or from Board meetings for a continuous period of three months, without leave of absence from the Board, his or her resignation as a Director shall be deemed to have been tendered and accepted.

An additional hour per month is required for preparation and reading of materials associated with the Board meetings.

MONTHLY SOCIAL NETWORKING NIGHT - 2 HOURS

These events provide an opportunity for the Members to interact with the Directors and in many cases, this is the only opportunity for the general membership to have access to the Board. The networking events are generally held on the second Wednesday of the month.

Directors are expected to attend these events regularly.

EXTRAORDINARY MEETINGS/BRIEFINGS/SUB COMMITTEES - 2 HOURS

As necessary, the Chamber may call extraordinary meetings to discuss items which occur outside

the normal monthly meetings.

Additionally, government or senior executive visits occur in which Directors are invited to participate in order to share their views of doing business in Myanmar. The Chief Executive Officer of the Chamber ("Chief Executive") will often call upon Directors to participate in these meetings or briefings and participation is highly encouraged if possible.

Integral to the high-level strategy of the Chamber, it is encouraged that Directors participate on sub-committees to offer guidance and strategic overview. The Chief Executive will call upon volunteers to participate given their interest or relevant skills. Currently, there are two sub-committees, one for Events and one for Membership.

ADDITIONAL RESPONSIBILITIES - 5 HOURS

Before or at the first Board meeting after the Annual General Meeting ("AGM"), each Director will be offered the opportunity to stand for a specific portfolio of responsibilities to which they will be accountable to the Board. These responsibilities are as officers of the Chamber, Chair, Vice-Chair, Treasurer or Secretary, outlined below:

2. OFFICERS

The Chamber shall have a Chair, Vice-Chair, Treasurer and Secretary who shall concurrently be Directors, and who shall be appointed by resolution of the Board. The responsibilities of these officers are summarised below:

- **Chair**

The Chair shall exercise general supervision over the affairs and interests of the Chamber and represent the Chamber in external relations. The Chair shall preside at all meetings of the Board and the Chamber, regular and special. With the approval of the Board, the Chair shall appoint and discharge advisors, staff, agents and the chairpersons of all Special Task Forces and Working Groups. The Chair also has responsibility to provide input, support or guidance on any operational matters on which the Chief Executive may

require his or her expertise. In addition, the Chair may be asked to participate or represent the Chamber as part of the Chamber's role as part of the network of British Chambers of Commerce (BCC) in the UK or Britain in South East Asia (BiSEA) network of Chambers.

- **Vice Chair**

The Vice Chair represents the Chamber in the absence of the Chair and participates in senior level meetings with government officials or visitors as required. The Vice Chair also has responsibility, in the absence of the Chair, to provide input, support or guidance on any operational matters on which the Chair may request their expertise. In addition, the Vice Chair may be asked to participate or represent the Chamber as part of the Chamber's role as part of the network of British Chambers of Commerce (BCC) in the UK or Britain in South East Asia (BiSEA) network of Chambers.

- **Treasurer**

The Treasurer shall be responsible for the accounts of the Chamber, including presenting financial reports, ensuring that the any audit is performed properly and for signing or co-signing cheques as necessary. The Treasurer will deliver the financial report at the AGM. The Treasurer also holds responsibility for reviewing and producing, in collaboration with the Chief Executive, the Chamber's overall financial strategy on an annual basis. The Treasurer also has responsibility to provide input, support or guidance on any financial matters on which the Chief Executive may require his or her expertise. In addition, the Treasurer may be asked to may be asked to participate or represent the Chamber as part of the Chamber's role as part of the network of British Chambers of Commerce (BCC) in the UK or Britain in South East Asia (BiSEA) network of Chambers.

- **Secretary**

The Secretary shall be a liaison officer to work with the Chief Executive in keeping a complete record of the proceedings of the Chamber and of the Board. The Secretary will be responsible for overseeing Board elections and the AGM process.

3. FINANCIAL RESPONSIBILITY

Directors are expected (with a few exceptions) to pay for their own participation at events, including Board participation on breakfasts, briefings, lunches etc.

4. BOARD ABSENCES

If a Director is absent from three consecutive Board meetings or from Board meetings for a continuous period of three months, without leave of absence from the Board, his or her resignation as a Director shall be deemed to have been tendered and accepted.

5. CONFLICT OF INTERESTS AND PROFESSIONAL CONDUCT

The Chamber understands that representatives of the Board have responsibilities in their own capacities outside of Chamber business. However, whilst they are acting on behalf of the Chamber, elected Directors must avoid conflicts of interest with the Chamber, for example abusing their position for personal or professional gain. They must also engage in appropriate and professional conduct in representing the Chamber at all official events and ceremonies. The Chamber takes no responsibility and is not accountable for actions taken outside of this remit.

I confirm that I have read and understand the responsibilities of being a Director. I confirm that if I am elected, I shall serve as an active member of the Board. I undertake to act in the best interests of the Chamber and the British business community in Myanmar.

Signed

Name

Date:
