

**BYLAWS
OF
ASEAN-CHINA COMMERCE ASSOCIATION**

This ASEAN-CHINA COMMERCE ASSOCIATION is established in accordance with the Trade Association Act B.E. 2509 and under the supervision/control of the Registration Office of Trade Association of Bangkok Metropolis Province.

Chapter1

Name and Address

- Article 1. " This Trade Association is named "ASEAN-CHINA COMMERCE ASSOCIATION"
("Association") Written in English as "ASEAN-CHINA COMMERCE ASSOCIATION"
Herein after referred to as "The Association"
- Article 2. The Association has its registered office located at No. 886 Charan Sanitwong Road, Bang
Or Sub-District, Bang Plat District, Bangkok Metropolis 10700.
- Article 3 The Seal of the Association is as follows:-



A circle stamp with the words "ASEAN-CHINA COMMERCE ASSOCIATION" written in English about the circle. The middle of the seal has the abbreviation "A.C.C.A."

Chapter 2

Objectives

- Article 4. The objectives of the Association shall be as follows:-
- (1) To promote and develop economic relations of all description between ASEAN Group of Counties and China.
 - (2) To support and assist member in revolving various difficulties including negotiating with third person for mutual benefits in conducting enterprises which are within the objectives.

Making surveillance and following up with movement of trade markets both within and without the country concerning products on which Members are conducting enterprises for the benefits of the national trade, finance, economic and security.

- (3) To conduct such research concerning enterprises of the types which are under the objectives, exchange and disseminate academic knowledge as well as trade news dealing with such enterprises.
- (4) To provide advice, ideas, and suggestions concerning the members' business interests in Thailand and the surrounding regions in the fields of trade, industry, investment, and in other related matters.
- (5) To perform activities and provide services to carry out the duties of the Commerce Association.
- (6) To 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.
- (7) To assist and promote activities that are benevolent to society.
- (8) To enter into agreement or set forth rules for members to comply or refrain from committing so the conduction of enterprises under the objectives may carry on orderly.
- (9) To compromise disputes between members or between members with third persons in conducting enterprise.
- (10) No objectives in setting up billiard or snooker tables.

CHAPTER 3

MEMBERSHIP

Article 5. Membership shall be divided into 2 categories as follow:

- (1) Ordinary members shall be juristic persons conducting business in ASEAN Group of Counties and China who have properly registered in accordance with the laws of each such country.
- (2) Honorary members shall be persons whom the Board of Directors has considered as a qualified person or persons who are patrons to the Association whom the Board of Director resolves to be members and such persons accept the same.

Article 6. Qualification for membership: Apart from the qualifications for membership listed under Articles 5, applicants for membership must meet the following conditions:

1. They must not be bankrupt.
2. They must be of reasonable financial means.

Article 7. The Patron of the Association shall be nominated, appointed and removed by the Board of Directors, subject to the approval of the Extraordinary General Meeting or Annual General Meeting. Should the patron resign from the position, the Board of Directors should notify the members in the normal course of events. The Patron(s) shall have a professional standing and shall have a domicile in ASEAN Group of countries and China and capable of providing guidance to the Association.

Articles 8. Application for membership shall be as follows:

1. Application forms shall be submitted in writing according to the Association Application to the Association office, stating the following information:
 - (1) Name and address, telephone, and facsimile numbers of the applicant.
 - (2) Category of membership for which application is made.
 - (3) The type of enterprise in which the applicant is engaged.
2. Upon receipt of an application, it shall be submitted to the Board of Directors at its next meeting. Applications may be approved only by a motion of the Board of Directors passed by a simple majority vote of the directors present at the meeting. Upon approval by the Board of Directors to accept the applicant's membership, the membership will take effect on the date of Board of Directors' resolution of acceptance of membership.
3. When the Board of Directors has accepted an applicant for membership, the applicant shall be notified promptly.

Article 9. Rights and Duties:

1. Rights: The valid members of the Association who have paid full membership fee, have the following rights:
 - (1) To receive assistance and support connected with the matters within the scope of the objectives of the Association as available.

- (2) To advise or give any comment to the Association within the scope of the objectives of the Association through the Board of Directors or the Annual General Meeting or the Extraordinary General Meetings
- (2) To request for clarifications of an activity and/or to request to inspect a property by submitting the letter to the Board of Directors.
- (4) To join in the General Meetings and vote.
- (5) To embellish a logo of the Association in an honorable and appropriate fashion.
- (6) To be an appointee of other members to join and vote in General Meetings.

2. Duties: The members of the Commerce Association have the following duties:

- (1) To perform according to the by-laws of the Association, the resolutions of the General Meetings, and the resolutions of the Board of Directors.
- (2) To maintain the honor and interests of the Association and not to disclose any information of the Association which will bring discredit to the Association absolutely.
- (3) To promote and support the activities of Association for prosperity and progress always.
- (4) To keep harmonious unity between the members and conduct trade and other businesses in helping one another with sincerely and honestly.
- (5) To pay the annual fee to the Association on payment due.
- (6) Members of the Association who have changed their name, nationality, address, business type, representative, etc. have to give a notice in writing to the Board of Directors within 15 days from the date of such change.

Article 10. Membership Subscription:

Ordinary members shall pay membership fees in the month that the Board of Directors approve the applicant's continuous membership for further 12 months. Annual subscription fees shall be proposed and approved by 75% majority of the Board of Directors and then proposed in a General Meeting. This shall include changes in government taxes related to the subscription fees. Unless otherwise prescribed in a resolution of the General Meeting of members the annual membership fees are Baht 5,000.

Article 11. Members who wish to resign from membership must notify the Chairman of the Board, in writing, and reimburse the Association for any outstanding account, inclusive of the subscription fees in arrears.

Article 12. The Association may expel a member who has conducted himself/herself in an unbecoming manner, or when it is felt that allowing him/her to remain as a member would bring discredit to the Association. Such expulsion must be approved by a two thirds (2/3) vote of the Board of Directors. The document appointing the proxy must be made in writing and must be submitted to the Chairman or Secretary before the beginning of the meeting. After an expulsion, a written notice will be provided to the member in question by the Board of Directors.

Article 13 Termination of membership: Membership may be terminated by a resolution of the Board of Directors in any of the following cases:

- (1) Resignation
- (2) On a member being declared bankrupt or guilty by a court of law.
- (4) Dissolution or termination of business.
- (5) Termination from membership under Article No. 16
- (6) On being declared by a court of law to be legally incompetent or quasi incompetent.
- (7) Arrears in payment of subscription for a period of longer than three months after receipt of reminder(s) by the Association.

CHAPTER 4

GENERAL MEETING

Article 14 General Meeting shall be held as follows:

- (1) An Annual General Meeting shall be held not later than 120 days after the end of the fiscal year, to consider the annual report of the affairs and activities of the Association; to consider and approve the balance sheet; to elect a Board of Directors; to appoint an Auditor; and to conduct any other matter.
- (2) Unless prescribed in Article 4, all members shall be notified of the Annual General Meeting by post or fax or E-mail or messenger delivery, not less than 14 days prior to the date of the meeting. The notice to summon the Annual General Meeting shall specify the date, time, venue and agenda of the meeting.
- (3) Unless prescribed otherwise in Article 4, an Extraordinary General Meeting may be called at any time by the Board of Directors or at the written request to the Board of Directors by at least 20% of the ordinary members of the Association. If a written request for an Extraordinary General Meeting is not made by at least 20% of the ordinary members of the Association, such request shall be deemed null and void.

Anyway, Ordinary members may, in writing, request the Board of Directors to hold an Extraordinary General Meeting at any time when all of the conditions stipulated here above have been met.

Notification of an Extraordinary General Meeting shall be sent to all members at least 14 days in advance of the date of the meeting. This notice shall also state the purpose, date, time, venue of the meeting.

- (4) At all Ordinary General Meetings or Extraordinary Meeting, a quorum shall be constituted by at least 25% of the ordinary members present either in person or by proxy, Written proxies held by representatives attending the meeting in the place of other members shall be counted in determining quorum. If after a period of 30 minutes subsequent to the scheduled time for the meeting, and a quorum is still not constituted, the meeting shall be postponed for 14 days thereafter. Further notification to the members shall be required at least 7 days in advance of the date of meeting. The Chairman of the Board of Directors shall call for quorum prior to commencing the General Meeting. If the Chairman of the Board of Directors is not present within 15 minutes after the time appointed for holding the meeting, the attending members can elect an alternative Chairman to convene the General Meeting.

5. The members present in the general meeting shall elect the following positions to the directors :

(1) Directors in the Board of Directors; (Directors of 15 persons minimum)

(2) The Chairman of the Board of Directors by electing from the Board of the general meeting derived from the elections.

6. Unless otherwise provided for in these Bylaws the resolution in the general meeting shall be based on the majority votes of more than one half of the ordinary members or representatives/proxies present.

Chapter 5

BOARD OF DIRECTORS

Article 15 The Board of Directors' functions shall be as follows:

1. The Board of Directors shall manage the affairs of the Association, and shall be elected from the ordinary members at a General Meeting. The Board of Directors shall consist of at least 15 persons. The Board of Directors elected shall be in office for a term of 2 years at a time.

(1) The election of the Board of Directors of the Association shall be by means of a show of hands to the candidates unless a secret ballot is demanded by any ordinary member. A secret ballot shall be a secret ballot shall be taken in such a manner as the Chairman of the Board directs. In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chairman of the meeting shall be entitled to a casting vote. The candidates receiving the highest number of votes shall be appointed the Board of Directors.

(2) The Board of Directors of the Association will elect their own:

- 1) Chairman
- 2) Executive Vice Chairmen
- 3) Vice Chairman
- 4) Secretary-General
- 5) Treasurer

Among the Members of the Board of the Association.

(3) The Chairman of the Board may be of any nationality Citizen. The Chairman shall chair all Meetings of the Board of Directors. The Chairman shall sign his/her name on documents concerning the Meeting of the Board of Directors. In the absence of the Chairman, the Vice Chairman shall act in his or her stead. In the absence of both the Chairman and the Vice Chairman, the Board of Directors will elect one of their members to serve as temporary Chairman.

(4) A quorum for all meetings of the Board of Directors shall consist of not less than 50% of the members of the Board of Directors. The Board of Directors must have at least 6 monthly meetings during its tenure unless due to difficult circumstances.

(5) The Secretary General shall keep all records, except financial records, of the Association, and shall cause proper minutes of all General Meetings and Board of Directors' meetings to be reviewed and signed by the Chairman and shall dispatch a signed copy of the minutes to each Board of Director member after each meeting.

(6) Any elected member of the Board of Directors may at any time resign from the Board of Directors by giving notice to the Chairman in writing of his or her wish to do so. If the Board of Directors is constituted with fewer than 15 elected members, then the Board of Directors must call for by-elections

(7) The Board of Directors is entitled to appoint sub-committees consisting of at least one member of the Board of Directors to deal with special matters. The Board of Directors shall establish the powers, duties and procedures for such sub-committees.

(8) The Board of Directors shall invite the nomination of natural persons holding or other citizenships to serve as Advisors. These natural persons

should be capable of rendering advice and services for the benefits of the Association.

Each advisor shall be nominated by at least one member of the Board of Directors and approved by 50% of the Board of Directors. Members or non-members of the Association, but not current Directors of the Board, are eligible for nomination.

Each advisor will serve for a term of 2 years from the date of the appointment, which the Board of Directors may select another qualified person to fill in the vacancy but the person who is selected as advisor in such a manner shall remain in the office only on the remaining term of the previous advisor only or leave the vacancy open in the following cases :

1. Death
2. Retirement at the expiration of his term of office.
3. Resignation by giving notice to the Chairman in writing.
4. Being declared bankrupt by a court order.
5. Being declared by a court order to be legally incompetent or quasi-incompetent.

(9) Qualifications of the advisor.

Persons nominated as advisors shall have the following qualifications :

- 1) They shall be sui juris.
- 2) They shall not have been adjudicated bankrupt, incompetent or quasi-competent.
- 3) They shall not have been sentenced to jail by judgment of a court of law, except where the offence was a petty offence or committed by negligence.
- 4) They shall be of reasonable financial means.
- 5) They shall be of good behavior.

(10) The Honorary Chairman shall be nominated by the Board of Directors and appointed at an Extraordinary General Meeting or Annual General Meeting.

(11) The Founding Chairman is considered as Permanent Board of Directors and shall be counted to include as part of the quorum in the meeting.

Article 16. The term of office of a member of the Board of Directors shall cease in the following instances:

1. Resignation
2. When the Ministry of Commerce orders termination under the provisions of Article 40 of the Trade Association Act of B.E. 2509 (A.D. 1996).

Article 17. A Manager or Executive Secretary may be appointed by the Board of Directors to execute the general affairs of the Association in accordance with the objectives, policies, and By-Laws of the Association, under the supervision of the Board of Directors.

The Manager may attend the Board Meetings but shall not be entitled to vote if he/she is not a member of the Board of Directors. The signing authority of the Executive Director shall be authorized by the Board of Directors. In the absence of the Manager, the Chairman of the Board may perform the function of this position.

CHAPTER 6

ALTERATION OF THE BY-LAWS

Article 18. The By-Laws may be amended at an Ordinary or Extraordinary General Meeting if the following conditions are fulfilled:

1. The proposed amendment has been included in the agenda sent to each member of the Association.
2. The proposed amendment is approved by a two-third majority (2/3) of the ordinary members present or present in the meeting.

CHAPTER 7

THE ACCOUNTING OF THE ASSOCIATION

Article 19. The fiscal year of the Association is December 31 of each year.

Article 20. One or more persons who are not members of the Board of Directors will be elected as Auditor(s) at each Annual General Meeting. They will be required to audit the annual balance sheet, including the accounts of the Association. The remuneration of the auditors shall be fixed by the General Meeting of members.

Article 21. The Board of Directors must prepare the Annual Financial Statements and Annual Report of the Association. The Financial Statements, certified by an auditor, and the Annual Report shall be submitted for approval by the General Meeting within 120 days after the end of the fiscal year.

CHAPTER 8

DISSOLUTION OF THE ASSOCIATION

Article 22 The Association shall be dissolved in the following cases:

1. When it appears that the objectives or activities of the Association become contrary to law or endanger the economic well-being or security of the country, or the public peace, order, and good morals of the country.
2. When the Association acts in violation of Section 29 of the Association of Trade Act and such violation is grossly damaging.
3. When the Association is no longer able to carry on its activities, or has ceased activities for two years or more.
4. When it appears that the Association has caused or permitted a person other than a director to exercise the functions of a director in conducting its affairs.
5. By a motion passed by a two-third (2/3) majority of the ordinary members present or represented at an Ordinary or Extraordinary General Meeting called for that purpose.
6. If the Association is declared bankrupt.

Article 23. After dissolution of the Association, if any property or assets remain after liquidation, they must be transferred to a public non-profit charitable organization deemed worthy by the Board of Directors.

CHAPTER 9

TRANSITIONAL PROVISIONS

Article 24. Upon the issuance of a license for formation of the Association by the Association Registrar of Bangkok Metropolis, the promoters shall act as an (interim) Board of Directors until the first Board of Directors has been elected according to These Bylaws. The General Meeting of members for the purpose of electing the first Board shall be held within one hundred and eighty days of issuance of the Association license.

Article 25. This Constitution shall take effect on the date the Association Registrar for Bangkok Metropolis issues the Association a license for formation.



* พระราชบัญญัติสมาคมการค้า พ.ศ. 2509. Trade Associations Act of 1966