

ARTICLES OF ASSOCIATION

Of

THAI–RUSSIAN

CHAMBER OF COMMERCE

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THAI–RUSSIAN CHAMBER OF COMMERCE**

**Chapter 1
General Provisions**

Article 1. *Name of Chamber of Commerce.* This Chamber of Commerce shall be called “Thai–Russian Chamber of Commerce”. In these Articles, the word “Chamber of Commerce” shall mean “Thai–Russian Chamber of Commerce”.

Article 2. *Address of Chamber of Commerce.* The Chamber of Commerce is situated at No. 102 Loxley Building, 14th Floor, Na Ranong Road, Klongtoey Sub-district, Klongtoey District, Bangkok.

Article 3. *Seal of Chamber of Commerce.* Seal of the Chamber of Commerce shall be as follows:

- SEAL OF CHAMBER OF COMMERCE -

**Chapter 2
Objectives**

Article 4. The Chamber of Commerce shall have the following objectives:

- (1) To promote businesses in relation to trade, industry, agriculture, finance and economy in Bangkok Metropolis, such as to collect statistics, to disseminate trade information, to research in connection with trade and economy, to promote tourism, to issue a certificate of the origin of goods, to fix the quality standard of goods, to check the standard of goods, to establish and operate an educational establishment concerning trade and economy, to establish and operate a trade center, to arrange a trade exhibition, to be an arbitrator in a trade dispute;
- (2) To give advice and make recommendations to a member concerning trade, industry, agriculture, finance or economy, and to provide various facilities to a member;
- (3) To give advice and make recommendations to the Thai Chamber of Commerce and government for the economic development of the country;

- (4) To co-ordinate in trading between persons engaged in trade and the government;
- (5) To assist and contribute to charity and public aid; and
- (6) To conduct other activities as may be specified by law as duties of the Chamber of Commerce or as may be entrusted by the government.

Chapter 3 **Members and Membership**

Article 5. *Types of Member.* The Chamber of Commerce shall have 4 types of member as follows:

- (1) Ordinary Member. The Ordinary Members are either “Thai natural persons” or “juristic persons” in which partners or shareholders holding more than one-half of the capital are of Thai nationality, and engaged in trading, industry, agriculture, finance, economy; or public enterprises, co-operative, group of farmers, domiciled or maintaining an office in Bangkok Metropolis.
- (2) Non-ordinary Member. The Non-ordinary Members are either “natural persons” or “juristic persons” having the same characteristics as the Ordinary Members but do not want to apply as the Ordinary Member.
- (3) Associate Member. The Associate Members are “natural persons” or juristic persons” of a foreign nationality, and engaged in trading, industry, agriculture, finance or economy, domiciled in Bangkok Metropolis.
- (4) Honorary Member. The Honorary Members are persons who are considered by the Board of Directors of high standing or patrons of the Chamber of Commerce having the same characteristics as members of the Chamber of Commerce pursuant to Section 20 of Chamber of Commerce Act B.E. 2509 and such persons accept an invitation of the Chamber of Commerce to become the Honorary Member.

Article 6. *Qualifications of Member.* In addition to the qualifications pursuant to Article 5 above, Members of the Chamber of Commerce shall have the following qualifications.

- (1) In the case of natural person
 - 1. be sui juris;
 - 2. not be bankrupt, incompetent or quasi-incompetent;
 - 3. have never been imprisoned on the final judgement of a court, except for a petty offence or the offence with the punishment not more than petty offences or an offence committed by negligence;
 - 4. not be infected any contagious disease;
 - 5. have sound financial status; and
 - 6. pose good manners and conduct.

- (2) In the case of juristic person
1. not be bankrupt; and
 2. have sound financial status.

Article 6(1) shall apply to qualifications of a representative of juristic person who is appointed to have power to take any action on behalf of the juristic person being member pursuant to Article 10.

Article 7. *Application for Membership.* An interested person who intends to apply as an Ordinary Member, Non-ordinary Member, or Associate Member of the Chamber of Commerce must submit his/her intention to the Executive Secretary (Director) or Committee Member acting on behalf of the Executive Secretary (Director) according to an application form of the Chamber of Commerce with at least 2 Ordinary Members signed as supporters.

Article 8. *Application Consideration.* An application shall be proposed by the Executive Secretary (Director) or Committee Member acting on behalf of the Executive Secretary (Director) to the next meeting of the Executive Committee. The Executive Secretary (Director) shall notify an applicant whether the Executive Committee has resolved to accept or refuse the application within 7 days from the date of resolution.

Article 9. *Commencement of Membership.* The membership of the Chamber of Commerce shall commence from the date an applicant has paid for a registration fee and an annual fee.

Article 10. *Juristic Person Member.* A member who is a juristic person must appoint not more than 2 natural persons as its representative to have full authority to act on behalf of such juristic person in order to exercise its rights and vote in the same way as a natural person member. In this regard, the representative shall not assign his authority to any person or appoint a proxy. A representative shall not, in any case, be empowered by more than one member.

Article 11. *Termination of Membership.* A membership shall terminate as follows:

- (1) death;
- (2) lack of qualifications under Article 5;
- (3) resignation by submitting a letter of resignation to the Executive Committee and the Executive Committee concurs with such resignation;
- (4) receiving a final judgment of a court to become a bankrupt person;
- (5) receiving a court order as incompetent or quasi-incompetent person;
- (6) receiving a final judgement of a court for imprisonment, except for a petty offence or an offence with the punishment of not more than petty offences or an offence committed by negligence;

- (7) the Executive Committee has resolved by not less than $\frac{3}{4}$ of all members of the Executive Committee to erase his/her name from the Register of Members for the following causes:
1. intentionally causing damage to the good name of the Chamber of Commerce;
 2. intentionally breaching these Articles; or
 3. after failing to pay annual fee and receiving a warning from an officer of the Chamber of Commerce for 30 days.

Article 12. *Register of Members.* The Registrar of the Chamber of Commerce shall prepare the Register of Members and maintain it at the office of the Chamber of Commerce. The Register of Members shall contain the following particulars:

- (1) Name and nationality of each member;
- (2) Name used in the engagement of the business activities and type of business activities;
- (3) Address of office of member; and
- (4) Date of membership.

Chapter 4 **Rights and Duties of Members**

Article 13. *Rights of Members.*

- (1) to receive assistance and support in connection with the objectives of the Chamber of Commerce where possible;
- (2) to give advice or recommendation to the Chamber of Commerce or the Executive Committee in any matter within the scope of the objectives of the Chamber of Commerce so as to bring development and prosperity to the Chamber of Commerce;
- (3) to examine activities and properties of the Chamber of Commerce by giving a letter to the Executive Secretary (Director) or a Committee Member acting on behalf of the Executive Secretary (Director);
- (4) to attend a meeting in order to exchange views and opinions with the Executive Committee Members and propose a motion to the General Meeting of Members;
- (5) to wear a badge of the Chamber of Commerce;
- (6) in the case of being an Ordinary Member, to vote in the General Meeting of Members and to be elected as a member of the Executive Committee.

Article 14. *Duties of Members.*

- (1) to strictly comply, with honesty, with these Articles, resolutions of the General Meeting of Members, resolutions of the Executive Committee, and duties assigned by the Chamber of Commerce;

- (2) to maintain integrity and benefits of the Chamber of Commerce and also keep confidential any matters discussed in a meeting or internal procedures of the Chamber of Commerce and not disclose any information which may result in causing damage to the Chamber of Commerce;
- (3) to support activities of the Chamber of Commerce to gain prosperity and progress;
- (4) to keep unity among members and assist each other in trading activities with honesty;
- (5) to pay an annual fee when due;
- (6) to notify the Executive Secretary (Director) in writing within 7 days in the case that any member changes its first name, last name, nationality or changes address, moves office, changes business activities or replaces its representative.

Chapter 5

Registration Fee and Annual Fee

Article 15. *Registration Fee and Annual Fee.*

- (1) Ordinary Member
 - Juristic Person
 - Registration Fee = Baht 7,500.-
 - Annual Fee = Baht 10,000.-
 - Individual person
 - Registration Fee = Baht 5,000.-
 - Annual Fee = Baht 7,500.-
- (2) Non-ordinary Member
 - Juristic Person
 - Registration Fee = Baht 5,000.-
 - Annual Fee = Baht 7,500.-
 - Individual person
 - Registration Fee = Baht 3,000.-
 - Annual Fee = Baht 5,000.-
- (3) Associate Member
 - Registration Fee = Baht 8,000.-
 - Annual Fee = Baht 8,000.-
- (4) Honorary Member shall be exempted from payment of both Registration Fee and Annual Fee.

Article 16. *Exceptional Fee.*

The Chamber of Commerce may collect any exceptional fee in any amount from members from time to time subject to an approval of not less than $\frac{3}{4}$ of all Ordinary Members present at a General Meeting of Members.

Chapter 6

Executive Committee of Chamber of Commerce

Article 17. The Chamber of Commerce shall have the Executive Committee to operate the Chamber of Commerce according to the objectives and to be its representative in dealing with outsiders. The Executive Committee shall consist of not less than 9 persons and not more than 25 persons elected from the Ordinary Members by the General Meeting of Members.

Except where the General Meeting of Members has resolved otherwise, an election for the Executive Committee shall be made by way of secret voting. An Ordinary Member or Non-ordinary Member or Associate Member may propose a name of Ordinary Members with a support by not less than 2 Ordinary Members to the General Meeting of Members for consideration. After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as the Committee Members in that order until all of the positions are filled according to the number of Executive Committee stated in the first paragraph and a resolution made at such General Meeting of Members. Where the votes cast for candidates in descending order for the last position are tied, the General Meeting of Members shall re-elect the last position. In the case that they are tied again, drawing lots shall be used for the final election.

The Executive Committee shall elect among themselves a President, 2 Vice Presidents, an Executive Secretary (Director), a Treasurer, a Registrar, a Receptionist & Coordinator & Receptionist, and a Public Relations Executive or other position that may be designated duties and deemed appropriate by the Executive Committee.

The Executive Committee shall be in an office for a period of 2 years for each term.

Under Section 26, and 40 of Chamber of Commerce Act B.E. 2509, a member of the Executive Committee who retires from his office shall be entitled to be re-elected or appointed as member of the Executive Committee.

A member shall not be elected as a Committee Member for more than 2 consecutive times.

Article 18. **Vacating Office.** A Committee Member shall vacate his office upon:

- (1) expiration of his term;
- (2) resignation with approval from the Executive Committee except the resignation from his position held in the Executive Committee;
- (3) membership termination;
- (4) removal by a resolution of the General Meeting of Members;
- (5) removal by an order of the Minister of Commerce pursuant to Section 40 of the Chamber of Commerce Act B.E. 2509; or
- (6) receiving a final judgement of a court for an offence under the Chamber of Commerce Act B.E. 2509.

In the case that an elected or appointed representative of a juristic person as described in Article 10 passes away or is no longer a representative of such juristic person, a new representative of such member may become an Executive Committee Member.

Article 19. *Vacating Office Prior to Expiration of Term.* The Executive Committee may appoint any Ordinary Member as a Committee Member. Such Committee Member shall hold office only for the remaining term of office of the Committee Member whom he replaces.

In the case that the whole Executive Committee vacates office prior to the expiration of the term of office, the retired Executive Committee shall call an Ordinary Meeting of Members to elect a new Executive Committee. In this regard, Article 24 shall apply mutatis mutandis.

The Executive Committee elected according the above paragraph shall hold office only for the remaining term of office of such Executive Committee.

Article 20. *Quorum of Executive Committee Meeting.* The quorum at a meeting of the Executive Committee shall consist of not less than half of all members of the Executive Committee.

In the case that the number of Executive Committee is reduced to be less than half of the total, the remaining members of the Executive Committee may perform any act only in matters relating to an appointment of one or more Ordinary Members as members of the Executive Committee so as to have a quorum, or calling a General Meeting of Members, or performance of any activities as reasonable to protect benefits of the Chamber of Commerce.

Article 21. *Resolution of the Executive Committee.* A resolution of the Executive Committee shall be made by a majority vote. Each Member of the Executive Committee is entitled to one vote. In the case of a tie vote, the Chairman of the meeting shall have a casting vote.

In the event that a meeting of the Executive Committee has a resolution in contrary to the law or against these Articles of Association, such resolution shall be invalid.

Article 22. *Chairman of the Meeting.* The President of the Executive Committee shall become the Chairman of a meeting. In the case that the President is not present at the meeting or cannot perform his duty, the Vice-President in order of seniority shall be the Chairman of the meeting. If there is no Chairman or Vice-Presidents at the meeting or he cannot perform his duty, members of the Executive Committee present at the meeting shall elect one of the members of the Executive Committee to be the Chairman of such meeting.

Article 23. *Executive Committee Meeting.* The Executive Committee shall hold a meeting at least once every 3 months. Nevertheless, the Chairman or a member acting on behalf, or

members of the Executive Committee not less than 5 persons shall be entitled to call a special meeting.

Article 24. Acceptance of Duties of Executive Committee. In the case that there is a new election of the Executive Committee, the retiring Executive Committee shall register the new Executive Committee to the Registrar of Bangkok Metropolis Chamber of Commerce within 30 days from the date of election and hand-over all duties to the new Executive Committee within 30 days from the date of acceptance of registration by the Registrar.

In the case that the Registrar has still not accepted the registration of the new Executive Committee and the retiring Executive Committee has not yet handed-over duties stated in the above paragraph, the retiring Executive Committee shall have power to manage activities of the Chamber of Commerce until the date of registration acceptance of the new Executive Committee by the Registrar and such new Executive Committee accepts the duties.

Article 25. Power and Duties of the Executive Committee. The power and duties of the Executive Committee shall be as follows:

- (1) To manage activities and assets of the Chamber of Commerce pursuant to the Articles of Association and resolutions of the Executive Committee Meetings;
- (2) To elect members of the Executive Committee for various positions in the Executive Committee;
- (3) To fix rules for operation of the Chamber of Commerce according to the objectives of the Chamber of Commerce; and
- (4) To hire, appoint, withdraw any advisor to the Executive Committee, sub-committee, officers and staff from any activities, or proceed within scope of duties of the Chamber of Commerce. An advisor to the Executive Committee and sub-committee shall be appointed from a member of the Executive Committee or member of the Chamber of Commerce or an outsider.

Article 26. Power and Duties of Each Position of the Executive Committee. The power and duties of each position of the Executive Committee shall be as follows:

- (1) President. The President shall have duties to manage activities of the Chamber of Commerce according to Articles of Association and relevant operational rules. The President shall act as representative of the Chamber of Commerce for activities related to third party. The President shall act as the Chairman for the Executive Committee Meetings and General Meetings of Members.
- (2) Vice-President. The Vice-President shall assist the President to perform his duties and shall act on behalf of the President in the case that the President is not present or cannot perform his duties.
- (3) Executive Secretary (Director). The Executive Secretary (Director) shall have duties to make correspondences to all letters, and keep all documents of the Chamber of Commerce. The Executive Secretary

(Director) shall act as secretary to meetings of the Executive Committee and General Meetings of Members, and to perform all other actions assigned by the Executive Committee.

- (4) Treasurer. The Treasurer shall have duties to keep and pay money, prepare books and accounts, keep and withdraw office supplies, and to perform all other actions assigned by the Executive Committee.
- (5) Registrar. The Registrar shall have duties to prepare the Register of Members and other registers not involving finance of the Chamber of Commerce, and to perform all other actions assigned by the Executive Committee.
- (6) Receptionist & Coordinator. The Receptionist & Coordinator shall have duties to maintain offices of Chamber of Commerce, arrange for visiting book, arrange place for meeting, take care of guests, and to perform all other actions assigned by the Executive Committee.
- (7) Public Relations Executive. The Public Relations Executive shall have duties to recruit members, advertise activities & progress reports and others performance, and to perform all other actions assigned by the Executive Committee.

Article 27. Under this Chapter, provisions of Chapter 17 “General Meeting of Members” shall be applied.

Chapter 7 **General Meeting of Members**

Article 28. General Meeting of Members. The Executive Committee shall hold a General Meeting of Members at least once in every 12 months. This meeting shall be called the “Annual General Meeting”.

All other general meetings shall be called the “Extraordinary Meeting”.

Article 29. Schedule for General Meetings.

- (1) The Annual General Meeting shall be held every year within 120 days from the end of the fiscal year of the Chamber of Commerce.
- (2) In the case that the Executive Committee deems necessary or there are members of not less than $\frac{1}{4}$ of total members submitting their request in writing to the Executive Secretary (Director) or a member of Executive Committee acting on behalf of the Executive Secretary (Director) asking the Executive Committee to hold an Extraordinary Meeting of Members, the Executive Committee shall hold an Extraordinary Meeting of Members within 15 days from the date of having resolution by the Executive Committee or receipt of the letter of request.

Article 30. *Notice Calling a Meeting.* The Executive Committee shall send a notice calling a General Meeting specifying date, time, venue, and agenda to all members by registered mail at their address as appears in the Register of Members or send it by hand, not less than 7 days prior to the date of the meeting.

A copy of minutes of previous General Meeting (if any) must be sent together with the notice calling a meeting. If the meeting is an Annual General Meeting, a copy of annual report and balance sheet including a copy of receivable and payable accounts examined by the auditor must also be sent.

Article 31. *Quorum of General Meeting.* At a general meeting of members, at least one half of the total ordinary members present shall form a quorum.

Article 32. *Failure to Have Quorum at the First Meeting.* At any General Meeting of Members, if one hour has passed since the time specified for the meeting and the number of members attending the meeting is still inadequate for a quorum and such meeting was called as a result of a request by the members, the meeting shall be cancelled. If such meeting was not called by a request of members, the meeting shall be postponed and the new notice calling a meeting specifying date, time and venue of the meeting shall be delivered once again to members in order to have a meeting within 15 days from the date of the first meeting. In this subsequent meeting, a quorum is not required.

Article 33. *Chairman of Meeting.* The President of the Executive Committee shall become the Chairman of a General Meeting. In the cast that the President is not present at the meeting or cannot perform his duty, the Vice-President in order of seniority shall be the Chairman of the meeting. If there is no Chairman or Vice-President at the meeting or he cannot perform his duty, members of the Executive Committee present at the meeting shall elect one of the members of the Executive Committee to be the Chairman of such meeting. In the case that there are no members of the Executive Committee at the meeting, the General Meeting shall elect one of the members to become the Chairman of such meeting.

Article 34. *Voting at General Meeting.* The Ordinary Members only shall have and be entitled to one vote.

Voting at any General Meeting shall be made by a show of hand or other methods showing voting openly by members unless the Executive Committee deems appropriate or at least 2 Ordinary Members request for a secret voting.

Article 35. *Resolution of General Meeting.* Except as provided otherwise by these Articles of Association, a resolution requires a majority of votes of members at the meeting. In the event of a tie vote, regardless of voting by show of hand, secret voting or otherwise, the Chairman of the meeting shall have a casting vote.

Article 36. *Matters Required for General Meeting.* The matters required for consideration at a General Meeting are as follows:

- (1) To adopt minutes of the previous meeting;

- (2) To consider an annual report on performance of the Chamber of Commerce during the previous year;
- (3) To approve the balance sheet (if any);
- (4) To elect the Executive Committee (on completion of each term);
- (5) To elect an advisor, auditor of the Chamber of Commerce for each year and fix their remuneration (if any); and
- (6) To do any action required by a resolution of the General Meeting.

Article 37. *Matters Required for Monthly Meeting of Members.* The matters required for consideration at a monthly meeting of members are general activities of the Chamber of Commerce except matters required to be resolved by an Annual General Meeting or Extraordinary Meeting.

Article 38. *Minutes of Meeting.* All minutes of meetings of the Executive Committee, General Meeting or of members and sub-committee shall be recorded and adopted by the next meeting. Members may see the minutes adopted by a meeting during office hours.

Chapter 8 **Finance, Special Fund, and Accounts**

Article 39. *End of Fiscal Year.* The fiscal year of the Chamber of Commerce shall end on 31 December each year.

Article 40. *Balance Sheet.* The Executive Committee shall prepare the balance sheet as at the end of the fiscal year and send it to the auditor for examination prior to the end of February of the following year. The auditor shall complete his examination not less than 30 days prior to the date of the Annual General Meeting.

The balance sheet certified by the auditor shall be presented by the Executive Committee to the Annual General Meeting for approval within 120 days from the end of the fiscal year.

The Executive Committee shall also make an annual report on performance and activities of the Chamber of Commerce to the meeting.

The Chamber of Commerce shall submit a copy of the annual report and balance sheet to the Registrar of the Bangkok Metropolis Chamber of Commerce, within 30 days from the date of the Annual General Meeting.

The Chamber of Commerce shall keep the annual report and balance sheet at its office for members to look at it.

Article 41. *Power of Auditor.* The auditor shall have an authority to examine books, accounts and all other documents relating to financial matters of the Chamber of Commerce and shall have the right to question members of the Executive Committee and other officers of the Chamber of Commerce related to such accounts and documents. Members of the

Executive Committee and officers shall assist and cooperate with the auditor for such examination.

Article 42. Keeping Books, Accounts, and Financial Documents. Books, accounts, and financial documents of the Chamber of Commerce shall be kept at the office of the Chamber of Commerce under responsibilities of the Treasurer.

Article 43. Financial Matters. The Chamber of Commerce shall deposit its cash in a commercial bank located in the same province under the name of the Chamber of Commerce with approval of the General Meeting.

The petty cash to be used for general activities of the Chamber of Commerce shall not be more than Baht 20,000.- The Treasurer shall be responsible for keeping such petty cash.

Any deposit or withdrawal of money from a bank shall be made by the President or the Vice-President; or any member of the Executive Committee as designated by a resolution of a meeting of the Executive Committee, co-signing with the Treasurer .

Article 44. Payment. The President, Vice-President or Executive Secretary (Director) shall have power to make payment relating to activities of the Chamber of Commerce not more than Baht 50,000.- each time.

In the case that the payment is more than Baht 50,000.-, an approval from the Executive Committee is required.

Article 45. Special Fund. The Chamber of Commerce may raise the special fund in order to have money for its activities and development by inviting outsiders and members to donate or by arranging any activities as deemed appropriate by the Executive Committee and not against the law.

Chapter 9 **Amendment of Articles of Association; Dissolution and Liquidation** **of Chamber of Commerce**

Article 46. Amendment of Articles of Association. Any amendment of the Articles of Association of the Chamber of Commerce shall require a majority vote of not less than 2/3 of the number of the Ordinary Members at the meeting.

Article 47. Dissolution. The Chamber of Commerce shall be dissolved by one of the following causes:

- (1) The General Meeting resolves to dissolve the Chamber of Commerce by a majority vote of not less than 3/4 of the number of the Ordinary Members at the meeting;
- (2) The Chamber of Commerce goes to bankruptcy; or

- (3) An order of the Minister of Commerce under Section 43 of the Chamber of Commerce Act B.E. 2509 for its dissolution.

Article 48. *Liquidation.* When the Chamber of Commerce is dissolved upon any cause specified in Article 47, the Chamber of Commerce Act B.E. 2509 shall apply for liquidation process.

In the case that the Chamber of Commerce is dissolved according to Article 47 (1), the General Meeting shall resolve to elect a liquidator. If it is in the case of Article 47 (3), all members of the last Executive Committee registered with the Registrar of the Bangkok Metropolis Chamber of Commerce shall become the liquidators.

After the liquidation, the remaining assets shall be donated to one or various juristic persons, the objects of which concern a public charity, pursuant to the resolution of the General Meeting.

Chapter 10 **Transitory Provisions**

Article 49. Upon approval of the Registrar of the Bangkok Metropolis Chamber of Commerce for the establishment of the Chamber of Commerce, all promoters shall temporarily act as the Executive Committee until an election of the Executive Committee according to these Articles of Association. The election shall be made within 120 days from the date of establishment of the Chamber of Commerce.

Subject to the above paragraph, in the case that the General Meeting for election of the first Executive Committee is held less than 3 months from the end of the fiscal year of the Chamber of Commerce, the term of such Executive Committee pursuant to the 4th paragraph of Article 17 shall commence from the end of such fiscal year.

Article 50. All promoters shall act as the Ordinary Members for benefits of applying Article 7 herein.

Article 51. These Articles of Association shall come into force on the date of approval for the establishment of the Chamber of Commerce by the Registrar of the Bangkok Metropolis Chamber of Commerce.

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