

CONSTITUTION AND BY-LAWS
OF THE
AUSTRALIAN-THAI CHAMBER OF COMMERCE

ARTICLE 1

GENERAL
NAME

- 1.1 The name of this Chamber of Commerce shall be “The Australian – Thai Chamber of Commerce” (the “Chamber”).

OFFICE

- 1.2 The office of the Chamber is at 20 / f Unit 203, Thai CC Tower, 889 South Sathorn Road, Yannawa, 10120, Bangkok.
- 1.3 The web address of the Chamber is www.austchamthailand.com.

SYMBOL

- 1.4 The symbol of the Chamber is as depicted hereunder.



ARTICLE 2

OBJECTIVES

The objectives of the Chamber are as follows:-

To do all things permitted by the Chambers of Commerce Act B.E. 2509 (1966) and any amendment or substitution thereof including:

- 2.1 To represent and promote the mutual business interests of its Members;
- 2.2 To contribute to the development of relations between Australia and Thailand in all spheres;
- 2.3 To provide quality and constructive input into the formulation of policies impacting on the business environment (both by the Thai and the Australian Governments), and into their implementation and administration;
- 2.4 To provide an advocacy avenue on behalf of its Members;
- 2.5 To act as a contact, resources and information point for Australian businesses in Thailand and Australian businesses wishing to trade with or invest in Thailand, and similarly for Thai enterprises interested in doing business in or with Australia; and
- 2.6 To promote corporate social responsibility amongst its Members through good corporate citizenship.

ARTICLE 3

MEMBERSHIP

COMPOSITION

- 3.1 The Members of the Chamber must be domiciled, in accordance with the Chambers of Commerce Act B.E. 2509 (1996) and any amendments or substitution;
- 3.2 A majority must be natural persons of Australian or other foreign nationality, or juristic entities in which Australian or other foreign nationals are partners or shareholders holding more than one half of their capital, including branches in Thailand of juristic

entities registered abroad

- 3.3 All members must be engaged in enterprises in the fields of trade, industry, agriculture, finance, tourism or economic activity.

CATEGORIES

- 3.4 Membership will be divided into three (3) categories:

- Ordinary Member
- Affiliate Member
- Honorary Member

ORDINARY MEMBERS

- 3.5 Ordinary Members must be either:

- a) natural persons or juristic entities in Thailand, or
- b) branches of juristic entities registered outside Thailand, which the Board of Directors considers will contribute to the achievement of its objectives, or who can be shown to have substantial links with Australia.

AFFILIATE MEMBERS

- 3.6 Affiliate Members must be natural persons or juristic entities acceptable to the Chamber, but who lack the qualifications for Ordinary Membership.

HONORARY MEMBERS

- 3.7 Honorary Members must be individuals who have brought or could bring honour or high prestige to the Chamber.
- 3.8 They must be nominated by the Board of Directors and elected by a simple majority of the Ordinary Members at any meeting of the Chamber.
- 3.9 Honorary Members have all the rights of Ordinary Members, except the right to vote or serve as Directors, and will be exempt from the payment of subscriptions.
- 3.10 The Ambassador of Australia to the Kingdom of Thailand will be an Honorary Member and Patron of the Chamber.

APPLICATION AND ELECTION

- 3.11 Applicants for membership must submit an application in the form prescribed in the Chamber's website, stating the information required therein.
- 3.12 Application must be submitted to the Board of Directors at its next scheduled meeting, and may be approved only by motion of the Board of Directors.
- 3.13 Applicants should submit their application accompanied by the subscription and registration fees as listed on the Chamber's website.
- 3.14 If accepted for membership, applicants will be notified within thirty days.
- 3.15 The applicant will become a Member on the date the application is approved by the Board of Directors.
- 3.16 Should the application for membership not be successful, the subscription and registration fees will be returned.

RESIGNATION

- 3.17 Members who wish to resign from membership must notify the Chamber office in writing. Pro-rata reimbursement of fees paid will not be permitted

EXPULSION

- 3.18 The Chamber may expel a Member or a representative of a Member:
- a) who has conducted themselves in an unbecoming manner, or
 - b) when it is felt that allowing them to remain as a Member or representative of a Member would bring discredit to the Chamber.
- 3.19 Such expulsion must first be endorsed by a two-thirds majority vote of the members of the Board of Directors. A recommendation for the expulsion of a Member or a representative of a Member must be made by the Board of Directors at an Annual General Meeting or an Extraordinary General Meeting called partly or wholly for this purpose.
- 3.20 The Member or representative of a Member concerned must be notified in writing not less than fourteen days prior to the meeting and given an opportunity to state their case at the meeting.
- 3.21 Expulsion of the Member or representative Member will be put to a vote, and must be endorsed by a two-thirds majority vote of those present or by proxy, or by vote cast at least 24 hours in advance by email, facsimile or other electronic communication.

REPRESENTATIVES OF MEMBERS

- 3.22 Each juristic entity applying for membership will be entitled to nominate, and include in the application for membership the relevant name(s) and contact details, two representatives to the Chamber:, one Principal Representative and one Alternate Representative. A Member may change its representative(s) by giving written notice thereof, together with the name and contact details of the new representatives to the Chamber office.
- 3.23 The Principal and Alternate Representatives may both attend Chamber meetings, but only one may vote. Only one such representative is eligible for election to the Board of Directors.
- 3.24 The Member entity will be responsible for the payment of all membership subscriptions.

TERMINATION OF MEMBERSHIP

- 3.25 Membership will automatically cease upon any of the following events:-
- (a) Death, in the case of a Member who is a natural person, or dissolution or winding up in the case of a Member which is a juristic entity.
 - (b) A Member being found to lack the qualifications in Articles 3.5 to 3.11.
 - (c) Submission of a written notice of resignation to the Chamber in accordance with Article 3.18.
 - (d) A Member being declared bankrupt by a Court of Law.
 - (e) A Member being declared to be legally incompetent or incapable by a Court of Law.
 - (f) Resolution of the Members in accordance with Article 3.22.
 - (g) Failure to pay any sums due or owing to the Chamber if such sums are still owing more than ninety days after the due date for payment.

RECORDS

- 3.26 Records of all Members must be kept by the Chamber office in accordance with Section 33 of the Chambers of Commerce Act B.E. 2509 (1966), or any amendment or substitution thereof.

RIGHTS OF MEMBERS

- (a) Within the scope of the objectives of the Chamber and its facilities, Members have the right to request advice and assistance concerning trade and economic affairs. The Chamber may charge appropriate fees for services requested by Members.

- (b) At any meeting of the Chamber, Members have the right to express their opinion, make recommendations to the Board of Directors, and propose motions.
- (c) In accordance with Section 27 of the Chambers of Commerce Act B.E. 2509 (1966), or any amendment or substitution thereof, members have the right to demand the examination of the activities and the property of the Chamber by filing a written application with the Chamber and the Chamber must respond in writing to such applicant within four weeks.

OBLIGATIONS OF MEMBERS

Members are obliged to do the following:

- 3.27
- (a) Comply with this Constitution and any Regulations issued pursuant hereto, including any amendments and revisions;
 - (b) Must not, without the express, written approval of the Board of Directors, use the symbol of the Chamber on name cards, letterheads or the like, in connection with their business;
 - (c) Support and promote the activities of the Chamber; and
 - (d) Notify the Chamber office of any changes of address or other relevant details within 30 days of such change.

ARTICLE 4

MEMBERSHIP SUBSCRIPTIONS AND REGISTRATION FEES

SUBSCRIPTIONS AND REGISTRATION FEES

- 4.1 Members must pay such fees, registration fees and annual subscriptions as are fixed from time to time by the Board of Directors. The Board of Directors may at its discretion temporarily exempt any Member from payment of subscriptions or registration fees.

COLLECTION OF ADDITIONAL FEES

- 4.2 The Board of Directors has the power to levy additional fees on Members providing that a motion to such effect is approved at any Annual General Meeting, or an Extraordinary General Meeting called for such purpose.

ARTICLE 5

MEETINGS OF THE CHAMBER

- 5.1 The Annual General Meeting must be held in the month of March each year, to transact the following business: to approve the minutes of the last Annual General Meeting; to consider the Annual Report of the Board of Directors on the affairs and activities of the Chamber; to consider and approve the Balance Sheet; to elect a new Board of Directors; to appoint an Auditor; and to conduct any other business that may arise.
- 5.2 All Members must be given written notice of the date, time and place of the Annual General Meeting not less than seven (7) days prior to the date of the meeting, together with the agenda of the meeting. Notice will be deemed to have been received if sent to the postal or electronic address of Members currently recorded with the Chamber office.
- 5.3 The Board of Directors, or one-third of the Ordinary Members, may at any time request that an Extraordinary General Meeting be called. All Members must be given at least fourteen (14) days advance notice of the Extraordinary General Meeting stating the purpose for which it was called.

QUORUM:

- 5.4 A quorum will consist of not less than one fifth of the Ordinary Members present in person, by proxy; or who have voted by e-mail, post, facsimile or other electronic means, in the prescribed form and such vote has been received by the Chamber office not less than 24 hours before the meeting, excluding public holidays.

ADJOURNMENT:

- 5.5 If after a period of thirty (30) minutes after the scheduled time for a meeting there is no quorum present, or if during a meeting a quorum ceases to be present, the Chairperson must adjourn the meeting.
- 5.6 When adjourning a General Meeting, the Chairperson of the meeting must:
- a) State the the meeting is postponed for seven (7) days and state the time and place the adjourned meeting will continue, or state that it will continue at a time and place to be fixed by the Directors.
 - b) If the continuation of the adjourned meeting is to take place seven (7) or more days after the adjourned meeting, the Directors must give at least seven (7) days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).
 - c) Notice must be given to the same persons to whom notice of the adjourned meeting was given and containing the same information as the original notice.
 - d) A quorum is deemed to exist at the adjourned meeting, irrespective of the number of Members present.
 - e) No business may be transacted at the adjourned general meeting that could not have been transacted at the meeting if the adjournment had not taken place.

VOTING

- 5.7 Only Ordinary Members may vote, and can cast only one vote each in addition to any proxy votes they may cast.
- 5.8 A resolution put to vote of a General Meeting will be conducted openly and decided on a show of hands unless a secret ballot is proposed and supported by not less than one quarter of the members present .
- 5.9 Any Ordinary Member may vote by proxy provided the power given to such proxy is in writing, is in the prescribed form and delivered in accordance with the procedures outlined in Clauses 5.12 to 5.17. No Ordinary Member has the right to represent more than five other Members at any meetings and only current Ordinary Members can hold proxies.
- 5.10 A member who receives proxies from more than 5 Ordinary Members can allocate those proxies in excess of 5 as they see fit to other Ordinary Members.
- 5.11 Motions at a General Meeting will be carried by simple majority vote of the Ordinary Members voting in person or by proxy at the meeting, unless otherwise prescribed in this Constitution, and in the event of a tie, the Chairperson will have a casting vote.
- 5.12 The President of the Chamber will act as the Chairperson of General Meetings of the Chamber. If the President is absent then the Directors will elect one of the Vice-Presidents to act on the President's behalf, or where only one Vice-President is present, they will act on the President's behalf. If the President and all Vice-Presidents are absent, the Board of Directors will appoint one of the Directors as the Chairperson, but in the event that no Directors are present, an Ordinary Member will be appointed as Chairperson, by simple majority vote.
- 5.13 Proxies may only validly be appointed by a notice in writing (a " proxy notice") which
- (a) states the name and address of the Ordinary Member appointing the proxy;
 - (b) identifies the Principal or Alternate Representative of the Ordinary Member (the Ordinary Member Appointee) appointed to be that Ordinary Member's proxy and the general meeting in relation to which that Ordinary Member Appointee is

appointed;

- (c) is signed by or on behalf of the Ordinary Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
- (d) is delivered to the Chamber with any instructions contained in the notice of the general meeting to which they relate.
- (e) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

5.14 Unless a proxy notice indicates otherwise, it must be treated as—

- a) allowing the Ordinary Member Appointee appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- b) appointing that Ordinary Member Appointee as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

5.15 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Chamber by or on behalf of that person.

5.16 An appointment of an Ordinary Member under a proxy notice may be revoked by delivering to the Chamber a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

5.17 A notice revoking a proxy appointment of an Ordinary Member only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

5.18 If a proxy notice is not executed by the Ordinary Member appointing another Ordinary Member as their proxy, it must be accompanied by written evidence of the authority of the person who executed it, on the appointers' behalf, to execute it.

ARTICLE 6

ADMINISTRATION

APPOINTMENT OF THE BOARD OF DIRECTORS

6.1 The affairs of the Chamber will be administered by a Board of Directors elected annually from among Ordinary Members at the Annual General Meeting.

6.2 Any Ordinary Member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a Director by a resolution of the Members eligible to vote at a General Meeting.

6.3 The Board of Directors will be elected to serve a 2 year term. At each Annual General Meeting, half of the Directors of the Board of Directors, who have completed a 2 year term must retire from the Board.

6.4 For the election of Directors at the first Annual General Meeting after implementation of the 2 year term for Directors, all Directors must retire and can stand for re-election, subject to Articles 6.8 and 6.14 below. The elected Directors, who receive the lowest number of votes and represent 50% of the Board of Directors, will serve a one year

term. The remainder of the elected Directors will serve a 2 year term in accordance with Article 6.3 above.

- 6.5 If the number of Directors retiring from the Board of Directors is not 2 or an even number, the number of Directors required to retire is the nearest whole number representing more than half of the number of Directors on the Board of Directors. The Board of Directors will endeavor to ensure that the Board has at least one director who is a Thai national.
- 6.6 There must be not less than eight, nor more than twelve Directors on the Board of Directors, of which a majority must be of Australian and/or Thai nationality collectively.
- 6.7 Subject to this Article 6.7 and 6.8 and 6.9 below, a retiring Director is eligible to stand for re-election, unless precluded under Section 26 or 40 of the Chambers of Commerce Act B.E. 2509 (1966), or any amendment or substitution thereof, or pursuant to Article 6.1.
- 6.8 Any Director who has served more than 1 year of a 2 year term will be deemed to have completed a 2 year term.
- 6.9 Directors who have retired will be eligible for re-appointment unless they have been a Director for six successive years in which case they are ineligible for one year. Where the Board has only 1 Thai national director and that director will have completed 3 consecutive 2 year terms, the Board may, in its discretion, waive the 6 year limit to ensure that, at the next election, there is a Thai national candidate for the Board standing for a further 2 year term.
- 6.10 A Director will not be personally responsible for any acts or omissions excepting those involving fraud or wilful wrongdoing.
- 6.11 Ordinary Members who are candidates for election as Directors must deliver their written consent to the Chamber Executive Director at least one week prior to the Annual General Meeting if not personally present at the Annual General Meeting.
- 6.12 All candidates must be proposed and seconded.
- 6.13 The candidates who receive the highest votes in succession will comprise the Board of Directors. If there are candidates with equal votes then lots shall be drawn.
- 6.14 The Directors will elect from among their number the President of the Chamber, between two and four Vice-Presidents (one of whom, if possible, will be of Thai nationality), a Treasurer, and any other posts they may consider appropriate.

CESSATION OF DIRECTORS

- 6.15 A Director automatically ceases to hold office where they are prohibited by law from continuing to do so or upon the occurrence of any of the following events:-
 - (a) Expiration of their term of office.
 - (b) Submission of a written notice of resignation to the Board of Directors.
 - (c) Termination of their individual membership of the Chamber, or of the membership of the juristic person they represent.
 - (d) Being punished by final court judgment under a provision of the Chambers of Commerce Act B.E. (1996) or any amendment or substitution thereof.
 - (e) Being ordered by the Minister of Commerce to vacate office under the provisions of Section 40 of the Chambers of Commerce Act B.E. 2509 (1966) or any amendment or substitution thereof.
 - (f) A motion being passed by any Extraordinary General Meeting to remove a Director from office.
 - (g) Absence from three consecutive meetings of the Board of Directors. The President will retain the right to waive this provision in a case they deem this to be exceptional circumstances.

- (h) A registered medical practitioner who is treating that person gives a written opinion to the Board stating that person has become physically or mentally incapable of acting as a director and may remain so for more than 3 months.
- (i) A bankruptcy order is made against them.

CASUAL VACANCIES ON THE BOARD OF DIRECTORS

6.16 Any vacancy on the Board of Directors occurring otherwise than by retirement at the expiration of their annual term of office may be filled by the Board of Directors from among the Ordinary Members of the Chamber. Any person so appointed will retain office only during such time as the Director whom he / she replaces would have been entitled to retain the same.

QUORUM

- 6.17 A quorum will consist of not less than one-half of its Members present in person or by proxy.
- 6.18 At a meeting of the Board of Directors, where no quorum is present, no proposals are to be voted on except a proposal to call another meeting.
- 6.19 If the total number of directors for the time being is less than the quorum required, the directors must not take any other decisions other than a decision:
- (a) to appoint further directors; or
 - (b) to call a General Meeting so as to enable further directors to be appointed

RESOLUTIONS OF THE BOARD OF DIRECTORS

6.20 All actions and decisions of the Board of Directors will be decided by a simple majority vote, save for any provision in the Constitution to the contrary. If the number of votes for and against a proposal are equal, the Chairperson or other director chairing the meeting will have a casting vote.

CHAIRPERSON OF MEETINGS

6.21 The President of the Chamber shall act as the Chairperson of Board of Directors' meetings. If the Chairperson is not present at the meeting of the Board of Directors within 10 minutes of the time the meeting was proposed to start, the Directors in the absence of the Chairperson, must appoint one of the Vice-Presidents to act as Chairperson, or if only one Vice President is present, they will act on the President's behalf. If the President and all Vice-Presidents are absent, the meeting may appoint any Director of the Board of Directors to act as Chairperson for that occasion only.

FREQUENCY OF BOARD OF DIRECTORS MEETINGS

6.22 The Board of Directors will call its own meetings at least once every month (the exception being the month of January, when this requirement may be waived) and regulate its own proceedings.

CALLING A BOARD OF DIRECTORS MEETING

- 6.23 A Board of Directors meeting may be called by the President, a Director acting on the President's behalf, or not less than half the members of the Board of Directors by giving notice of the meeting to the Directors.
- 6.24 This applies equally to any meetings of the Board called between the monthly meetings set out in Article 6.22 above.
- 6.25 Notice of any Board of Directors meeting must include:
- (a) Its proposed date and time;
 - (b) Where it is to take place; and
 - (c) If it is anticipated that Directors participating in the meeting will not be in the same place,

how it is proposed that they should communicate with each other during the meeting

6.26 From time to time certain guests and experts can be invited to attend meetings of the Board of Directors, however such guests and experts will have no entitlement to vote at such meetings.

HANDING OVER

6.27 On any appointment of a new Board of Directors of the Chamber, the outgoing Board of Directors must hand-over all work and responsibility within 30 days from the date of election of the new Board of Directors provided however, that such handing over will be completed only after appropriate registration with the Bangkok Chambers of Commerce Registrar. Until such registration has been completed the outgoing Board of Directors will continue to exercise authority as the Board of Directors of the Chamber.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.28 The Board of Directors is empowered to:-

- (a) Manage and regulate the affairs and property of the Chamber in accordance with the law, and resolutions of the General Meetings.
- (b) Appoint Directors to hold various posts in the Board of Directors.
- (c) Determine the duties and responsibilities of the Vice-Presidents at the first Board meeting held after the Annual General Meeting.
- (d) Publish and distribute regulations (including any amendments) of the Chamber for the information of Members.
- (e) Be the final arbiter in all matters relating to the hiring and termination of staff and advisers.
- (f) Nominate which of the Directors may sign official documents on behalf of the Chamber.
- (g) Adopt a resolution without holding a meeting if a simple majority of its Members approves the action by signing acknowledging their consent.
- (h) Appoint sub-committees from among their members or any other members of the Chamber. Each such-committee must include in its number not less than one Director or the Executive Director.

CONTINUITY OF BOARD OF DIRECTORS MEMBERSHIP

6.29 If a Director who is a representative of a juristic entity Member ceases to be employed by the juristic entity, the individual may remain on the Board of Directors, provided they are employed by a member juristic entity and is duly appointed as their Chamber representative, or they become a Member as a natural person.

POWERS AND DUTIES OF OFFICERS

6.30 (a) PRESIDENT

The President will exercise general supervision over the affairs and interests of the Chamber and represent the Chamber in external relations. They will be an ex officio member of all sub-committees. The President or a Vice-President, with any one other member of the Board of Directors, may sign documents which will impose obligations upon the Chamber.

(b) VICE-PRESIDENT

A Vice-President, in the absence of the President, will have the same power and authority as the President.

(c) TREASURER

The Treasurer must oversee the financial administration of the Chamber, as well as performing any other duties assigned by the Board of Directors.

(d) EXECUTIVE DIRECTOR

An Executive Director may be appointed by the President, with the approval of the Board of Directors, and employed by the Chamber to execute and manage the general affairs of the Chamber in accordance with the objectives set down under this Constitution and perform such functions and duties as may be determined by the Board of Directors.

(e) CHAMBER SPOKESPERSONS

The President (and in his/her absence the Vice-Presidents) and the Executive Director shall be the nominated individuals to act as spokespersons on behalf of the Chamber.

FINANCES OF THE CHAMBER

6.31 All monies paid or donated to the Chamber must be kept in the name of the Chamber in any commercial bank and / or deposited with financial institutions approved by the Board of Directors in the Bangkok Metropolitan area.

ARTICLE 7

AMENDMENTS TO THE CONSTITUTION

DISSOLUTION OF THE CHAMBER AND LIQUIDATION OF ASSETS

AMENDMENTS TO THE CONSTITUTION

7.1 This Constitution may be altered only by a motion passed by a simple majority of the Ordinary Members present in person or by proxy or who have voted by e-mail, post or facsimile on other electronic means, in the prescribed form and such vote has been received by the Chamber office not less than 24 hours before the meeting at an Annual General Meeting, or at an Extraordinary General Meeting called partly or wholly for such purpose, excluding public holidays.

DISSOLUTION OF THE CHAMBER

7.2 The Chamber will be dissolved on the occurrence of any one of the following events:-

- (a) The Board of Directors recommends dissolution at a General Meeting and such recommendation is approved by not less than three quarters of all Ordinary Members.
- (b) The Chamber becomes or is adjudged by a Court of Law to be bankrupt.
- (c) The Minister of Commerce orders it to dissolve according to Section 43 of the Chambers of Commerce Act B.E. 2509 (1966), or any amendment or substitution thereof.

LIQUIDATION

7.3 If for any reason, the Chamber has to dissolve, the liquidation must be performed in accordance with the Chambers of Commerce Act B.E. 2509 (1966) or any amendment or substitution thereof.

7.4 Any property of the Chamber remaining after the liquidation will be given to a juristic entity or entities in Thailand for charitable purposes, with the approval of a simple majority of Ordinary Members at a General Meeting.

Appendix 1
Regulation

1. The maximum six year term described in Article 6.1 of the Constitution will commence from March 2007.

Leigh Scott-Kemmis

President
Australian-Thai Chamber of Commerce