

**Articles of Association**

**of**

**SWISS-THAI CHAMBER OF COMMERCE**

**Approved Version – Annual General Meeting, March 24, 2022**

Articles of association of the Swiss-Thai Chamber of Commerce are issued according to Section 13 of the Chamber of Commerce Act of 1966 and the Amendment of the Commerce Act 2007

The operations of the Swiss-Thai Chamber of Commerce shall be in accordance with Section 28 of the Chamber of Commerce Act 1966.

The Swiss-Thai Chamber of Commerce shall not take any actions provided for in Section 29 of the Chamber of Commerce Act of 1966.

**Chapter 1**

**Name, Address and Objectives**

**Article 1:** This Chamber of Commerce shall be named “SWISS-THAI CHAMBER OF COMMERCE”. Its office is situated at c/o Embassy of Switzerland, 35 North Wireless Road Lumpini, Pathumwan, Bangkok 10330

**Article 2:** The objectives of the Chamber shall be as follows:

- A. to promote the development of commerce and business between Thailand and Switzerland;
- B. to promote amity and goodwill between Thai and Swiss Businessmen;
- C. to cooperate with the Government Authorities of both Countries with the aim of supporting commerce;
- D. to provide assistance in matters relating to commerce, industry, finance and investment to the benefit and in the interest of Members;
- E. to provide assistance and services to Members and to other Business Organizations in Thailand and in Switzerland which are engaged in trade, industry, finance and investment;
- F. to support cooperation of Members with Government Authorities and Organizations in matters relating to commerce, industry, finance and investment;
- G. to publicize products and promote the sale of Thai and Swiss goods, and to provide information concerning commerce, industry, finance and investment.
- H. to collect trade statistics and information concerning commerce, industry, finance and investment with the intent of communication such information to Members; and
- I. to perform activities and provide a range of services with efficiency under the duties and objectives of the Chamber.

In the performance of duties of the Chamber according to the objectives as aforementioned, the Chamber shall not involve in any political matter.

## Chapter 2

### Members and Membership

**Article 3:** The Swiss-Thai Chamber of Commerce consists of Members of Thai Nationality, Swiss Nationality or other non-Thai Nationality who have domicile in Thailand. The majority of Members are natural persons of Swiss, or juristic persons of which partners, or shareholders holding more than one-half of its capital inclusive of that of branches registered only in Thailand, are of Swiss and are persons engaged in trading, services, liberal profession, industrial, agricultural, financial, economic or investment enterprises.

There shall be the following categories of Members:

- A. Ordinary Corporate Members
- B. Ordinary Individual Members
- C. Honorary Members
- D. Associate Members

- A. Ordinary Members are “juristic persons” of good reputation, engaged in trade, industry, agriculture, finance, economics or investments, domiciled or maintaining a performance office in Thailand.
- B. Ordinary Individual Members are “natural persons” of good reputation and acceptable to the Chamber, who engage in trade, services, liberal profession, industry, agriculture, finance, economics, or investment, domiciled in Thailand.
- C. Honorary Members are persons of high standing or patrons of the Chamber and/or have rendered unusual benefit to the Chamber.
- D. Associate Members are representatives of international organizations having office or place of business in Thailand, or natural or juristic persons of good reputation, but lacking qualifications required for becoming Ordinary Member, who have been accepted by the Board of Directors to become Associate Members.

Honorary Members and Associate Members shall be entitled to all the privileges of Ordinary Members, but they shall have no vote and they are not eligible to be elected to the Board of Directors.

**Article 4:** Only Ordinary Corporate and Ordinary Individual Members shall have the right to vote and shall be eligible to serve on the Chamber’s Board of Directors.

**Article 5:** Applications for Ordinary Membership shall be made in writing in a form provided by the Chamber. This application shall be submitted to the Board of Directors for consideration. The Board of Directors shall decide and inform its decision to the applicant whether he has been admitted as a member or not. If the Board of Directors approves an applicant for membership, such applicant shall become a Member only when payment of Membership dues for the 12-month period in advance has been duly made under article 38.

**Article 6:** A list showing the names of Members will be prepared and distributed to the Members at least once a year.

**Article 7:** The Chamber will maintain a Register of Members, which will be kept at the Chamber’s Office. The Register of Members shall contain the following particulars:

- A. Name and nationality of each Member;
- B. Name of enterprise(s) operated by Member, the type of business activity, and any other pertinent information;
- C. Addresses of residence and place of business of Member;
- D. Dates when Member was admitted to the Chamber

**Article 8:** Membership in the Chamber shall terminate:

- A. Upon death of the Member (in case of an Ordinary Individual Membership)
- B. Upon resignation of a Member; a Member wishing to resign has to send a registered letter at least one month before the next payment of the membership is due
- C. Upon termination of business
- D. Upon unanimous decision of the Board of Directors to terminate the membership
- E. Upon failure by the membership to pay membership dues within the time specified in the last paragraph of article 38

### **Chapter 3**

#### **Rights and Duties of Members**

**Article 9:** All Members have the right to ask the Chamber for advice and assistance in matters concerning trade, industry, finance, economics and investment, and are entitled to receive circulars, annual reports and other documents, as provided by the Chamber.

When a Member requires specialized and detailed information, or requests the Chambers' Office to undertake special research, the Chamber shall be ready to provide such services, but will charge costs incurred.

**Article 10:** All Members have the right to put forward comments and to give recommendations to the Board of Directors on matters concerning operation of the Chamber and on improvements of the chamber.

### **Chapter 4**

#### **General Meeting**

**Article 11:** "Ordinary General Meetings" shall be held annually within three months after the closing of the business year. Such meetings shall be called by the President to consider the results of the Chamber's operations, to adopt the balance sheet, to elect the Board of Directors and to nominate an auditor. Other General Meetings shall be called "Extraordinary General Meeting".

**Article 12:** An Extraordinary General Meeting can be called by the Board of Directors whenever it deems appropriate, or by the written request jointly signed by Ordinary Members of not less than one-fifth of the total numbers of Ordinary Members which must be submitted to the President. When receiving such a request, the President shall convene an Extraordinary General Meeting within 40 days.

**Article 13:** Notices for convening an Ordinary General Meeting or an Extraordinary General Meeting shall be given at least 30 days in advance. At least 20 percent of all Ordinary members whose names appear in the Register of Members shall be present, whether in person or by proxy pursuant to the second paragraph of this Article, at an Ordinary General Meeting or at an Extraordinary General Meeting in order to constitute a quorum. Resolution shall be carried by a vote in favor by majority of Members present in person or by proxy at the meeting.

At an Ordinary General Meeting or an Extraordinary General Meeting, an Ordinary Member may appoint another Ordinary Member as his proxy to attend the meeting and vote on his behalf, but no person may hold more than one proxy from a member.

The representative of the Ordinary Member shall sign the proxy.

The proxy shall be in the form prescribed by the Board of Directors and shall be deposited with the Chamber's Office or the Secretary at or before the commencement of the meeting.

**Article 14:** In case the number of members attending a meeting are insufficient to form a quorum, such meeting shall be postponed, and the Board of Directors shall convene a new meeting to be held within 15 days thereafter. When there is at such a second meeting again no quorum, the meeting shall proceed as if a quorum were constituted.

**Article 15:** All Ordinary Members must register at the Chamber's office, two authorized representative, namely one Permanent Representative and one Alternate Representative, Representatives of an Ordinary Member shall be entitled to attend a General Meeting, but only one Representative per an Ordinary Member shall be entitled to vote at the General Meeting on behalf of the Ordinary Member.

**Article 16:** The Chamber shall have a Board of Directors elected at the Annual Ordinary General Meeting for a term of two years by secret ballots, as provided for in articles 18 through 21.

The Board of Directors shall consist of at least 7 but no more than 15 Directors. The Board of Directors will include an Executive Committee comprising the President, Vice-Presidents, Honorary Treasurer, Executive Director and additional Executive Member. All Board of Directors must either be Permanent Representatives or Alternate Representatives of Ordinary Members of the Swiss-Thai Chamber of Commerce. The number of Board of Directors per Ordinary Corporate Member is limited to one. The majority of the Directors must be Swiss.

## **Chapter 5**

### **Election Procedures**

**Article 17:** Members must nominate names of candidates to be elected to the new Board of Directors. Such nomination shall be made in writing and submitted to the Chamber's Office or the Secretary at least four weeks prior to the date of the General Meeting. All nominations must be accompanied by a written consent that the candidate accepts such a nomination. In the written consent it needs to be indicated which positions the candidate is willing to accept:

- > any position on the Board of Directors
- > any position on the Board of Directors, except president
- > any position on the Board of Directors, except president and vice president

Such list of candidates will be published and distributed to all members three weeks prior to the Ordinary General Meeting and at the meeting after it has been ascertained that the proposed candidates fulfill the Chamber's requirements.

**Article 18:** Election shall be by secret ballot and the ballot papers shall be distributed at the meeting. Each of the Ordinary Members shall have only one vote. The election can also be conducted with electronic aids.

The election of the Board of Directors may also be carried out by ballots sent by prepaid registered mail with a return postal receipt to the Chamber for the attention of the Secretary, or delivered by hand to the Office of the Chamber, pursuant to which the Chamber will issue a receipt thereof at least 3 days prior to the date of the meeting. The ballots shall be in the form prescribed by the Board of Directors and shall be distributed by the Chamber only upon specific request by the Member.

The ballots mailed or hand-delivered to Chamber's Office or the Secretary under the preceding paragraph shall be carried to the meeting by the Director in charge and unsealed by the Election Supervision Committee at the time of counting the votes.

Votes by mail or pre-delivered ballots under paragraph three of this article shall automatically have no right to vote for election of the President and Vice-president and any other item of business on the agenda of that meeting.

**Article 19:** Upon expiration of the term of office of the Board of Directors, the Executive Director shall convene a General Meeting to pass a resolution appointing an Election Supervision Committee to conduct and supervise the validity of the ballots, and the counting of the ballots and to certify the results of the Annual Elections. This Committee shall be composed of four Members, neither of whom are candidates for election to the Board of Directors. The Election Supervision Committee has to prepare a certified record of the balloting. This record shall be kept at the Chamber's Office for at least one year.

**Article 20<sup>1</sup>:**

**Article 21:** The newly elected Board of Directors shall elect among themselves the President, Vice-Presidents, Treasurer and other positions.

## Chapter 6

### Operation of the Board of Directors

**Article 22:** The Board of Directors shall be responsible for the operation of the Chamber and shall represent the Chamber.

**Article 23:** The Board of Directors has the power to appoint sub-committees and any other persons to function under its supervision and responsibility in dealing with special problems which fall within the scope of the Chamber's activities.

**Article 24:** When the President or the Vice-President resigns, or is unable to perform his duties for any reason whatsoever, the Board of Directors shall appoint a Director as his replacement or his deputy as it may deem fit.

**Article 25:** The Board of Directors has the authority to appoint advisers.

**Article 26:** The Board of Directors shall retire as a group when

- a. its term of office has expired
- b. it is so ordered by the Ministry of Commerce under Section 40 of the Chamber of Commerce Act of 1966, or
- c. it is so resolved at a General Meeting by a minimum of two-thirds of the votes of all Ordinary Members present.

**Article 27:** Directors of the Board must retire personally when

- a. their term of office has expired
- b. their membership in the Chamber has been terminated as specified in article 8
- c. they are so ordered by the Minister of Commerce under Section 40 of the Chamber of Commerce Act of 1966
- d. it is resolved at a General Meeting by a minimum of two-thirds of the votes of all Ordinary Members present, or
- e. a member fails to attend three consecutive meetings without reasonable cause or fails to attend six accumulative meetings during the year unless the board agree otherwise.

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<sup>1</sup> Removed per decision at AGM on 25th of March 2021

## Chapter 7

### Management and Administration of the Chamber

**Article 28:** The Board of Directors shall appoint a Secretary to perform general management and administration of the activities of the Chamber in accordance with the By-Laws of the Chamber under the supervision of the Board of Directors.

**Article 29:** The Secretary shall attend the meeting of the Board of Directors and the General Meeting without voting right.

**Article 30:** The Secretary shall keep strict confidentiality and impartiality against anybody in order to maintain and guarantee the independence and neutrality of the Chamber.

## Chapter 8

### Duties and Directors

**Article 31:** The President shall represent the Chamber in external relations.. He shall preside at all meetings of the Board of Directors and the General Meetings. All juristic acts binding the Chamber shall be affixed with the signature of the President or Vice-President, provided that the same shall have also been approved by a resolution of the Board of Directors.

The President, or a past President being an active member on the Chamber's Board of Directors, is the representative of the Swiss-Thai Chamber of Commerce on the Board of Trade of Thailand. If necessary the election of the representative will be by majority vote of the Board of Directors.

**Article 32:** In the absence of the President, the Vice-President shall have the same powers and duties as the President.

**Article 33:** The Secretary shall co-operate with the Executive Director in keeping a completed record of the General Meetings and the meetings of the Board of Directors.

**Article 34:** The Treasurer shall be a Director of the Chamber and be responsible for and control all receipts and expenditures of monies of the Chamber. Two of the following three positions; Treasurer, President and Executive Director shall jointly sign all cheques and financial papers.

## Chapter 9

### Board of Directors' Meeting

**Article 35:** The President of the Chamber shall convene a Board of Directors meeting at least once a month, unless the board of directors decide otherwise, the President must convene a special meeting of the Board of Directors at the joint request of at least 5 Directors.

**Article 36:** At least one-half of the numbers of all Directors present at a meeting shall constitute a quorum. All resolutions of the meeting shall be by majority of votes. In case of an equality of votes, the President shall have the casting vote.

**Article 37:** If the President is absent or is unable to attend a meeting of the Board of Directors, or a General Meeting, the Vice-President shall preside over such meeting. If the Vice-President is also absent or is unable to attend, the Board of Directors shall elect one of its members to preside at the particular meeting.

## Chapter 10

### Dues

**Article 38:** All Members of the Chamber must pay membership dues as fixed from time to time by the resolution of the General Meeting.

Honorary Members shall be exempted from payment of all fees and dues. The membership dues must be paid to the Chamber for the period of twelve months in advance. Bills for membership dues and fees be sent out within the first fifteen days of January of each year. A reminder letter therefore will be sent 6 weeks after the date of sending the bill.

If a Member fails to pay the dues within two months after the date of sending the warning letter, the Board of Directors shall have the right to revoke the membership of the Member.

## Chapter 11

### Finance

**Article 39:** The Chamber's fiscal year shall be the calendar year commencing from January 1st and ending on December 31st.

**Article 40:** The Chamber's Accounts must be audited every year by an auditor appointed at the Ordinary General Meeting. Audited statements of account and the balance sheet of the Chamber must be submitted to the Ordinary General Meeting for consideration and adoption by members, and must be emailed by the Chamber at least seven days prior to such General Meeting to the Members.

**Article 41:** The Chamber may seek supplementary funds by accepting contribution from third parties and from Members for the purpose of carrying out the Chamber's operation and achieving its objectives.

## Chapter 12

### Amendment of articles of association and Dissolution of the Chamber

**Article 42:** An amendment of the articles of association can be made at an Ordinary General Meeting or at an Extraordinary General Meeting called solely for this purpose under Article 13.

**Article 43:** In case the Chamber is dissolved for whatever causes, and if there is any assets remaining after the liquidation such assets shall be transferred as determined by the resolution of the General Meeting.