

**CONSTITUTION
OF
THE THAI-NEW ZEALAND CHAMBER OF COMMERCE**

**Chapter 1
General Provisions**

Name of the Chamber

1.1 The name of this chamber shall be “Thai-New Zealand Chamber of Commerce,” hereinafter referred to as the “Chamber.”

Office of the Chamber

1.2 The office of the Chamber is located at:
173/18, 17th Floor, Asia Center Building, South Sathorn Road, Thungmahamek Sub-District,
Sathorn District, Bangkok 10120
Tel. 02-670-8088 ext. 111

Seal of the Chamber

1.3 The seal of the Chamber shall be as follows:



**Chapter 2
Objectives**

The objectives of the Thai-New Zealand Chamber of Commerce are as follows:

2.1 To promote and develop commerce between Thailand and New Zealand.

2.2 To issue certificates of origin, certify translations, cooperate with Thai and New Zealand government agencies in establishing product quality standards, organize trade exhibitions, and act as arbitrator in commercial dispute resolution between businesspersons of Thailand and New Zealand.

2.3 To provide advice, recommendations, and assistance to members and other institutions in Thailand and New Zealand that conduct business in commerce, industry, agriculture, and investment.

2.4 To promote commercial relations between members and governmental or other institutions of Thailand and New Zealand relating to commerce, industry, agriculture, tourism, and investment.

2.5 To disseminate and promote the products and cultures of Thailand and New Zealand, and to provide commercial, industrial, and financial information services.

2.6 To undertake and support activities for the benefit of members and to provide services within the Chamber's mandate without political involvement.

2.7 To engage in any other activities that are lawful and necessary or appropriate to achieve the aforementioned objectives.

Chapter 3

Membership

Composition of Membership

3.1 Ordinary members of the Chamber must have residence in Thailand. A majority of members shall consist of natural persons of New Zealand nationality or other nationalities, or juristic persons in which persons of New Zealand or other nationalities hold more than half of the capital, including branches in Thailand of foreign-registered entities. Such persons must be engaged in commerce, industry, finance, tourism, or economic activities.

Categories of Membership

3.2 Membership is divided into three categories:

- Ordinary Members
- Associate Members
- Honorary Members

Ordinary Members

3.3 Ordinary members shall be natural persons, juristic persons registered in Thailand, or branches of foreign-registered entities which the Board of Directors deems supportive of and beneficial to achieving the Chamber's objectives.

Associate Members

3.4 Associate members shall be natural or juristic persons possessing the same qualifications as ordinary members but who do not wish to become ordinary members.

Honorary Members

3.5 Honorary members shall be persons who have brought, or may bring, honour and distinction to the Chamber. Such persons are nominated by the Board and elected for a term of 12 months by a majority vote of ordinary members at any meeting of the Chamber. Honorary members shall have all rights of ordinary members except the right to vote or hold office, and shall be exempt from membership fees.

Application and Admission

3.6 Applicants must submit an application in the form prescribed from time to time and provide required details.

3.7 Applications shall be submitted to the next meeting of the Board. Approval requires a majority vote of Board members present.

3.8 Applicants must submit the application together with the annual subscription and registration fee. Upon approval, applicants shall be notified within 30 days and membership shall commence on the date the Board approves the application. If rejected, all fees shall be refunded.

Resignation

3.9 A member wishing to resign must notify the Chamber in writing at least one month before the next subscription due date. No partial fees shall be refunded.

Removal of Members

3.10 The Chamber may remove a member or its representative who behaves inappropriately or whose continued membership may bring disrepute to the Chamber. Removal requires a two-thirds (2/3) vote of the Board. Such proposal must be raised at an Annual General Meeting or an Extraordinary General Meeting convened for that purpose. The concerned member or representative must be notified in writing at least 14 days prior to the meeting.

Representatives of Members

3.11 When applying for membership, a juristic person shall appoint its representative to the Chamber by specifying the name and address of such representative in the application form. The representatives should consist of one (1) primary representative and one (1) alternate representative. If the member wishes to change its representative, it may do so by notifying the Chamber in writing and providing the name and address of the new representative or alternate representative at the same time.

3.12 The primary representative and the alternate representative may attend any meeting of the Chamber; however, they shall collectively be entitled to only one (1) vote. Only one of the representatives shall be eligible for election to the Board of Directors.

3.13 A juristic person member shall be responsible for all membership fee payments.

Termination of Membership

3.14 Membership shall cease under the following circumstances:

- (a) Death (for natural persons) or dissolution (for juristic persons)
- (b) Loss of qualifications under Clauses 3.3 or 3.4
- (c) Resignation in writing
- (d) Bankruptcy
- (e) Incompetency or quasi-incompetency declared by court
- (f) Removal by Board resolution under Clause 3.10
- (g) Failure to pay fees for 90 days after due date

Membership Register

3.15 A membership register shall be kept at the Chamber's office in accordance with Section 33 of the Chamber of Commerce Act B.E. 2509 (1966) and amendments.

Rights and Duties of Members

3.16 (a) Within the scope of the Chamber's objectives and for the convenience of members, each member is entitled to receive advice or assistance relating to commerce and economic matters. The Chamber may charge service fees for any special services requested by members.

(b) Members have the right to express opinions, provide recommendations to the Board of Directors, and propose motions for inclusion in the agenda of the Chamber's meetings.

(c) Members shall comply with all regulations and rules issued under this Constitution, including any amendments thereto.

(d) Members shall not refer to their membership in the Chamber or use the Chamber's logo on business cards, letterheads, or in connection with their business activities without the express written permission of the Board of Directors.

(e) Members should support and promote the activities of the Chamber.

(f) Members must notify the Secretary-General of the Chamber in writing of any change of address or other necessary details within thirty (30) days from the date of such change.

Chapter 4

Membership Fees and Registration Fees

Fees

4.1 Ordinary and associate members shall pay registration fees and annual membership fees at rates determined by the Board. The Board may at its discretion exempt any member from such fees.

Additional Fees

4.2 The Board may impose additional fees subject to approval by members at an Annual General Meeting or an Extraordinary General Meeting convened for that purpose.

Chapter 5

Meetings of the Chamber

General Meetings

5.1 The Annual General Meeting shall be held in October each year to approve the minutes of the previous AGM, consider the annual report of the Board on the Chamber's business and activities, approve the balance sheet, elect new Board Members, appoint the auditor, and consider other necessary matters.

5.2 All members shall be notified of the date, time, and venue of the Annual General Meeting, together with the meeting agenda, at least seven (7) days prior to the meeting. Such notice shall be deemed duly given if sent by postal mail to the member's address as recorded in the Chamber's register.

5.3 The Board of Directors or one-third of the ordinary members may, at any time, request that an Extraordinary General Meeting be convened. In such case, members shall be notified at least fourteen (14) days in advance of the meeting, including the purpose and matters to be considered at such meeting.

5.4 A quorum shall consist of not less than one-fifth of the ordinary members present in person or represented by proxy. If, after thirty (30) minutes from the scheduled time, a quorum is not present, the meeting shall be adjourned for seven (7) days. If the date, time, and venue remain the same, no further notice to members is required. The reconvened meeting shall proceed regardless of the number of members present.

5.5 Only ordinary members have the right to vote, and each ordinary member shall be entitled to one vote. Voting at General Meetings shall be conducted openly by a show of hands unless the Chairperson of the meeting or not less than one-fourth of the members present request a secret ballot.

5.6 Voting by proxy shall be permitted if authorized in writing. No member may act as proxy for more than five (5) members. Proxy forms shall be in the format prescribed by the Board from time to time or otherwise specially accepted.

5.7 Resolutions at the Annual General Meeting shall be passed by a majority vote of members present in person or by proxy, unless otherwise specified in this Constitution. In the event of a tied vote, the Chairperson of the meeting shall have the casting vote.

5.8 The President of the Chamber shall preside as Chairperson at the Annual General Meeting. If the President is unable to attend, the Vice President shall preside. If both are unable to attend, the Board shall appoint a Board Member to serve as Chairperson. If no Board Member is present, an ordinary member shall be appointed to preside at the meeting.

Chapter 6

Management

Appointment of the Board of Directors

6.1 The Board of Directors elected annually by the ordinary members at the Annual General Meeting shall manage the affairs of the Chamber. Retiring Directors are eligible for re-election.

The Board shall consist of not fewer than eight (8) and not more than ten (10) Directors. A majority of the Directors shall be nationals of New Zealand and/or Thailand. Directors shall not be personally liable for any act or omission carried out in the performance of their duties, unless such act or omission is committed fraudulently or with wrongful intent.

6.2 Ordinary members wishing to stand for election as Directors must submit their written consent. If unable to attend the Annual General Meeting in person, candidates must be duly nominated and seconded. Candidates receiving the highest number of votes in descending order shall be elected to the Board. In the event of a tie, the result shall be determined by drawing lots.

6.3 The Board shall elect from among its members:

- one (1) President,
- two (2) Vice Presidents,
- one (1) Honorary Treasurer, and
- any other positions deemed necessary.

6.4 A retiring Director shall be eligible for re-election unless otherwise disqualified under Sections 26 or 40 of the Chamber of Commerce Act B.E. 2509 (1966) or any amendments thereto.

Vacation of Office

6.5 A Director shall vacate office upon any of the following:

- (a) Completion of the term of office
- (b) Resignation with the approval of the Board
- (c) Cessation of membership of the Chamber, whether as an individual or juristic person
- (d) Final court judgment pursuant to the Chamber of Commerce Act B.E. 2509 (1966) or amendments
- (e) Removal by order of the Minister of Commerce under Section 40 of the same Act
- (f) Removal by resolution of an Extraordinary General Meeting convened for that purpose
- (g) Failure to attend three (3) consecutive Board Meetings (except the President, who is exempt from this condition)

Filling of Casual Vacancies

6.6 If a Director's position becomes vacant for any reason other than expiration of term, the General Meeting may appoint an ordinary member to fill the vacancy. The newly appointed Director shall hold office for the remainder of the term of the Director being replaced.

Quorum

6.7 A quorum of the Board shall consist of not less than one-half of the Directors, attending in person or via teleconference.

Board Resolutions

6.8 Decisions of the Board shall be made by majority vote of Directors present. In the case of a tie, the Chairperson shall have the casting vote.

Chairperson of Board Meetings

6.9 The President shall preside at Board Meetings. If the President and the Vice President are absent, the Board shall select one of the Directors present to preside at that meeting.

Board Meetings of the Chamber

6.10 Board Meetings shall be held at least once every two months. The President, the acting President, or at least five (5) Directors may call a special meeting at any time. Guests and experts may be invited to attend Board Meetings from time to time, but they shall have no voting rights.

Handover of Duties

6.11 Upon election of a new Board, the outgoing Board shall hand over duties within thirty (30) days from the election date. Handover may proceed only after the new Board has been registered with the Central Chamber Registrar. Until registration is completed, the outgoing Board shall remain in office.

Powers and Duties of the Board

6.12 The Board shall have the following powers and duties:

- (a) To manage and administer the affairs and assets of the Chamber in accordance with these Regulations and resolutions of the General Meeting
- (b) To appoint Directors to various positions within the Chamber
- (c) To publish and distribute rules and amendments relating to the Chamber for the benefit of members
- (d) To make decisions regarding employment or removal of employees and advisors of the Chamber
- (e) To appoint Directors authorized to sign documents on behalf of the Chamber
- (f) To adopt resolutions without a meeting, provided they are approved in writing by a majority of the Directors
- (g) To appoint subcommittees composed of Directors and/or other members to undertake activities or business of the Chamber, under the supervision of the Board. Each subcommittee must include at least one (1) Director.

Powers and Duties of Officers

6.13 (a) President

The President shall oversee the operations of the Chamber, act in the best interests of the Chamber, represent the Chamber externally, and serve ex officio on all subcommittees. The President or the Vice President shall sign jointly with another Director on documents binding the Chamber.

(b) Vice President

The Vice President shall act on behalf of the President when the President is absent.

(c) Honorary Treasurer

The Honorary Treasurer shall be responsible for managing the Chamber's finances and performing any other duties assigned by the Board.

(d) Executive Directors

The President may appoint Executive Directors, subject to Board approval, to manage the general affairs of the Chamber in accordance with its objectives. Actions taken by Executive Directors shall be deemed actions of the Board.

(e) Master of Ceremonies

The President (or the Vice President in the President's absence) and Executive Directors may appoint any person to serve as the Chamber's Master of Ceremonies.

Chamber Finances

6.14 Funds of the Chamber shall be deposited in a commercial bank in the name of the Chamber and/or with a financial institution approved by the Board.

Chapter 7

Amendments, Dissolution, and Liquidation

Amendment of Regulations

7.1 Amendments to these Regulations require a majority vote of ordinary members attending in person or by proxy at an AGM or EGM convened for this purpose.

Dissolution of the Chamber

7.2 The Chamber may be dissolved under any of the following circumstances:

- (a) A proposal by the Board approved by not less than three-fourths of all ordinary members
- (b) Bankruptcy
- (c) An order of the Minister of Commerce under Section 43 of the Chamber of Commerce Act B.E. 2509 (1966) or amendments

Liquidation

7.3 In the event of dissolution, liquidation shall proceed under the Chamber of Commerce Act B.E. 2509 (1966) and amendments. Remaining assets shall be transferred to one or more charitable juristic persons as approved by the AGM.