

(Translation)



Department of Business Development
Ministry of Commerce

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Danish-Thai Chamber of Commerce

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submitted by the Chamber of Commerce

-Signed-

(Mrs. Wilawan Sittisombat)
Competent Official

**REGULATIONS
OF
DANISH-THAI CHAMBER OF COMMERCE**

Final Regulations

-Signed-

(Mrs. Pornthip Sangsrikaew)
Commercial Technical Officer,
Professional Level
31st July 2015

Clause 1: Name

This Chamber of Commerce shall be called in the English language as “Danish-Thai Chamber of Commerce” (DTCC) or known in the Thai language as “หอการค้าเดนมาร์ก-ไทย” and hereinafter called “Chamber of Commerce”.

Clause 2: Office

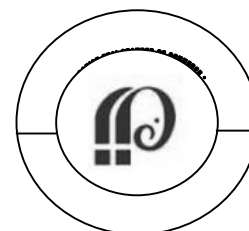
The Head Office of the “Chamber of Commerce” is located at No.34 Phayathai Building B., 5th Floor (Parking Building), Phayathai Road, Thung Phayathai Sub-district, Ratchathewi District, Bangkok 10400.

**CHAPTER 1:
OBJECTIVES**

Clause 3: Objectives

The “Chamber of Commerce” has its objectives, as follows:

- 1) To promote and develop trading, industry, agriculture, finance and economics between Thailand and Denmark;
- 2) To promote cooperation and good relationship between Thai and Danish businessmen;
- 3) To give assistance on trading, industry, agriculture, tourism and investment for the benefit of members; and to promote research and survey work;
- 4) To support and give assistance to members in issuing certificates of sources of goods and to certify the correction of translations and to cooperate with the Thai and Danish authorities in the quality control of goods for organization of trade fair; and to function as an arbitrator to settle trade disputes between Thai and Danish businessmen;
- 5) To give advice, recommendations and assistance to members and other organizations in Thailand and Denmark jointly operating the trading, industry, agriculture or investment;



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- 6) To promote trade relations between members and the authorities or other organizations in Thailand and Denmark on matters relating to trade, industry, commerce, agriculture, tourism and investment;
- 7) To disseminate and promote Thai and Danish goods and culture; and to provide data relating to commerce, industry and finance;
- 8) To collect and disseminate trading statistics and data relating to commerce, economy, industry and investment;
- 9) To promote any activities useful to members; and to arrange any services to be properly provided by the “Chamber of Commerce” without any involvement with politics;
- 10) To carry out other potential and lawful activities in order to achieve the above-mentioned objectives;

CHAPTER 2: MEMBERS AND MEMBERSHIP

Clause 4: Elements of Members

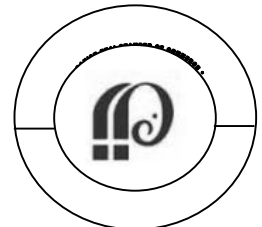
Members of the “Chamber of Commerce” must be domiciled in the Kingdom of Thailand; and the majority of members are Danish natural persons or juristic persons; and Danish citizens are partners or shareholders holding shares of more than one half of the total capital of such juristic persons, including branches in Thailand of such juristic persons registered in foreign countries and those parties jointly operating businesses in branches of trade, industry, finance, tourism or economic activities.

Clause 5: Types of Members

Membership shall be divided into 3 types:

- Ordinary members;
- Associate members;
- Honorary members;

Ordinary members shall be natural persons or juristic persons registered in Thailand or branches of juristic persons registered in foreign countries operating enterprises in trade, industry, finance or economy.



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Associate members shall be natural persons or juristic persons acceptable to the “Chamber of Commerce” and not intending to be enrolled as ordinary members.

Honorary members shall be persons whom the Executive Committee has deemed acceptable or bringing about prestige or privileges to the “Chamber of Commerce”. Honorary members may be recruited by means of special invitations from the Executive Committee only. Honorary members shall have all rights of ordinary members, except for the voting rights or assuming duties of members of the Board of Directors, and shall be exempted from payment of membership fees.

Clause 6: Application for Membership of the Chamber of Commerce

An applicant for membership must file an application as per the prescribed form.

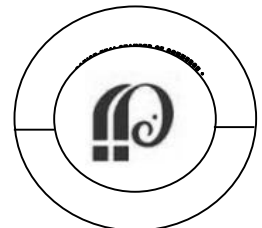
Applicants shall be proposed to the Executive Committee in the next meeting and may be approved when the Executive Committee has passed its resolution with the majority votes of its members attending the meeting. When recruited as members of the “Chamber of Commerce”, applicants shall be notified for acknowledgment within 15 days; and on the same date thereof, applicants shall be collected advance payment as registration fees and membership fees. After having paid such registration fees and membership fees, applicants shall become members of the “Chamber of Commerce”. Applications shall be disqualified, in case, such registration fees and membership fees have not been paid within 30 days after applicants have been notified thereof.

Clause 7: Representatives of Members

Each juristic person who has applied for membership of the “Chamber of Commerce” must specify the names and addresses of its representatives in an application for membership of the “Chamber of Commerce” submitted to the “Chamber of Commerce”, consisting of primary representatives and secondary representatives (optional). Members may replace its representatives by giving a written notice thereof and a notice of names and addresses of several representatives newly proposed.

Primary representatives and secondary representatives may attend meeting of the “Chamber of Commerce” but either of them shall have the voting rights; and only one representative shall be eligible for recruitment into the Executive Committee. Moreover, members should attempt to assign their representatives to attend all meetings and such representatives should be considerably high-ranked.

Member organizations shall be responsible for full payment of membership fees.



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Clause 8: Termination of Membership

Membership of the “Chamber of Commerce” shall be terminated by the following causes:

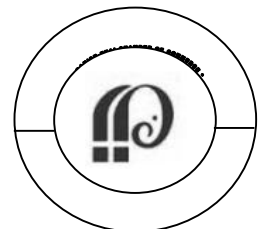
- a) Death (in case, such member is a natural person) or dissolution or discontinuance of membership (in case, such member is a juristic person);
- b) Disqualification under Section 7;
- c) Resignation with written notification to the “Chamber of Commerce”;
- d) Be adjudged bankrupt;
- e) Be adjudged incapacitated or incompetent;
- f) By a resolution of the general meeting;
- g) By a resolution of the Executive Committee’s meeting, passed by at least two-third of the total directors to revoke the membership, in case, such membership has caused or brought about the impairment to the good image of the “Chamber of Commerce”;

In case, any member is in arrears with payment for more than 30 days, such member shall receive a warning; and in case, such balance of payment has not yet been settled, such member shall be dismissed from the “Chamber of Commerce”.

CHAPTER 3: RIGHTS AND DUTIES OF MEMBERS

Clause 9: Rights and Duties of Members

- a) Within the scope of objectives of the “Chamber of Commerce” and facilities, members shall be entitled to request for advice and assistance on trading and economic matters; and the “Chamber of Commerce” may impose reasonable fees for particular or special services as requested by members;
- b) Members shall be entitled to give opinions or advice to the Executive Committee and to propose a motion in a meeting of the “Chamber of Commerce”;
- c) Members shall comply with this Constitution and any regulations issued in accordance herewith and any amendments hereof and documents related hereto;
- d) Members shall support and promote activities of the “Chamber of Commerce” and shall well operate their own businesses and affairs;
- e) Members shall, in writing, notify the Secretary-General of the “Chamber of Commerce” of any change of addresses or other related details within 15days after such changes;





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Clause 10: Registration

Register of members under the Chamber of Commerce Act B.E.2509 (A.D.1966) shall be kept at the Office of the “Chamber of Commerce”; and a copy thereof shall be sent to the BMA Registrar of Chamber of Commerce; whereas, the register of members shall have the following contents:

- 1) Names and nationalities of members;
- 2) Business names and business types;
- 3) Locations of the offices of members;
- 4) Date of admission;

CHAPTER 4: MEMBERSHIP FEES AND REGISTRATION FEES

Clause 11: Membership Fees and Registration Fees

Ordinary members and associate members shall pay such membership fees, registration fees and annual fees as prescribed from time to time by resolutions of the General Meeting.

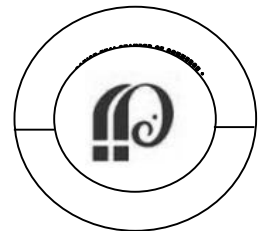
Clause 12: Collection of Additional Fees

The Executive Committee has its powers to collect additional fees from members when such motions have been approved by members attending the Annual General Meeting or extraordinary general meetings summoned for such purpose.

CHAPTER 5: THE EXECUTIVE COMMITTEE

Clause 13: The Executive Committee

One committee shall be established to manage works in accordance with objectives of the “Chamber of Commerce” and to represent the “Chamber of Commerce” in businesses in connection with the third parties. The Committee shall consist of 7-11 ordinary members elected by the General Meeting.



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The election of the Committee shall be voted by ballots. Candidates who obtained the highest votes shall be elected as directors according to the number of directors prescribed in Paragraph 1. In case, candidates obtained equal votes for the last position of director in such term, the General Meeting shall pass its resolution again only for those who obtained equal votes. In case, it appears that candidates still obtained equal votes, it shall be decided by drawing lots.

Two reserve members shall be selected to fill casual vacancies of directors.

One member of the Committee of the “Chamber of Commerce” shall be elected as the Chairman of the “Chamber of Commerce” and other members shall be elected to assume other positions as it may think fit and powers and duties thereof shall also be prescribed.

In an ordinary meeting of each year, one-third of the total number of directors shall be released from office; or in case, the number of directors may not be divided into 3 equal parts, the nearest rounding number to one-third of directors shall be released from office. Directors who have longest been in office shall be released from office. In case, there are two or more directors in office for equal period of time and it may not be decided whoever shall be among one-third of the total number of directors who have longest been in office, then, those directors shall agree among them whoever shall be released from office; whereas, the retiring directors may be reelected.

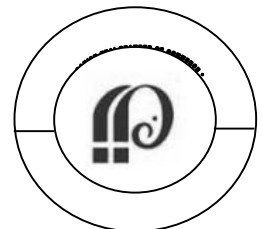
Clause 14: Assumption of Duties by the Executive Committee

When a new committee has been elected, the Committee which has been released from office shall file an application for registration of a new committee to the BMA Registrar of Chamber of Commerce within 30 days as from the date of election thereof and shall hand over duties to the new committee within 30 days as from the date when the BMA Registrar of Chamber of Commerce has approved and accepted the registration thereof.

In the event that the BMA Registrar of Chamber of Commerce has not yet approved and accepted the registration of the new committee; and the Committee which has been released from office has not yet handed over duties under Paragraph 1, the Committee which has been released from office shall still have powers and duties of business management of the “Chamber of Commerce” until the BMA Registrar of Chamber of Commerce shall have approved and accepted the registration of the new committee; and such new committee has assumed its duties.

The Executive Committee shall summon at least one meeting in every 2 months and shall prescribe its meeting agenda; whereas, the Chairman or at least 4 directors may summon additional meetings at any time.

Behaviours and all decisions of the Executive Committee shall be made by the majority votes; and in case of equal votes, the Chairman shall have a casting vote. The Chairman shall be responsible for summoning a meeting and preparing meeting agenda.





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Clause 15: The Executive Committee shall cease to assume the office by any of the following causes:

- a) Expiry of the term in office;
- b) Resignation as approved by the Executive Committee;
- c) Termination of personal membership of the Executive Committee or membership of juristic persons represented by them;
- d) Being punished by the final judgment of the Court under the provisions of the Chamber of Commerce Act B.E.2509 (A.D.1966) or any amendments or replacements thereof;
- e) Being ordered by the Minister of Commerce to be released from office under the provisions of Section 40 of the Chamber of Commerce Act B.E.2509 (A.D.1966) or any amendments or replacements thereof;
- f) In case, the motion has been approved by the extraordinary general meeting summoned for the purpose that any or all members of the Executive Committee shall be released from office;

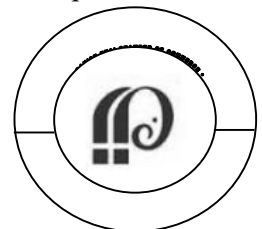
**CHAPTER 6:
ANNUAL ORDINARY MEETINGS**

Clause 16: Ordinary Meetings

Annual ordinary meetings shall be convened every year within 120 (one hundred and twenty) days after the last date of the financial year of the “Chamber of Commerce” for:

- 1) Adoption of minutes of the last annual ordinary meeting;
- 2) Consideration of the annual report of the Executive Committee relating to businesses of the “Chamber of Commerce”;
- 3) Consideration and approval of balance sheets;
- 4) Election of the Executive Committee in the year of retirement by rotation as per the rules explained in Clause 13;
- 5) Operation of any other possible businesses;

An extraordinary meeting may be summoned by the Executive Committee or by at least 10 (ten) ordinary members; all members shall be notified of the date, time and venue of the Annual General Meeting for at least 20 (twenty) days before the date of the meeting, including the meeting agenda and minutes of the last meeting; whereas, the number of members attending the meeting shall constitute a quorum.



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Clause 17: Casting of Votes in the General Meeting

The casting of votes shall be made by ballots; and resolutions of the General Meeting shall be included in the minutes of the meeting according to the number of votes of members attending the meeting in person or by proxies. In case of equal votes, the Chairman shall have a casting vote.

Only ordinary members shall be entitled to cast votes; and one ordinary member shall be entitled to cast only one vote. Any member may cast vote by a proxy who has been authorized in writing. A form shall be used as a tool for appointment of a proxy, which shall be carried out according to the methods prescribed by the Executive Committee from time to time or in some acceptable cases.

Members shall not be entitled to cast their votes unless the membership fees have been fully paid.

Chairman of the "Chamber of Commerce" shall preside over the General Meeting of the "Chamber of Commerce". In case, the Chairman is absent, the Vice Chairman shall act on his/her behalf.

Clause 18: Meetings with the Embassy of Denmark

The Executive Committee shall convene regular meetings with representatives of the Embassy of Denmark to discuss matters of common interest. The Embassy shall be in the capacity of an observer and shall be invited to attend monthly meetings.

CHAPTER 7: FINANCE OF THE CHAMBER OF COMMERCE

Clause 19: Finance of the Chamber of Commerce

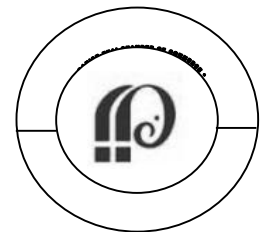
All monies shall be collected and kept in the name of the "Chamber of Commerce" at any commercial bank and/or deposited with a financial institution approved by the Executive Committee.

The financial year shall be based on the solar calendar.

Accounts of budgets and annual balance sheets shall be proposed to the Executive Committee in January and to all members in the Annual General Meeting.

The "Chamber of Commerce" shall send a copy of the annual operating report together with the audited balance sheets to the BMA Registrar of Chamber of Commerce within 30 (thirty) days after the General Meeting.

Both reports shall be kept at the "Chamber of Commerce" for members' access.



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CHAPTER 8: AMENDMENT OF THE REGULATIONS

Clause 20: Amendment of the Regulations

These Regulations may be amended by a motion passed by the majority votes of ordinary members attending, in person or by proxies, the annual ordinary meeting or the extraordinary general meeting summoned for this purpose only.

CHAPTER 9: DISSOLUTION OF THE CHAMBER OF COMMERCE

Clause 21: Dissolution of the Chamber of Commerce

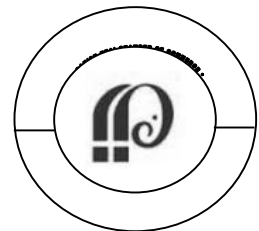
The “Chamber of Commerce” may be dissolved by any of the following causes:

- 1) When the General Meeting has passed its resolution to dissolve the “Chamber of Commerce”, with votes equal to at least three-fourth of the total number of ordinary members and/or proxies (if any) attending the Meeting;
- 2) When the “Chamber of Commerce” is bankrupted.
- 3) When the Minister of Commerce has issued an order to dissolve the “Chamber of Commerce” under Section 43 of the Chamber of Commerce Act B.E.2509 (A.D.1966).

Clause 22: Liquidation

In case, the “Chamber of Commerce” has been dissolved by any reason whatsoever, the liquidation shall be made under the provisions of the Chamber of Commerce Act B.E.2509 (A.D.1966) or any amendments or replacements thereof.

The balance of assets of the “Chamber of Commerce” after the liquidation shall be given to juristic organizations or organizations in Thailand for charitable purposes as approved by the General Meeting.



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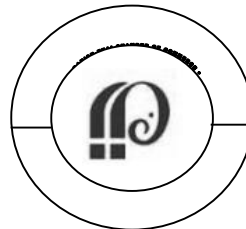
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COMPARISON OF REGULATIONS

Clause 2 (Office)

Old Regulations		New Regulations	
Clause 2 “Office”	Head Office of the “Chamber of Commerce” shall be located at No. 34 Phayathai Building B., 5 th Fl. (Parking Building), Phayathai Road, Thung Phayathai, Ratchathewi, Bangkok 10400.	Clause 2 “Office”	Head Office of the “Chamber of Commerce” shall be located at No. 34 CP Tower 3, 9 th Fl., Tower A., Phayathai Road, Thung Phayathai, Ratchathewi, Bangkok 10400.



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