

**Articles of Association
of
Thai Tuna Industry Association**

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Background of Thai Tuna Industry Association

Initially, in 1970, delicatessen producing companies had perceived the benefits from cooperation to upgrade the quality of delicatessens and exchange of information on production and marketing; therefore, they established Thai Food Processors' Association. The first Ordinary Meeting was held upon November 21, 1970. Subsequently, there had been tuna producing companies to join membership, until the Ministry of Commerce promulgated the Notification on Determination of Measures to Regulate the Exportation (No. 30) B.E.2528 (1985) upon January 30, 1985 and came into full force and effect since February 11, 1985. Consequently, it is expedient to establish a Canned Tuna Producing Group under Thai Food Processors' Association since February 15, 1985 to be flexible for operating a variety of activities as directly beneficial to canned tuna producers.

Since then, canned tuna goods exportation has expanded more than ever and there were also increase in problems and objectives of the international rules and regulations in a consecutive manner. Thus, to be flexible for operation and maximize the efficiency, based upon the cooperation from Thai tuna producers for pushing 4 aspects of policy of tuna industry; namely, food safety, use of sustainable fishery resources, labor ethics, and negotiation to reduce trading and technical obstacles, to be accepted by the domestic and international trading negotiation stages, tuna producing group meeting, there was a resolution to approve the establishment of Thai Tuna Industry Association by taking the registering action with Department of Business Development upon July 25, 2013 and acquired the License from the Trade Association upon July 29, 2013, Registration No. 0109556000835.

16 Companies Joining Establishing the Association

Initially, there are 16 companies joining the establishment and subscription to be the members of Thai Tuna Industry Association, as follows:

- (1) Thai Union Manufacturing Co.,Ltd.
- (2) Thai Union Frozen Products Public Co.,Ltd.
- (3) Songkla Canning Public Co., Ltd.
- (4) Unicord Public Co., Ltd.
- (5) I.S.A. Value Co, Ltd.
- (6) Southeast Asian Packaging and Canning Co., Ltd.
- (7) Chotiwat Manufacturing Co., Ltd.
- (8) Pataya Food Industries Ltd.
- (9) S.K. Foods (Thailand) Public Co., Ltd.
- (10) Tropical Canning (Thailand) Public Co., Ltd.
- (11) R.S. Cannery Co., Ltd.
- (12) Golden Price Canning Co., Ltd.
- (13) S.P.A. International Food Group Co., Ltd.
- (14) MMP International Co., Ltd.
- (15) Siam International Food Co., Ltd.
- (16) Asian Alliance International Co., Ltd.

Whereby there were 6 representatives from 6 companies to be agents in operating and registering the establishment of Thai Tuna Industry Association on Thursday, July 25, 2013 at Department of Business Development, as follows:

- (1) Southeast Asian Packaging and Canning Co., Ltd.
Khun Nat Onsri
- (2) Thai Union Manufacturing Co., Ltd.
Khun Narin Niruttinanon
- (3) Pataya Food Industries Ltd.
Khun Vichai Koranapakorn
- (4) Chotiwat Manufacturing Co., Ltd.
Khun Somnuek Chotwattanaphan
- (5) Unicord Public Co., Ltd.
Khun Amornphan Aramwattanon
- (6) Asian Alliance International Co., Ltd.
Khun Aphichai Sri-arunlak

Visions and Missions of the Association

Visions:

1. Sustainable growth of Thai tuna industry;
2. Comply with universal requirements, rules, and regulations as accepted by customers around the world in more than 200 countries.

Missions:

1. To promote sustainable use of aquatic animals, in particular tuna and lawful fishery;
2. To promote quality inspection systems of both private and public sectors to ensure that the tuna products have high protein and are safety;
3. To conform to Thai and universal requirements, rules, and regulations, including to negotiate and minimize the trade obstacles on taxes and non-taxes;
4. To promote and support ethics in treating labors;
5. To maximize developing the raw materials resource in the category of tuna on quantity and quality, both domestic and overseas so imported into Thailand;
6. To be a hub of cooperation in exchange of information beneficial to raw materials and markets.

Articles of Association of Thai Tuna Industry Association

This Trade Association is established under the Trade Association Act, B.E.2509 (1966) under the supervision of the Trade Association Registration Office, Bangkok Metropolis.

Chapter 1 General Provisions

Article 1 Name of the Trade Association Act

This Trade Association is named "Thai Tuna Industry Association," written in English characters that "Thai Tuna Industry Association," called in English that "Thai Tuna Industry Association," The word "Association," is hereinafter referred to as "Thai Tuna Industry Association,"

Article 2 Office of the Association

Located at No.163 Rajapark Building, 11th floor, Sukhumvit 21 Road (Asoke), Klongtoey-Nua, Wattana, Bangkok 10110, Thailand
Tel. +66-2-258-0317-8, Fax. +66-2-258-0319 Email: tia@thaituna.org

Article 3 Logo of the Association is as follows:



According to the logo as presented by picture "tuna" whose belly is designed in the form of Thai flag, swimming at the jumping-up direction in circle on the character "TTIA," it means that Thailand is the first leader of the world canned tunas production and exportation, exporting to a variety of countries around the world. The second red character "T" means that the word "Tuna" comes from the full name "Thai Tuna Industry Association," whereby the picture "tuna" as situated on the characters "TTIA," shows the determination of the Association in creating the benefits and as leading the tuna industry to sustainably grow.

Chapter 2 Objects

Article 4 Objects of the Association are as follows:

(1) To promote carrying upon the businesses in respect of tuna and fishing goods manufacture and trade in the form of package;

(2) To support and assist the Member in solving a variety of obstacles and difficulties, including negotiating and agreeing with the third parties for common benefits in carrying on the businesses contained in the Objects;

(3) To prepare and collect academic and trading data and statistics in relation to carrying upon the businesses in the category as contained in the Objects;

(4) To follow up the movement of trading markets, both domestic and overseas, with regard to the goods of the members, to exchange and disseminate academic knowledge, as well as trading information, inclusive of doing research with respect to carrying upon businesses of the goods in the category as contained in the Objects for the benefit of all of the members;

(5) To promote and support the researches, to improve the goods production method of the member to be qualified and standardized as well as providing training to members;

(6) To cooperate with the government in solving, developing, and promoting the trade, industry, financial affairs, or any other business as contained in the Objects;

(7) To make agreement or take regulating action to be observed or to be refrained from observance by the member so as to enable the businesses contained in the Objects to be run in orderly manner and as beneficial to common interest;

(8) To compromise the dispute among the members or between the member and the third party in the problem as to carrying upon businesses as operated by the members in the fair manner under the scope as operated by the Association.

(9) To be a center of unity of all of the members to carry upon the businesses in unity;

(10) Not to have objectives to take part in political affairs.

Chapter 3

Members and Membership

Article 5 Categories of the Member: The Members of the Trade Association are divided into 3 categories with the qualifications, as follows:

(1) Ordinary Member: the juristic person carrying upon the businesses pertaining to tuna and fisheries goods manufacture and trade in the form of package as legally registered, agreeing to the policies and objectives, accepting and abiding by the rules and regulations of the Association, upon submitting its intention to apply for membership and the Committee from the member register shall pass a resolution as supported by not less than three-fourths of all of the Committee Members vote to accept it to be a member;

(2) Extraordinary Member: the juristic person carrying upon the businesses pertinent to trade, industry, or financial affairs in relation to food industry as legally registered, agreeing to the policies and objectives, accepting and observing the rules and regulations of the Association, upon submitting its intention to apply for membership and the Committee from the member register shall pass a resolution as supported by not less than three-fourths of all of the Committee Members vote to accept it to be a member;

(3) Honorary Member: the person whom the Committee is of opinion that he/she is qualified and patronized for the Association whom the Committee resolves that he/she can be a member and such person accepts the invitation.

Article 6 Qualifications of the Member: Other than the qualifications under Article 5, the member of the Association shall also possess the following qualifications:

- (1) In the case of natural person:
1. Having become sui juris;
 2. Not being bankrupt, incompetent person; or quasi-incompetent person;

3. Having never been sentenced by a final judgment to imprisonment, except for offence committed by misdemeanor having its rate of penalty not higher than offence committed by misdemeanor or negligence;
4. Not having any disease objected by society;
5. Being reasonably wealthy persons;
6. Not having damaged behaviors or having a reasonable ground to believe that he/she may be dangerous against the economy and security of the country or may be contrary to or inconsistent with the public order or good morals.

(2) In the case of juristic person:

1. Not being bankrupt;
2. Being reasonably wealthy persons.

The provision contained in Article 6 (1) shall also apply to the qualifications of the juristic person's representative as appointed to have the power to do any act on behalf of the juristic person who is the member under Article 10.

Article 7 Application for Membership: The person desiring to subscribe the membership of the Association shall submit the intention to the Association as per the printed form as stipulated by the Association together with the supporting documents as certified by at least 1 Ordinary Member together with the Letter of Confirmation of Intention for Membership of the Association in line with the form so set out, by stating that the Company is pleased to support the compliance with the policies of the Association in 3 aspects; namely, (1) Food Safety; (2) IUU Illegal, Unregulated and Unreported Fishing Policy and Sustainability Policy; and (3) Ethical Labour Practice (Ethical Code of Conduct).

Article 8 Consideration of Application for Membership Fee: The Registrar shall present the application form so filled to the following Meeting of the Association after receipt of application form so filled and the Committee from the member register shall pass a resolution as supported by not less than three-fourths vote to accept or reject the applicant to be a member, and the Secretary-General shall serve a notice

on the applicant or the work agency concerned without delay as from the date of passing the resolution.

Article 9 Beginning Date of Membership: Membership shall be effective as from the date on which the applicant has already paid the registration fee for membership and annual association fee of the Association.

Article 10 Juristic Person Member: The juristic person member shall appoint not exceeding 2 natural person representatives to perform the duties and exercise the rights on the behalf of such juristic person. In this regard, the representatives are unable to assign other persons to do acts on their behalf nor to appoint their subagents.

Article 11 Membership Disqualification: Membership shall terminate in the cases, as follows:

- (1) Death or Dissolution;
- (2) Lack of Qualifications under Article 5;
- (3) Resignation by submitting the resignation letter to the Committee and the Committee approves the resignation letter;
- (4) Being sentenced by a final judgment to be bankrupt;
- (5) Being ordered by the court to be incompetent or quasi-incompetent person;
- (6) Being sentenced by a final judgment to imprisonment, except for offence committed by misdemeanor having its rate of penalty not higher than offence committed by misdemeanor or negligence;
- (7) Being deleted by the Committee from the member register as supported by not less than three-fourths of all of the Committee Members by any of the following grounds:
 1. Intentionally doing any act causing the Association to lose reputation;
 2. Intentionally being in violation of the Articles of Association;
 3. Not paying the annual association fee and having already received the written warning given by officer without any necessary cause;
 4. Not paying the special association fee and having already received the written warning given by officer without any necessary cause.

Article 12 Member register: The Association shall prepare the member register and keep it at the office of the Association by, at least, having the following items:

- (1) Member registration number;
- (2) Name used in carrying on business and type of business;
- (3) Member's name and nationality;
- (4) Member's office location;
- (5) Membership date.

Upon acceptance of new member or resignation of existing member or change in membership, the Association shall submit the name list of new member and change in membership to the Registration of the Trade Association Registration Office, Bangkok Metropolis, within a period of 90 days as from the date of change.

In addition the Association shall submit the name list of new member and change in membership to the Department of Fisheries, the Department of Foreign Trade, and the Department of Customs, as referred to the Announcement of Ministry of Commerce, concerning measures to organize the export of the Kingdom of Thailand, which requires exporters of canned tuna shall be members of the Thai Tuna Industry Association, published as of 15 October B.E.2557

Chapter 4

Rights and Duties of the Member

Article 13 Right of Member

(1) being assisted and supported by the Association in the matters concerning the affairs under the Objects of to the extent that it shall be facilitated;

(2) expressing opinions or rendering recommendations to the Association or the Committee in any matter under the Objects of the Association leading to prosperity of the Association;

(3) requesting inspection of the affairs and properties of the Association by making the request in writing and submitting the same to the Secretary-General or the member performing the duties on behalf of the Secretary-General;

(4) attending the Meeting to discuss about and express opinions and inquire the members of the Committee who propose motions in the Annual Ordinary General Meeting;

(5) being entitled to mark ornament of the Association;

(6) Only the Ordinary Member is entitled to vote in the General Meeting and is entitled to be elected as the member of the Committee.

Article 14 Duties of Member

(1) Having to attend the Meeting of the Association and to give cooperation in providing various information relevant to production, academy, and trade, including to give cooperation in operating the activities as requested by the Association to be beneficial to carry upon business to meet the Objects for common interest;

(2) Having to conform to the Articles of Association of the Association, the resolutions passed by Annual Ordinary General Meeting, the resolutions passed by the Committee, and the duties as assigned by the Association honestly and strictly;

(3) Maintaining the prestige and interests of the Association as well as having to keep the matters in the Meeting or methods of the Association, and not disclosing contents which may lead to disgrace of the Association without exception;

(4) Promoting and supporting the affairs of the Association to be in prosperous and progressive manners;

(5) Having to maintain the unity among the members and conduct trading affairs to the effect of assistance, honestly and in good faith;

(6) Paying the association fee to the Association on schedule as well as the special association fee according to the resolution of the Ordinary General Meetings;

(7) Any member vacating membership office or desiring to resign from office, irrespective of any ground, shall pay the association fee to the Association under the Articles of Association, and shall be responsible for paying the association fee and/or group association fee and/or the accrued fee and/or accrued liabilities to the Association, even though such member has already been out of the membership;

(8) Any member changing his/her name, surname, nationality, residence, office location, type of business, or the juristic person's representative, shall have notified the Registrar thereof in writing within a period of 7 days as from the date of change to enable the Registrar to further register the aforesaid changes.

Chapter 5

Membership Subscription Fee and Association Fee

Article 15 Membership Registration Fee and Association Fee

(1) The Ordinary Member shall pay the registration fee in the amount of 10,000 Baht (Ten Thousand Baht Only) and annual association fee in the amount of 25,000 Baht (Twenty-Five Thousand Baht Only).

(2) The Extraordinary Member shall pay the registration fee in the amount of 10,000 Baht (Ten Thousand Baht Only) and annual association fee in the amount of 25,000 Baht (Twenty-Five Thousand Baht Only).

(3) The Honorary Member needs not to pay any registration fee or association fee whatsoever.

According to charging the initial rate for registration fee and association fee, as from January 1 up to June 30, the payments shall be made on a yearly basis, but as from July 1 and up to December 31, the half payments shall be made on a yearly basis.

The existing members shall have completed payment of the association fee to the Association within March 31 of each year.

Article 16 Special Association Fee: The Association may from time to time demand special association fee from the members for use as the expense of the project or the ad hoc work of the Association as endorsed by not less than three-fourths vote of total vote of all of the Ordinary Members attending the Ordinary General Meeting.

Chapter 6 Association Committee

Article 17 Executive Committee: There shall be a committee to manage the works in accordance with the Objects of the Association and to be the representative of the Association for the affairs regarding the third parities, comprising **not less than 5 Ordinary Members** as elected by the Ordinary General Meeting.

The members of the Committee shall elect one another to hold the president office, vice president office (in the number as appropriate), secretary-general office, treasurer office of the Association, 1 person each, and other offices, such as advisor, as appropriate, with the approval of the Committee who determines the duties as appropriate.

The member of the Committee of the Association shall hold member office for a period of 2 years for term of office. The members of the Committee vacating office may be reelected to resume office, except for the President of the Association who shall hold office not exceeding 2 consecutive terms of office. Exceptional rule, in a case of the Ordinary General Meeting have a consensus resolution to extend a term of the President of the Association exceeding 2 consecutive terms of office to a period of time endorsed by the Meeting unanimously. The Association can do this.

Article 18 Vacation of Member of Committee Office: The member of Committee shall vacate office in the cases, as follows:

- (1) vacating office by rotation;
- (2) resigning from office with the approval of the Committee;
- (3) being disqualified from membership;
- (4) being removed from office by the resolution so passed by the Annual Ordinary General Meeting;
- (5) being ordered to vacate office by the Minister of Commerce under Section 33 of the Trade Association Act, B.E.2509 (1966);
- (6) being sentenced by a final judgment under the Trade Association Act, B.E.2509 (1966).

In the case where the representative of the juristic person member under Article 10 so elected or appointed is deceased or vacates office of the representative of the aforesaid member, new representative of such member may assume the member of the Committee office.

Article 19 In the event that the member of Committee vacates office prior to vacating office by rotation, the Committee may appoint any of the Ordinary Member to assume the member of Committee office but the member of the Committee so appointed shall hold office pursuant to the term of office of the substituted member of the Committee.

In case that a Director terminates prior to vacating office by rotation. The juristic person ordinary member which have a retired representative director, can nominate their new representative to be appointed as a Director by getting approval from the Ordinary General Meeting. If not offer, the Meeting will reconsider in order to propose another juristic person ordinary member to be a new Director.

In the event that the entire Committee vacates office prior to vacating office by rotation, the Committee vacating office shall convene an Ordinary General Meeting so as to elect new committee within a period of 180 days by apply the provisions contained in Article 24 there to, *mutatis mutandis*.

The committee so elected under the foregoing paragraph shall hold office in pursuance of the office of the Committee so vacated.

Article 20 Assumption of Duties of the Committee: Upon having new committee, the committee vacating office shall have registered new committee with the Registrar of the Trade Association Registration Office, Bangkok Metropolis, within a period of 30 days as from the date of election and have completed delivery of duties to new committee as from the date on which the Registrar of the Trade Association Registration Office, Department of Business Development, has accepted the registration.

In the case where the Registrar of the Trade Association Registration Office has not yet accepted the new committee registration, and the committee vacating office has not yet delivered the duties under

paragraph one, the committee vacating office shall have its authorities to further manage the affairs of the Association until the Registrar of the Trade Association Registration Office shall have accepted the new committee and the new committee has already assumed office, provided that the acceptance of the delivery of duties shall be made in writing.

Article 21 Powers and Duties of the Committee are as follows:

(1) Operating the affairs and handling the properties of the Association in accordance with the Articles of Association and the resolutions passed by the Annual Ordinary General Meeting and the Committee Meeting;

(2) Electing members of Committee to hold a variety of offices in the Committee;

(3) Laying down the Operating Rules for Working in line with the Objects;

(4) Employing, appointing, and removing the advisors of all of the Committee, subcommittees, officers, and employees in doing specific affairs or considering various matters under the scope of duties of the Association to enable the operation of the Association to be in the orderly manner, whereby the advisors of the aforementioned Committee and subcommittees may be appointed from the member of Committee or the Member of the Association or the third parties, as approved by the Committee Meeting;

(5) Affixing signatures to make the juristic acts be effective, whereby the signatories are two-thirds of the President **or Vice President** or the Secretary-General or the Treasurer jointly affixing their signatures and/or the seal of the Association, except for the urgency, which may from time to time give the power to the Vice President by giving a written notice;

(6) Considering and removing the members under Article 11 (7).

Article 22 Authorities of Members of Committee are as follows:

(1) The President has the duties to give policies on management of the Association to enable the operation of the Association to be in line with the Articles of Association and the Operating Rules for Working of the Association, to affix the signature and to be the representative of the

Committee in conducting the affairs of the Association in relation to the third parties, and to preside over the Committee Meeting, as well as the Annual Ordinary General Meeting.

(2) The Vice President has the duties to lessen the burden of all affairs as assigned by the President.

(3) The Secretary-General has the duties to jointly manage the internal affairs of the Association with the President, including to specify the rules, regulations, and welfares to enable the officers of the Association to comply therewith, and to be the Secretary in the Committee Meeting and Annual Ordinary General Meeting, as well as to perform other duties as assigned by the President.

(4) Treasurer has the duties to examine the accounting and finance and to distribute the supplies of the Association, as well as to perform other duties as assigned by the President.

(5) Registrar has the duties to provide the Member Register and various registers not in relation to financial affairs of the Association, as well as to perform other duties as assigned by the President.

Chapter 7 Meeting

Article 23 Trade Association Meeting is divided into 3 categories, as follows:

- (1) Committee Meeting
- (2) Group Meeting
- (3) General Meeting or Annual Ordinary General Meeting

Article 24 Committee Meeting: The Committee Meeting shall be held at least once two months. Besides, in the case of necessity, the President or the Vice President or the Secretary-General can convene the Special Meeting.

Article 25 Quorum of the Committee Meeting: Committee Meeting shall have the members attending the Meeting in the number not less than one-half of total members of the Committee to constitute a quorum.

In the event that the number of the members of the Committee is less than one-half of total members of the Committee, the remaining members of the Committee shall appoint an or several Ordinary Member(s) to meet the full number so set forth only or shall make an appointment to convene the Ordinary General Meeting or shall do every reasonable affairs to protect the benefits of the Association only.

Article 26 Meeting Chairperson: The President shall be the Meeting Chairperson. If the President is unable to perform his/her duties, the President shall assign the Vice President or the member of the Committee to preside over the Meeting on a temporary basis in such Meeting.

Article 27 Resolution of the Committee Meeting shall be based on majority vote. One member has one vote. The Meeting Chairperson shall reserve his/her right not to vote, except for the equal vote, the Meeting Chairperson shall give a casting vote.

In the event that the Committee Meeting passes any resolution in violation of laws and/or these Articles of Association, such resolution shall be deemed unenforceable

In the event of establishing any group as approved by the Committee Meeting, the resolution passed by the Group Meeting, which may have impact upon the Association, shall have been certified by the Association Committee.

Article 28 Group Meeting: The Committee may provide a Subgroup Meeting, provided that there shall be one-half members attending the Meeting to mutually solve problems, whereby the resolution passed by the Subgroup Meeting shall be submitted to the Committee Meeting for certification.

The affairs which ought to be conducted in the Monthly Meeting are as follows: affairs with respect to operate general businesses of the Association in addition to the affairs which are required to be conducted in Annual Ordinary General Meeting or the Extraordinary General Meeting.

Article 29 The General Meeting: The Committee shall hold the General Meeting for a period at least 12 months. This Meeting shall be called the Annual Ordinary General Meeting, which shall be held in April of every year.

The General Meetings other than the General Meeting under the foregoing paragraph shall be called the Extraordinary General Meetings

Article 30 General Meeting Schedules

(1) The Annual Ordinary General Meeting shall be convened within a period of 120 days as from the ending date of accounting year of the Association on a yearly basis (within April).

(2) In the case of any cause as the Committee thinks fit or in the case where not less than one-fourth of members of all members declare their intention by submitting a written request to the Secretary-General or the member of the Committee doing any act on behalf of the Secretary-General, the Committee shall make an appointment to convene the Extraordinary General Meeting within a period of 15 days as from the date of voting or receiving the written request.

Article 31 Service of the Meeting Notice: The Committee shall serve written notices of date, time, place, agendas of the General Meeting on every member via registered mail to the address of the member as appearing on the register or shall have served written notices on the member for a period not less than 7 days prior to the General Meeting date.

The service of the written notices under paragraph on shall be accompanied by a copy of the Minute of the last General Meeting (if any). In the event of appointment of the Annual Ordinary General Meeting, a copy of annual report and a copy of balance sheet, inclusive of incomes-expenses list which has already been audited by auditor shall be additionally attached.

Article 32 Quorum of General Meeting: Upon the General Meeting shall have been supported by not less than one-half of the Ordinary Members of all of the Ordinary Members attend the Meeting to constitute a quorum.

Article 33 In the case where the first General Meeting does not constitute a quorum, if one-hour appointment schedule has elapsed, the number of the members has not constituted a quorum, and if such General Meeting appointment is made due to the request by the members, the General Meeting shall be canceled; however, if such General Meeting appointment is not made due to the request by the members, the Meeting shall be adjourned and the date, time, and place of the General Meeting shall be reappointed within a period of 15 days as from the date of the first General Meeting date and the subsequent General Meeting shall constitute a quorum, regardless of how many members attend the Meeting.

Article 34 Meeting Chairperson: The President shall preside over the General Meeting. If the President is absent or is unable to perform his/her duties, the Vice President, ranking with seniority, shall preside over the General Meeting. If the President and the Vice President are absent or are unable to perform their duties, the General Meeting shall elect any member of the Committee to preside over the Meeting Chairperson. If there is no any member of the Committee attending the Meeting, the General Meeting shall elect any member to be the Meeting Chairperson only for the aforesaid Meeting.

Article 35 Voting Methods in General Meeting: Only the Ordinary Members are entitled to vote and an Ordinary Member has one vote. The voting methods are as follows:

- (1) by showing hands;
- (2) by secret vote by writing voting cards which shall be done only being supported by not less than one-half of the members of the Committee or the members of total members attending the Meeting request to do so.

Article 36 Resolution of General Meeting: Unless otherwise specified in these Articles of Association, the majority vote shall be regarded as the resolution of the General Meeting. If the votes are equal, irrespective of showing hands, secret voting, or any other method, the Meeting Chairperson shall give a casting vote.

Article 37 Affairs Which Should Be Done in the General Meeting are as follows:

- (1) Certifying the previous Minute of the General Meeting;
- (2) Considering annual report presenting the results of operations of the Association in the previous year (if any);
- (3) Considering to approve balance sheet (if any);
- (4) Electing the Committee (in the year of end of term of office);
- (5) Electing the advisors and auditor of the Association for the year and determining their remuneration (if any);
- (6) Affairs which are required to be done by votes of the General Meeting.

Article 38 Preparation of Minute: The Minutes of Committee Meeting, the General Meeting, other member meetings, and Subcommittee Meeting shall be recorded and submitted to the Meetings for certification in the following Meetings. The Minutes passing certification shall be shown to the members on the workdays and at the office hours.

Chapter 8

Establishing Fund, Finance, Special Fund, and Accounting of the Association

Article 3 9 Establishing Fund: The Promoters shall establish the Association by providing support in the amount of 75,000 baht per company or any other amount as appropriate in accordance with the opinion of the Promoters to be initial amount in establishing the Association.

Article 40 Ending Date of Accounting Year: December 31 of every year shall be considered as the ending date of accounting year of the Trade Association

Article 41 Balance Sheet Preparation: The Committee shall prepare the balance sheet as at the ending date of accounting year and shall

have submitted the same to the auditor not exceeding February of every year and the auditor shall have completed auditing for a period not less than 30 days prior to Annual General date.

The balance sheet as certified by auditor shall be submitted by the Committee to the Ordinary General Meeting for consideration and approval for a period not less than 120 days as from the ending date of accounting year.

Upon balance sheet proposal, the Committee shall also propose annual report presenting the results of operations of the Association to the General Meeting.

The Association shall have submitted the annual report presenting the results of operations of the Association to the Registrar of the Trade Association Registration Office, Bangkok Metropolis, within a period of 30 days as from the General Meeting date.

In addition, the annual report presenting the results of operations of the Association shall be kept together with the balance sheet at the Office of the Association to be examined by the members.

Article 42 Power of Auditor: The auditor has his/her power to have access to all of the books, accounts, and documents related to financial affairs of the Association and has his/her right to inquire the member of the Committee, as well as every officer of the Association relevant to the said accounts and documents. In this regard, the members and officers shall provide every assistance in and convenience for auditing mentioned above.

Article 43 Books, Accounts, and Documents Storage: They shall be kept at the Office of the Association under the responsibility of the Treasurer.

Article 44 Financial Affairs of the Association: Cash of the Association shall be deposited at any commercial bank as located in the province as situated by the Association in the name of the Association with the approval of the General Meeting. There shall be an advance payment as to the affairs of the Association not exceeding 1 0 0 ,000 Baht (One

Hundred Thousand Baht Only) under the responsibility and storage of the Treasurer.

The methods of depositing money to and withdrawing money from the Bank shall be in line with the resolution of the Committee Meeting.

Upon affixing signatures to make the juristic acts be effective, whereby the signatories are two-thirds of the President or Vice President or or the Treasurer jointly affixing their signatures and/or the seal of the Association, except for the urgency, which may from time to time give the power to the Vice President on a temporary basis by giving a written notice;

Article 45 Payment of the Association: any one of the President or Vice President-or the Treasurer shall have his/her power to make the payment with regard to the affairs of the Association in the amount not exceeding 1 0 0 ,000 Baht (One Hundred Thousand Baht Only). However, upon making the payment in the amount exceeding 1 0 0 ,000 Baht (One Hundred Thousand Baht Only) shall be made based upon the resolution of the Committee every time.

Article 46 Special Fund: The Association can earn special fund to operate the affairs and promote the progression of the Association by inviting the third parties and its members to jointly donate or do any other act as the Committee thinks fit, which shall not be contrary to laws.

Chapter 9

Amendment to, Dissolution of, and Liquidation of Articles of Association

Article 47 Amendment to, deletion from, or addition to the Articles of Association shall be performed as supported by not less than two-thirds vote resolution of total Ordinary Members attending the Annual Ordinary General Meeting.

Article 48 Dissolution of the Association This Association may be dissolved by any ground, as follows:

(1) When the General Meeting passes not less than three-fourth vote resolution of total Ordinary Members attending the Meeting;

(2) Upon bankruptcy;

(3) When the Minister of Commerce orders to be dissolved under Section 36 of the Trade Association Act, B.E. 2509 (1966).

Article 49 Liquidation: When the Association is dissolved due to any ground as mentioned in Article 48, the provisions of the Trade Association Act, B.E. 2509 (1966) shall apply thereto.

In the case where the Association has to be dissolved under Article 48 (1), the General Meeting shall vote for electing the liquidators. In the event of dissolution under Article 48 (3), all of the members of the last Committee as registered with the Registrar of the Trade Association Registration Office, Bangkok Metropolis, shall be liquidators.

In the event that there are the properties of the Association remaining from liquidation, they shall be given to a or several juristic person(s) in Thailand having objectives pertinent to public charity under the resolution passed by the General Meeting.

Chapter 10

Transitory Provision

Article 50 When the Registrar of the Trade Association Registration Office, Bangkok Metropolis, has already permitted establishing the Association, every promoter shall act as (temporary) Committee until the Committee hereunder shall have been elected within a period of 120 days as from the date as authorized to be established in the form of the Association.

Subject to the provisions in paragraph one, in the case where there is the General Meeting convened to elect the first Committee for a period less than 3 months as from the accounting year of the Association, the ending date of accounting year of the Association shall be regarded as the first date for calculation of the term of office of the members under paragraph four of Article 17.

Article 51 For the benefit of the provisions contained in Article 7 of the Articles of Association, every promoter shall act as the Ordinary Member.

Article 52 These Articles of Association shall be applicable as from the date on which the Registrar of the Trade Association Registration Office, Bangkok Metropolis, has already permitted establishing the Association.
