

BY-LAWS OF THE MEXICAN-THAI CHAMBER OF COMMERCE

CHAPTER 1

NAME AND ADDRESS

Article 1

This Chamber of Commerce is named “Mexican-Thai Chamber of Commerce”, herein referred to as “The Chamber”.

The Chamber has its registered office located at No. 719, KPN Tower, Rama 9 Road, Bangkok, Huyakwang, Bangkok 10310, Thailand.

Seal of the Chamber is shown as follows:



CHAPTER 2

OBJECTIVES

Article 2

The objectives of the Chamber shall be as follows:

2.1 To promote bilateral trade and investment between Mexico and Thailand.

2.2 To promote cooperation and business relationships between Mexican and Thai business people.

2.3 To cooperate with each country's authorities to develop trade, industry, investment and economic activities.

2.4 To provide advice, ideas and suggestions for Mexican business interests in Thailand in the fields of trade, including industry, investment and in other related matters.

2.5 To perform activities and provide service to efficiently carry out the duties of the Chamber.

2.6 To compile news, information and statistics on trade in general, on industrial affairs, and on legal and financial matters worthy of interests, for distribution to members.

2.7 To assist and promote charity and the public welfare.

CHAPTER 3

MEMBERSHIP

Article 3

The Chamber shall be composed of members who are resident in Thailand or have an interest in the Thailand – Mexico relationship, and shall be engaged in enterprises in the fields of trade, industry, finance and economic activity.

Article 4

Membership shall be divided into four categories:

- 4.1. Ordinary members.
- 4.2. Extraordinary members.
- 4.3. Associate members.
- 4.4. Honorary members.

Article 5

“Ordinary members” shall be natural persons or juristic persons. Each ordinary member is entitled to one vote.

Article 6

“Extraordinary members” shall be persons or companies not resident or established in Thailand but with an interest in Mexican-Thai relationships. Extra Ordinary members shall have all the rights of the ordinary members, except the right to vote or serve as a director on the Board of Directors.

Article 7

“Associate members” shall be natural persons or juristic persons who are qualified for ordinary membership, but do not wish or can not be categorized as an ordinary member. Associate members shall have all the rights of the ordinary members, except the right to vote or serve as a director on the Board of Directors.

Article 8

“Honorary members” shall be persons who have brought or will bring honor to the Chamber, or who are engaged in activities that enable them to be of assistance to the Chamber, and who are approved by simple majority vote of the Board of Directors. Honorary members shall have the rights of ordinary members, except the right to vote or serve as a director on the Board of Directors.

Article 9

Qualification for membership, apart from the qualifications for membership in the Chamber under Articles 5, 6, 7 and 8, applicants for membership must meet the following conditions:

9.1 In the case of natural person:

9.1.1 They must be *sui juris*.

9.1.2 They must not be bankrupt, incompetent or quasi-incompetent.

9.1.3 They must not have been sentenced to jail by judgment of a court of law, except when the offense was a petty offense of negligence.

9.1.4 They must be of reasonable financial means.

9.1.5 They must be of good behavior.

9.2 In the case of juristic persons:

9.2.1 They must not be bankrupt.

9.2.2 They must have reliable financial resources.

A juristic person may appoint one natural person and one alternate who may act on behalf of the juristic person in affairs regarding the Chamber. The natural person and alternate representing the juristic person shall have the same rights with regard to the Chamber as the juristic person.

A natural person who is acting as a representative for a juristic person may not be appointed as a representative for another juristic person.

Article 10

The Mexican Ambassador accredited to the Kingdom of Thailand shall be the Patron of the Chamber.

Article 11

Application for membership shall be as follows:

11.1 Application forms shall be submitted in writing to the Chamber office, stating the following information:

11.1.1 Name and address, telephone and facsimile numbers and e-mail address.

11.1.2 Category of membership for which application is made.

11.1.3 The type of enterprise in which the application is engaged.

11.2 Upon receipt of an application, it shall be submitted to the Board of Directors at its next meeting. Applications may be approved only by a motion of the Board of Directors passed by a simple majority vote of the directors present at the meeting. Upon approval by the Board of Directors to accept the applicant's membership, the membership will take effect on the very day itself.

Article 12

Rights and Duties

12.1 Within the scope of the objectives of the Chamber, and of the Chamber of Commerce of Commerce Act of B.E. 2509 (A.D.1966), members shall have the right to receive assistance and benefits in connection with trade and economic affairs.

12.2 Members must comply with the By-Laws laid down by the Chamber.

Article 13

Membership Subscription

13.1 Membership subscription shall be proposed by the Board of Directors and approved at the General Meeting.

13.2 Ordinary members and Associate members shall pay membership subscription within 2 months of the beginning of the Chamber's fiscal year, which is deemed to start on the first day of January and end of 31st of December (payment within February of each year), or from the month when their memberships are approved to the end of the calendar year on a pro-rata basis.

Unless otherwise prescribed in a resolution of the General Meeting of members, the annual membership fees for a natural person are Baht 3,000 and Baht 10,000 for a juristic person.

Article 14

Members who wish to resign from membership must notify the Chamber's office in writing at least one month prior to the date when the next payment of subscription becomes due and reimburse the Chamber for any outstanding accounts, inclusive of the subscription fees in arrears.

Article 15

The Chamber may expel a member who has conducted himself / herself in an unbecoming manner, or when it is felt that allowing him/her to remain as a member would bring discredit to the Chamber. Such expulsion must be approved by a two-thirds (2/3) vote of the Board of Directors. A written notice will be provided to the member in question by the Board of Directors.

Article 16

Termination of membership; membership may be terminated by the Board of Directors in any of the following cases:

16.1 Death, in the case of a member who is a natural person.

16.2 Resignation.

16.3 Upon being declared bankrupt by a court of law.

16.4 Bankruptcy, liquidation or termination of business.

16.5 Expulsion from membership under Article No. 15.

16.6 Upon being declared by a court of law to be legally incompetent or quasi-incompetent in case of a natural person.

16.7 Arrears of subscription for a period of longer than three months after receipt of written reminder(s) from the Chamber.

CHAPTER 4

GENERAL MEETINGS

Article 17

General Meetings shall be held as follows:

17.1 An Annual General Meeting shall be held not later than the 30th of April each year, to consider the annual report of the affairs and activities of the Chamber; to consider and approve the balance sheet; to elect a Board of Directors; to appoint an Auditor, and to conduct any other matter.

17.2 All members shall be notified of the Annual General Meeting by post or messenger delivery, not less than 14 days prior to the date of meeting. The notice shall include the date, time, venue and agenda of the meeting.

17.3 An Extraordinary General meeting may be called at any time by the Board of Directors or by the written request of 20% of the Ordinary members of the Chamber. Notice of the meeting shall be sent to all the members at least 14 days in advance of the date of the meeting. This notice also states the purpose, date, time and venue of the meeting.

17.4 At any General Meeting, 25% of the ordinary membership must be present to constitute the quorum. Only written proxies held by members attending meetings in the place of other members shall be counted in determining the quorum. Each Ordinary member can represent one proxy only. If after a period of 30 minutes there is not a quorum present, then the meeting shall be postponed for 7 days thereafter and shall be held at the same time and place. If this is a public holiday in Thailand, then the meeting will

be held on the next working day. Further notification to the Member shall be required. A quorum shall be deemed to exist at the subsequent meeting irrespective of the number of members present.

17.5 Motions at a General Meeting shall be carried by a simple majority vote of the ordinary members present or represented, unless otherwise prescribed in these By-Laws.

CHAPTER 5

BOARD OF DIRECTORS

Article 18

The Board of Directors functions shall be as follows:

18.1 The Board of Directors will manage the affairs of the Chamber, and will be elected from among the Ordinary members at a General Meeting. The Board of Directors shall consist of not less than 5 and not more than 12 elected Ordinary members and shall be in office for terms of two years and are eligible for re-election without limitation by following the necessary procedure.

18.2 The Board of Directors shall elect from its members the following officers:

- a) President
- b) Up to 2 Vice Presidents.
- c) Honorary Secretary.
- d) Honorary Treasurer.

The above officers shall be appointed by the newly elected Board of Directors at its first meeting.

18.3 The appointed representative(s) of the Mexican Embassy shall serve as advisors to the Board.

18.4 The President shall serve as the Chairman of all meetings of the Chamber. The President shall be empowered to sign together with another member of the Board of Directors on all documents in connection with the business of the Chamber. In the absence of the President, the Vice President shall act on his/her behalf and shall have the same powers as the President.

18.5 A quorum for all meetings of the Board of Directors should consist of not less than 50% of the Board members. If after a period of 30 minutes there is not a quorum present, then the meeting will be postponed for 7 days thereafter and shall be held at the same time and place. If this day is a public holiday in Thailand, then the meeting will be held on the closest next working day. Unless decided otherwise, the Board of Directors must meet at least once every two months.

18.6 The Honorary Secretary shall keep all records, except financial, of the Chamber, and shall cause proper minutes of the General Meetings and Board of Directors meetings to be reviewed and signed by the President and shall dispatch a signed copy of the minutes to each Board of Directors member.

18.7 The Honorary Treasurer shall supervise all financial matters concerned with the Chamber.

18.8 Any member of the Board of Directors may at any time resign by giving notice to the President in writing. In case of vacancies in the Board of Directors occurred before the expiration of the normal tenure of office, for whatever reasons, the Board of Directors has the power to appoint an Ordinary member who obtains the highest votes in the latest General Meeting to fill the vacancy. The new appointed member of the Board of Directors shall remain in office only for such unexpired duration.

18.9 The Board of Directors is entitled to appoint committees consisting of at least one member of the Board of Directors to deal with special matters. The Board of Directors shall establish the powers, duties and procedures of such committee.

Article 19

The term of office of a member of the Board of Directors shall cease in the following instances:

19.1 At the normal expiration of his/her tenure of office or in the event of his/her resignation in accordance with the provision of Article 18.9

19.2 Whenever the Minister of Commerce orders termination under the provisions of Article 40 of the Chamber of Commerce Act of B.E. 2529 (1966).

CHAPTER 6

AMENDMENT TO THE BY-LAWS

Article 20

The By-Laws may be amended by an Ordinary or Extraordinary General Meeting if the following conditions are fulfilled.

20.1 The proposed amendment has been included in the agenda sent to each member of the Chamber and,

20.2 The decision is taken by a two-thirds majority of the members present or represented.

Article 21

An Executive Director may be appointed by the President, with approval of the Board of Directors, to execute the general affairs of the Chamber in accordance with the objectives, policies, and By-Laws of the Chamber under supervision of

the Board of Directors. The Executive Director may attend the Board meeting but shall not be entitled to vote or to hold any proxy.

CHAPTER 7

APPOINTMENT OF AN AUDITOR

Article 22

One or more persons not being member(s) of the Board of Directors who is/are duly licensed may be elected as Auditors at an Annual General Meeting to audit the annual balance sheet including the accounts of the Chamber. The remuneration of the auditors shall be fixed by any General Meeting of Members.

CHAPTER 8

DISSOLUTION OF THE CHAMBER

Article 23

The Chamber can be dissolved:

23.1 In accordance with Article 43 of the Chamber of Commerce Act of B.E. 2509 (A.D.1966).

23.2 By a motion passed by a two-third majority of the members present or represented at a General meeting or an Extraordinary General Meeting called for that purpose.

Article 24

After dissolution of the Chamber, if any property or assets remain after liquidation, they must be transferred to a non-profit organization or other juristic person having objects related to public charity and deemed worthy by the Board of Directors.

CHAPTER 9

TRANSITIONAL PROVISIONS

Article 25

Upon the issuance of a license for formation of the Chamber by the Chamber Registrar of Bangkok Metropolis, the promoters shall act as an interim Board until the first Board has been elected. The general meeting of members of the purpose of electing the first Board shall be held within 120 days of issuance of the Chamber license.

Article 26

For the purpose of Article 11, the promoters shall be deemed to be Ordinary members.

Article 27

These By-Laws shall take effect on the date the Chamber Registrar for Bangkok Metropolis issues the Chamber a license for formation.
