



**NEW ZEALAND-THAI  
CHAMBER OF COMMERCE**

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**CONSTITUTION AND BY-LAWS OF  
THE NEW ZEALAND-THAI  
CHAMBER OF COMMERCE**

**ARTICLE 1. GENERAL**

**NAME**

- 1.1 This Chamber of Commerce is named “the New Zealand Thai Chamber of Commerce” hereinafter called “the Chamber”.

**OFFICE**

- 1.2 The Office of the Chamber is at, 9<sup>th</sup> Floor, ITF Tower, 140/11 Silom Road, Bangrak Bangkok 10500

**SYMBOL**

- 1.3 The symbol of the Chamber is depicted hereunder.



**ARTICLE 2. OBJECTIVES**

The objectives of the Chamber are as follows:-

- 2.1 To promote and develop commerce between Thailand and New Zealand.
- 2.2 To issue documents certifying the origin of products, to certify translations as correct; to cooperate with Thai and New Zealand government authorities in quality control of products; to organise trade fairs; to act as arbitrators in matters of trade disputes between Thai and New Zealand businessmen.

- 2.3 To give advice, suggestions, and assistance to members and other organizations in both Thailand and New Zealand which are engaged in commerce, industry, agriculture or investment.
- 2.4 To promote trade relationships between members and government authorities, or other organizations in Thailand and New Zealand in matters concerning trade, industry, commerce, agriculture, tourism, and investment.
- 2.5 To publicise and promote Thai and New Zealand products and culture, and to provide information concerning commerce, industry and finance.
- 2.6 To conduct and sponsor any activities of benefit to members, and provide any services appropriate for a Chamber to perform without involvement in politics.
- 2.7 To carry out all other lawful activities as may be incidental or conducive to the attainment of the above objectives.

### **ARTICLE 3. MEMBERSHIP**

#### **COMPOSITION**

- 3.1 The ordinary members of the Chamber must be domiciled in greater Bangkok, and a majority shall be natural persons of New Zealand or other foreign nationality, or juristic entities in which New Zealand or other foreign nationals are partners or shareholders holding more than one half of their capital, including branches in Thailand of juristic entities registered abroad, and they shall be engaged in enterprises in the fields of trade, industry, finance, tourism or economic activity.

#### **CATEGORIES**

- 3.2 Membership will be divided into 3 categories:
  - Ordinary Member
  - Affiliated Member
  - Honorary Member

#### **ORDINARY MEMBERS**

- 3.3 Members shall be natural persons, juristic entities registered in Thailand, or branches of juristic entities registered abroad, which the Committee considers will contribute to achievement of its objectives.

#### **AFFILIATED MEMBERS**

- 3.4 Members shall be natural persons or juristic entities acceptable to the Chamber, but who lack the qualifications for Ordinary Membership.

## **HONORARY MEMBERS**

- 3.5 Members shall be individuals who have brought or could bring honour or high prestige to the Chamber. They shall be nominated by the Committee and elected for a period of 12 months by a simple majority of the Ordinary Members at any meeting of the Chamber. Honorary Members shall have all the rights of Ordinary Members, except the right to vote or serve as Committee members, and shall be exempt from the payment of subscriptions.

## **APPLICATION AND ELECTION**

- 3.6 Applications for membership must submit an application in the form prescribed from time to time stating the information required therein.
- 3.7 Applications shall be submitted to the Committee at their next meeting, and may be approved only by motion of the Committee passed by simple majority of the Committee Members present.
- 3.8 Applicants wishing to become members should submit their application accompanied by the yearly subscription and registration fees. If accepted for membership, applicants shall be notified within thirty days. The applicant shall become a member on the date the application is approved by the Committee. Should the application for membership not be successful the fee shall be returned.

## **RESIGNATIONS**

- 3.9 Members who wish to resign from membership must notify the Chamber office in writing at least one month prior to the date when the next period of subscription becomes payable. Pro-rata reimbursement of fees will not be permitted.

## **EXPULSION**

- 3.10 The Chamber may expel a member or member's representative who has conducted him or herself in an unbecoming manner, or when it is felt that allowing him/her to remain as a member or representative would bring discredit to the Chamber. Such expulsion must be approved by two thirds (2/3ds) vote of the members of the committee. A recommendation for the expulsion of a member or member's representative must be made by the Committee at a regular general meeting or an Extraordinary General Meeting called for this purpose. The member and representative concerned must be notified in writing no less than fourteen days prior to the meeting.

## **REPRESENTATIVES OF MEMBERS**

- 3.11 Each juristic entity applying for membership shall nominate and include in the application for membership the name and address of its representatives to the Chamber, consisting of one Principal Representative and if desired, one Alternate Representative. A member may change its representatives by giving written notice thereof, together with the name and address of the new representative or representatives.

- 3.12 The Principal and Alternate Representatives may attend Chamber meetings, but only one may vote. Only one such representative is eligible for election to the Committee.
- 3.13 The member entity shall be responsible for the payment of all membership subscriptions.

#### **TERMINATION OF MEMBERSHIP**

- 3.14 Membership shall cease for any of the following causes:-
- (a) Death in the case of a member who is a natural person, or dissolution or winding up of a member who is a juristic entity.
  - (b) On being found to lack the qualifications in Article 3.3 or 3.4 as the case may be.
  - (c) Resignation by written notice to the Chamber.
  - (d) On a member being declared bankrupt by a Court of Law.
  - (e) On being declared by a Court of Law to be legally incompetent or incapable.
  - (f) By resolution of the Committee, according to article 3.10.
  - (g) Failure to pay any sums due or owing to the Chamber up to ninety days after payment is due.

#### **RECORDS**

- 3.15 Records of all members shall be kept at the registered office of the Chamber in accordance with Section 33 of the Chambers of Commerce Act B.E.2509 (1966), or any amendment or substitution thereof.

#### **RIGHTS AND OBLIGATIONS OF MEMBERS**

- 3.16
- (a) Within the scope of the objectives of the Chamber and its facilities members shall have the right to request advice and assistance concerning trade and economic affairs, the Chamber may charge appropriate fees for particular or special services requested by members.
  - (b) Members shall have the right to express their opinion, make recommendations to the Committee, and propose motions at any meeting of the Chamber.
  - (c) Members shall comply with this constitution and any Regulations issued pursuant hereto and any amendments hereto or thereto.
  - (d) Members shall not without the express approval of the Committee in writing make reference to their membership of the Chamber or use the symbol of the Chamber on name cards, letterhead or the like in connection with their business.
  - (e) Members shall support and promote the activities of the Chamber.
  - (f) Members shall notify the Secretariat of the Chamber in writing of any changes of address or other relevant details within 30 days of such change.

## **ARTICLE 4. MEMBERSHIP SUBSCRIPTIONS AND REGISTRATION FEES**

### **SUBSCRIPTIONS AND REGISTRATION FEES**

- 4.1 Ordinary and Affiliated members shall pay such fees, registration fees and annual subscriptions as shall be fixed from time to time by the Committee, The Committee may at its discretion temporarily exempt any member from payment of subscriptions or registration fee.

### **COLLECTION OF ADDITIONAL FEES**

- 4.2 The Committee shall have the power to levy additional fees on members providing a motion to such effect is approved by a quorum of members present at any annual General meeting, or an Extraordinary General Meeting called for such a purpose.

## **ARTICLE 5. MEETINGS OF THE CHAMBER**

### **GENERAL MEETINGS**

- 5.1 The Annual General Meeting shall be held in the month of October each year, to approve the minutes of the last Annual General meeting; to consider the annual report of the Committee on the affairs and activities of the Chamber; to consider and approve the Balance Sheet; to elect a new Committee, to appoint an Auditor; and to conduct any other business that may arise.
- 5.2 All members shall be given notice of the date, time and place of the Annual General Meeting not less than seven (7) days prior to the date of the meeting together with the agenda of the meeting. Notice will be deemed to have been delivered if posted to the address of members currently recorded in the registration book of the Chamber.
- 5.3 The Committee, or one-third of the Ordinary Members may at any time request that an extraordinary general meeting be called. All members shall be given at least fourteen (14) days advance notice of the meeting stating the purpose for which it was called.
- 5.4 A quorum shall consist of not less than one fifth of the Ordinary members present in person or by proxy. If after a period of thirty (30) minutes subsequent to the scheduled time for a meeting there is no quorum present, the meeting shall be postpone for seven (7) days and if held at the same hour and place further notification of the members shall not be required. A quorum shall be deemed to exist at the subsequent meeting irrespective of the number of members present.
- 5.5 Only Ordinary members may vote, and shall cast only one vote each. Voting at General Meetings shall be conducted openly by raising of hands unless the Chairman or not less than one quarter of the members present request a vote by secret ballot.

- 5.6 Any member may vote by proxy provided the power given to such proxy is in writing. No members shall have the right to represent more than five other members at any meeting. Instruments appointing proxies shall be in such form and shall be executed in such manner as the Committee shall from time to time determine, or in particular case accept.
- 5.7 Motions at a General meeting shall be carried by a simple majority vote of the members present in person or by proxy at the meeting, unless otherwise prescribed in this Constitution, and in the event of a tie, the Chairman shall have a casting vote.
- 5.8 The President of the Chamber shall act as the Chairman of General meetings of the Chamber. If the President is absent then either of the Vice-Presidents will act on his behalf. If the president and both Vice-Presidents are absent, the Committee will appoint one of its members as the Chairman, but in the event that no Members of the Committee are present, an Ordinary Member will be appointed as Chairman.

## **ARTICLE 6. ADMINISTRATION**

### **APPOINTMENT OF COMMITTEE**

- 6.1 The affairs of the Chamber shall be administered by a Committee elected annually from among Ordinary members at the Annual General meeting. Committee members who have retired will be eligible for re appointment. There shall be not less than eight and more than ten Committee Members on such Committee. A majority of the Committee must be of New Zealand and/or Thai nationality. A Committee Member shall not be personally responsible for any acts or omissions excepting those involving fraud or willful wrongdoing.
- 6.2 Ordinary Members who are candidates for election as Committee members must deliver their written consent if not personally present at the Annual General Meeting. All candidates must be proposed and seconded. The candidates who receive the highest vote in succession shall be the members of the Committee. If there are candidates with equal votes then lots shall be drawn.
- 6.3 The members of the Committee shall elect from among their number the President of the Chamber, two Vice-Presidents, an Honorary Treasurer and any other posts they may consider appropriate.
- 6.4 A retiring Committee Member is eligible for re-election unless precluded under sections 26 or 40 of the Chamber of Commerce Act B.E.2509 (1966) or any amendment or substitution thereof.

## **CESSATION OF COMMITTEE MEMBERSHIP**

6.5 Committee members shall cease to hold office for any of the following causes:-

- (a) Expiration of their term of office.
- (b) Resignation, with the approval of the Committee.
- (c) Termination of their individual membership of the Chamber, or of the membership of the juristic person they represent.
- (d) If penalised by final court judgment under a provision of the Chamber of Commerce Act B.E.2509 (1966) or any amendment or substitution thereof.
- (e) If ordered by the Minister of commerce to vacate office under the provisions of Section 40 of the Chamber of Commerce Act B.E.2509 (1996) or any amendment or substitution thereof.
- (f) If a motion is passed by any Extraordinary General Meeting called for the purpose of removing a Committee member from office.
- (g) Absence from three consecutive committee meetings. The President shall retain the right to waive this provision in a case he deems to be an exceptional circumstance.

## **CASUAL VACANCIES ON THE COMMITTEE**

6.6 Any vacancy among the members of the Committee occurring otherwise than by retirement at the expiration of their annual term of office, is to be filled from the Ordinary members of the Chamber at a General Meeting of the Chamber. Any person so appointed shall retain office only during such time as the Committee member whom he replaces would have been entitled to retain the same.

## **QUORUM**

6.7 A quorum for all meetings of the Committee shall consist of not less than one-half of its members present in person.

## **RESOLUTIONS OF THE COMMITTEE**

6.8 All actions and decisions of the Committee shall be decided by a simple majority vote and in the event of a tie, the Chairman shall have a casting vote.

## **CHAIRMAN OF MEETING**

6.9 The President of the Chamber shall act as the Chairman of Committee meetings, and in his absence if either Vice-President is not present, the meeting may appoint any Member of the Committee as Chairman for that occasion only.

## **FREQUENCY OF COMMITTEE MEETINGS**

- 6.10 The Committee shall call its own meetings at least once every 2 months and regulate its own proceedings. The President or Member of the Committee acting on his behalf, or not less than 5 Members of the Committee may call for additional meetings at any time.

From time to time certain guests and experts shall be invited to attend Committee meetings, however will have no entitlement to vote at such meetings.

## **HANDING OVER**

- 6.11 On any appointment of a new Committee of the Chamber, the outgoing Committee shall hand over all work and responsibility within 30 days from the date of election of the new Committee provided however, that such handing over will be completed only after appropriate registration with the Bangkok Chamber of Commerce Registrar. Until such registration has been completed the outgoing Committee will continue to exercise authority as the Committee of the Chamber.

## **POWERS AND DUTIES OF THE COMMITTEE**

- 6.12 The Committee of the Chamber is empowered to:-
- (a) manager and regulate the affairs and property of the Chamber in accordance with the law, and resolutions of General meetings.
  - (b) Appoint Committee Members to hold various posts in the Committee.
  - (c) Publish and distribute regulations including any amendments, of the Chamber for the information of Members.
  - (d) Be the final arbiter in all matters relating to the hiring and termination of staff and advisers.
  - (e) Nominate which of their members may sign official documents on behalf of the Chamber.
  - (f) Adopt a resolution without holding a meeting if a simple majority of its members approve that action by signing the resolution or a copy thereof any such resolution shall be binding only after a simple majority of the Committee Members have thus signified their approval.
  - (g) Appoint subcommittees from among their members or any other members of the Chamber to carry out any functions or business of the Chamber under the supervision of the Committee. Each such subcommittee shall include in its number not less than one Committee member.

## **POWERS AND DUTIES OF OFFICERS**

### **6.13 (a) PRESIDENT**

The President shall exercise general supervision over the affairs and interests of the Chamber and represent the Chamber in external relations. He shall be an ex-officio member of all sub-committees. The President or a Vice-President, with any one other member of the Committee, may sign documents which will impose obligations on the Chamber.

### **(b) VICE-PRESIDENT**

A Vice-President, in the absence of the President, shall have the same power and authority as the President.

### **(c) HONORARY TREASURER**

The Honorary Treasurer shall oversee the financial administration of the Chamber, as well as performing any other duties assigned by the Committee.

### **(d) EXECUTIVE DIRECTOR**

An Executive Director may be appointed by the President, with the approval of the Committee, to execute and manage the general affairs of the Chamber in accordance with the objectives set down under this constitution and perform such functions and duties as may be determined by the Committee.

### **(e) CHAMBER SPOKESPERSON(S)**

The Chamber President (and in his absence the Vice-Presidents) and the Executive Director shall be the nominated individuals to act as spokespersons on behalf of the Chamber.

## **FINANCE OF THE CHAMBER**

6.14 All moneys must be kept in the name of the Chamber in any commercial banks and/or on deposit with financial institutions approved by the Committee in the Bangkok Metropolis area.

## **ARTICLE 7. AMENDMENTS TO CONSTITUTION** **DISSOLUTION OF THE CHAMBER** **AND LIQUIDATION OF ASSETS**

### **AMENDMENTS TO CONSTITUTION**

7.1 This constitution may be altered only by a motion passed by a simple majority of the Ordinary Members present in person or by proxy at an Annual General Meeting, or at an Extraordinary General meeting called for such purpose.

## **DISSOLUTION OF THE CHAMBER**

- 7.2 The Chamber shall be dissolved on the occurrence of any of the following:-
- (a) If the Committee recommend dissolution at a General meeting and such recommendation is approved by not less than three quarters of all Ordinary members.
  - (b) The Chamber becomes adjudged bankrupt.
  - (c) If the Minister of Commerce orders it to dissolve according to Section 43 of the Chambers of Commerce Act B.E.2509 (1966), or amendment or substitution thereof.

## **LIQUIDATION**

- 7.2 If, for any reason, the Chamber has to dissolve, the liquidation shall be performed in accordance with the Chambers of Commerce Act B.E.2509 (1966), or amendment of substitution thereof.

Any properties of the Chamber remaining after the liquidation shall be given to a juristic entity or entities in Thailand or charitable purposes, with the approval of a General Meeting.