

**Minutes of the 23rd Annual General Meeting
New Zealand – Thai Chamber of Commerce
25 October 2018, 6.45-9.00 pm
at**

New Zealand's Ambassador Residence, 36 Soi Tonson, Lumpini, Pathumwan, Bangkok 10330

The meeting began at 06:44 pm.

Mr. Warren Meynell Boyes, president of the New Zealand – Thai Chamber of Commerce was Chairman of the meeting. The number of financial members attending has been completed the quorum at 37 members from the total number of 76 members (49%)

Agenda 1 Welcome and Apologies

The president and H.E. Mr. Taha MacPherson, New Zealand Ambassador to Thailand, Cambodia, Laos PDR welcomed the annual general meeting.

Attendees:

MEMBERS PRESENT

Andrew McDowell (Vinarco International by TRANSEARCH Executive)/ Alan Johnson (RedR) / Bjorn Richardson (Kangwal Holding) / Christina Macpherson (NZ Embassy)/ Craig McLean (Kai Zealand)/ Daniel Riordan (Baldwin Bolye Group) / Greg Bailey (Suretank) / James Caust (Reflexico) / Joseph Gumbel (BSA Law Associates) / John Collins (NZO) / Mark Pearson (Premier Thai Lawyers) / Saysamone Johnson (RedR)/ Melvin Fernando (Green Energy Marketing) / Michael Laloli/ H.E. Taha Macpherson (NZ Embassy) / Susanna Miller (NZ Embassy)/ Clinton Lowell (Amari Watergate Bangkok) / Graeme Jewell (NZ Society) / Jason Dunn (Zen Capital) / James Collins (NZO)/ Juraiporn Yoonon (Siam Park Recreation) / Liam Chase (NZ Society) / Maya Pearson (Meteorological) / Nudsathimart Nithipongchardha (Siam Park Recreation) / Paul Dibbayawan (NZO Thailand)/ Silaporn Chiawwicha (Kite Creations)/ Steve Fraser (Kiwi Resource Protection) / Tanya Jaritnuntikun (ATa Services) / Thalia Andrews (The Beaumont Partners) / Tomazs Kos (Kos Design) / Tony Karlsson (The Old English Pub) / Witchanee Namthip (ATa Services) / Warren Boyes (Vinarco by TRANSEARCH Executive Search) / Ryan Freer (New Zealand Trade and Enterprise) / Thai Wah Plaza (Banyan Tree Bangkok) / Samitivej PCL/Brand Connect / Bistro33 (Tenderloins Barbecue and Grill) / Dr. Chatchai Thnarudee / WHA Industrial Development / Carilac / Plizz (Thailand) / Baxter and Brenton Corporation / Raja's Fashions / Silk Legal / Andrew Durieux (Riverfalls)

Apologies

3D Interiors /ANZ /AES /Arnoma Bangkok /Aurecon Consulting /Baker Tilly / Bangkok Patana School /Beca/ Beervana (Thailand) /Benline Agencies/The British Club /Chao Praya Resort / CR Asia /Crown Worldwide / Elastomer Product (Thailand) /FBA Gomyl Fallprotec /Fonterra Brand / Grant Thornton /Healthlink /Horton International Recruitment /International School Bangkok (ISB) / John Griffith /JVK Remover /KIS /Logtag / /Meateor Foods /Pacific Cross Health Insurance /Meinhardt / Microlistics /NGV System / NIST / Royal Paragon Enterprise / Rococo Republic / Thai Sport Supplements / The Soda Company / The Sweetshop /True Reach /Wine Connection /Xypex Marketing Services

Agenda 2 Acceptance the minutes of 22nd annual general meeting of 2017 on 16 November 2017

The president asked for acceptance the minutes of 22nd annual general meeting was held on 16 November 2017, the meeting quorum accepted the minutes.

Resolution: Approved the minutes by all eligible attendees with voting rights



Agenda 3 President's report

The president reported all activities and the results through 2017-2018 as following activities:

- The chamber has continued to work in the best interest of its members.
- The chamber reached out to a wider network of the BKK Community as well as establishing and engaging the Eastern Seaboard community.
- Significantly improvement for Corporate Knight events and other functions attendances, income from all functions increased 69%
- The overall financial position has been improved noticeably as per treasure's report.
- CSR project (MOU) has enabled a constructive and encouraging involvement with The Beaumont Partnership Foundation is assisting in making children's lives better and in the end provide them with increased opportunities.
- The engagement and collaboration with Green Energy Marketing to deliver the Solar Project.
- MOU with Thai Airways International Public Company Limited provides discounts for NZTCC members, families, friends and associates while at the same time continues individual's choice of airlines. (5,7,9%) discounts are on offer subject to air travel expenditure within the agreed 12 month period.
- Increased our involvement and commitment with the Joint Foreign Chambers of Thailand as well as The Board of Trade to Thailand (JFCCT & BoT).
- Continued to attract suppliers to provide added membership discount loyalties.
- Increased NZTCC collaborative approach with some of the smaller chambers.
- Increased the social awareness and following of NZTCC, the current number is 600+ followers on social media for NZTCC awareness and engagement.
- New Zealand Ambassador and his spouse visited to Beaumont Ruam Pattana School (Kiwi Attitude).
- General Membership reduction, they are back to their countries and changed the business direction or partners. For filling up the numbers back, the Committee and Executive Director committed to increase the number of new members 30 up, also encourage all members, sponsors including honorary members to engage.
- To improve the quality of Corporate Knight Guest Speakers and hosting the mixture of events to include Breakfast, Lunch and or Evening, selective targeting of time relevant subject matter.

For the looking forward plans in 2018-2019:

- The committee is committed to increase membership and sponsors at all levels.
- Continue to engage and provide assistance, feedback and recommendations to JFCCT / BoT / regulatory authorities. Representing the interest of our members.
- Continue to evolve the ESB kiwi community and expand our support to ensure growth.
- Continue to expand on our CSR commitments and projects to ensure we deliver quantifiable benefits to the less fortunate children of Thailand.

Resolution: All attendees acknowledged

Agenda 4 Treasurer's Report

Jason Dunn, Treasurer of the chamber reported as following items:

- **2018 financial year profit was THB223k** as compared to a budgeted profit of **THB782k** (-THB559k; -71.5%) this compared to an actual deficit of **THB360k** (+THB583; +161.9%) **in 2017**.
- The Chamber remains in a stable financial position with **Total Assets of THB1,599k** and **Net Assets of THB1,294k** as compared to **THB1,377k** (+THB223k; +16.2%) and **THB1,071k** (+THB223k; +20.8%) **in 2017** respectively.
- **Overall revenues improved** from **THB2,699k** in 2017 to **THB3,416k** in 2018 (+THB748k or +28.0%) driven by growth in Functions & Corporate Knight Events and Sponsorship and Other Income (THB1,056k; 68.7%), however, this was partially offset by a fall in membership revenues (-THB309k; -27.3%).



- **Expenses, however, also increased slightly from THB3,029k in 2017 to THB3,194k (+THB165k; +5.4%) in 2018.** The main increase was related to Functions and Corporate Knight Events which increased in line with their associated revenues (+THB584k; +49.6%) partially offset by reduced salary and administration costs (-THB416k; 29.4%). Additionally the Chamber made **THB100k** of donations as part of its ongoing **CSR responsibilities**.
- **2017 audited results were again unqualified.**

For the 2018-2019 audit, Treasurer recommended Mr. Morakot Lao-Amnuaychai (CPA), the same auditor and the same quote at THB10,000.

Resolution: All attendees approved unanimously the treasurer's report as of 31 August 2018 and the auditor for 2018-2019.

Agenda 5 Membership

Mark Pearson, Vice President of the chamber reported the number of financial members at 75 members and await for membership fee payment from 5 new members, in total general members should be 80 members. The number of members dropped from 95 member in year 2017-2018, due to members changed the business direction and shifted back to their countries. For Corporate Knight sponsorship level, dropped from 15 to 12 sponsors. In year 2018-2019, the chamber has 2 in-kind corporate knight sponsor. For Strategic Partners number remains at 4 sponsors.

The membership plans as following items:

- Simplifying Membership and Sponsorship Packages for returning the brand recognition and promoting as the way related to their businesses.
- Including more of the New Zealand and Thai community, for increasing the collaboration and engagement both nationalities as the purpose of the chamber.
- Member Loyalty Program, to gain more benefits and value covering the annual membership fee.
- Member gets Member and Member gets Sponsor such as free event tickets attending any chamber's event.
- Improving the range of services for the Members and Sponsors.

Resolution: All attendees acknowledged

Agenda 6 Eastern Seaboard (ESB)

Steve Fraser, committee member and Eastern Seaboard coordinator reported as following activities;

- Kiwis on the ESB are typically in the services, manufacturing and education sectors.
- Attracting new members from the ESB remains a challenge, although now with representation on the ESB, more people are becoming interested.
- Some Kiwis are long term members of other chambers, responses suggest they will remain with other chambers
 - Due to long term membership
 - Loyalty to their employers country of business incorporation
- NZTCC and the SATCC hosted a joint networking event. Around 25 attended, 10 of those Kiwis.
- Monthly ESB combined chamber event typically attracts at least 3+ kiwis
- New NZTCC supporters on-board in 2018
 - Finnegan's Irish pub and restaurant – Ban Chang
 - Outback Bar/Retox – includes discounts on golf - Pattaya
 - The Lord Nelson, Boutique hotel – Ban Chang
- 2018/2019 Priorities
 - Attract more Kiwis and those with connections to NZ to join the NZTCC



- Get on board at least one major sponsor
- Hold three networking evenings with other small chambers on the ESB

Resolution: All attendees acknowledged

Agenda 7 NZTCC Constitution

Maya Pearson proposed to revise and add some points in the amendments to the Articles of Association (NZTCC Constitution), of the New Zealand-Thai Chamber of Commerce as following clauses and items:

1. Rights and obligations of members Section 3.16 there are items (a) to (f)

(a) Within the scope of the objectives of the Chamber and the facilities, members have the rights to request for advice and assistance in the provision of trade, economic, industrial, and service. The Chamber shall provide such advice and assistance appropriately and within the Chamber's objectives. The chamber may charge appropriate fees for particular or special services requested by member.

New Item Proposed:

(g) Existing members who do not pay the membership within the due date will receive the notice from the Chamber and fail to arrange the payment within 90 days since receiving the notice or within the period of time according to the first paragraph, such members shall have their membership benefits revoked and therefore have no rights to vote nor being on a committee. For any reasons that terminate the membership, the members shall pay the membership in full and final.

2. Appointment of committee (referred to Article 5 and 6 Administration)

Section 5.1 The Annual General Meeting shall be held in the month of October, to approval 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 when completing the terms of two year in the office, to appoint an Auditor; and to conduct any other business that may arise.

Section 6.1 The affairs of the Chamber shall be administered by a committee which is elected annually among the financial ordinary members at the Annual General Meeting. Committee member who have completed the initial term are eligible to be re-elected.

There shall be not less than eight nor more than twelve committee members on a committee at any one time. The majority of the committee must be New Zealand and/or Thai nationals. A committee member shall not be personally responsible for any acts or omissions excepting those involving fraud or wilful wrongdoing.

Section 6.2 paragraph 2 If there are ordinary members who are candidates for election and those candidates have the equal votes, then the ordinary members shall vote again to decide who is appointed to the committee.

Section 6.5 Committee members shall cease to hold office for any of the following case:

- (a) Has completed the terms of two years in the office;
- (g) Absence for three consecutive committee meetings without reasonable justification. Being committee is an individual, therefore, the committee member cannot have a proxy. The president shall retain the right to waive this provision in a case he deems to be an exceptional circumstance.

Resolution: All attendees unanimously approved all proposed points and voted for 2 years for a term of the committee and increasing to 12 committee members. The increase to 12 committee members is to ensure a quorum is available at each meeting of the committee.

Agenda 8 Website Update, Supplier List and NEW ZEALAND ASEAN BUSINESS ALLIANCE (NZABA)

Joseph Gumbel reported the topics and listing for updating on www.nztcc.org that is for useful information on publicity to members and visitors at the chamber's website as following contents:

1. WEBSITE UPDATES

- We have recently updated the NZTCC website to include more relevant and current information on doing business in Thailand.
- The information is intended to provide a general overview of the legal and regulatory framework for running a business in Thailand.
- The intended audience is largely those who are seeking to set up businesses in Thailand but there is also information which would be useful for those who are already here.
- Here is a link to the updated page: xxxxxx

2. SUPPLIER NETWORK

- As part of the website upgrade we also intend to roll out a new "Supplier Network" feature.
- The goal of the Supplier Network is to connect people and businesses who are coming to Thailand or are already here with suppliers and service providers of our chamber who can assist them. This will provide another avenue for our members to connect with people.
- Some examples of the categories of suppliers we are looking at are:
 - Law Firms
 - Accounting Firms
 - International Schools
 - Transportation and logistics
 - Property Agents and Serviced Office Providers
 - IT Providers
 - Advertising and Marketing
 - Banks
 - Other suggestions welcome!
- Details about the program will be circulated to our members in the coming months.

3. NEW ZEALAND ASEAN BUSINESS ALLIANCE (NZABA)

- The NZ ASEAN Business Alliance (NZABA) is an affiliation of regional chambers throughout ASEAN designed to benefit New Zealand companies, working in, or planning to do or doing business in Asia, as well as Asia-based companies engaged with New Zealand.
- The goal of NZABA is to increase connectivity to improve business linkages, share local knowledge and contacts, and provide reciprocal membership of associations and access to business events while travelling.
- NZTCC is working with other regional chambers to implement this alliance which will bring additional benefits to our members and will host next year's (2019) meeting of the NZABA.

Agenda 9 CSR Project

The president summarized CSR activities with The Beaumont Partnership Foundation at Beaumont Ruam Pattana School in Chaiyaphum province for knowledge and research of soil & water management and cropping development, this is for building the career for children and their parents, as following activities:

- Focusing on water quality
- Soil Management
- Evolve to 100% Organic Certification
- Expand existing Agri involvement of NZTCC

- Tunnel Houses = 5
- Total Area = 1,800m2 / 19,400sqft
- Producing 90-120kg of produce per week
- Engaged professional advice from;
 - Lincoln University Christchurch (NZ)
 - Bio Husbandry Unity of NZ

Leonard Melvin Fernando reported on the site inspection and donation of solar power at the estimated value of 500,000 baht as Corporate Sponsor under Green Energy Marketing (Thailand) Company Limited enabling the school to be able to save electrical energy to the tune of 100,000 thb per annum as well as significantly reduce environmental impacts.

Agenda 10 Consideration to appoint the 2018/19 committee

The president proposed the nomination list for consideration to be the committee members, as following names:

1. Mr. Warren Meynell Boyes
2. Mr. Mark Pearson
3. Mr. Jason Dunn
4. Mr. Leonard Melvin Fernando
5. Dr. Chatchai Thnarudee
6. Mr. Tomasz Kos
7. Mr. Steve Fraser
8. Mrs. Maya Pearson
9. Mr. James Kennings Caust
10. Mr. Paulvorapongse Dibbayawan
11. Mr. Anthony Stephen Modrich
12. Ms. Paveena Angsuvat

And Mr. Ryan Freer, New Zealand Trade Commissioner to Thailand / Cambodia, Myanmar and Laos PDR has been appointed as New Zealand Government ex-officio member and the chamber will allow, he may vote.

For outgoing committee members as the following names; Mr. Daniel Gerard Riordan, because he will back to the domicile country. For other committee members who resigned from the chamber, because they would like to open the opportunity to the new people managing the chamber as following names; Mr. Warren Meynell Boyes, Mr. Jason Dunn, Mr. Steve Fraser, Mr. Joseph Gumbel, and Mr. Leonard Melvin Fernando. They all planned to hand over all works and responsibilities to the new committee within 30 days after the date of this annual general meeting.

The appointed 8 committee members to hold each role for year 2018-2019, when the revised constitution is approved by Department of Business Development, this committee will be in the office until year 2020 as following names:

- | | |
|----------------------------------|------------------|
| 1. Mrs. Maya Pearson | President |
| 2. Mr. Chatchai Thnarudee | Vice President |
| 3. Mr. Paulvorapongse Dibbayawan | Vice President |
| 4. Mr. Anthony Stephen Modrich | Treasurer |
| 5. Mr. Mark Pearson | Committee member |
| 6. Mr. Tomasz Kos | Committee member |
| 7. Mr. James Kenning Caust | Committee member |
| 8. Ms. Paveena Angsuvat | Committee member |

Resolution: Unanimously voted and approved the behavior the above 8 persons committee as well as Mr. Ryan Freer to be the committee members in year 2018-2019 of the Chamber.

Agenda 11 Consideration for the appointment of Honorary Members

The president proposed to remain the honorary members, Mr. Andrew McDowell, (TRANSEARCH Executive Search /Vinarco International Group) and Mr. John Pollard of Meinhardt Group as the honorary members always provided the contribution to the chamber.

Resolution: All attendees unanimously approved these purposed honorary members for continue the same status.

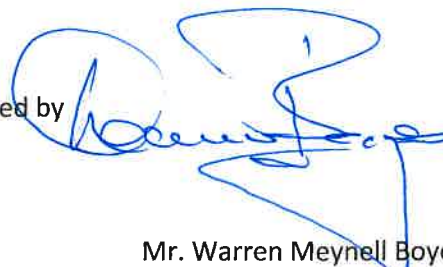
Agenda 12 - Other business

1. Beaumont Ruam Pattana School, in Chaiyaphum by Thalia Andrews
Thalia Andrews introduced the school, the activities to all attendees and thanked the NZTCC for the contribution towards changing the future opportunities to the children of The Beaumont Ruam Pattana School.
2. Upcoming events:
 - Christmas Function in collaboration with the Norwegian Thai Chamber of Commerce – “Arctic to Antarctic” at Kai New Zealand on Thursday 13 December 2018
 - The Tri Nations Braai on Wednesday 16 January 2019
 - New Zealand Ball on Saturday 2 March 2019
 - All Black Long Luncheon (March 22ND) (Sold Out)!
3. Charity Golf
4. Engaged International schools on Speaking engagement / Coaching and skills development
5. Goat Project in conjunction with Craig McLean / Hedley John Co (NZ)

Attendees Acknowledged.

The annual general meeting ended at 9.00 pm.

Signed by



Mr. Warren Meynell Boyes
The president of New Zealand – Thai Chamber of Commerce