

# APRACA REGULATIONS

## Article I Definitions and Scheme

1. In these Regulations, unless the context otherwise requires:
  - a) “Association” shall mean the Asia-Pacific Rural and Agricultural Credit Association;
  - b) “Chairman”, “Vice-Chairman” and “Secretary General” shall mean the Chairman, the Vice-Chairman and the Secretary General of the Association respectively;
  - c) “General Assembly” and “Executive Committee” shall mean the General Assembly and the Executive Committee of the Association respectively;
  - d) “Ordinary Meeting of the General Assembly” shall mean a meeting of the General Assembly held in terms of Article VI (1) (a) of the Regulations;
  - e) “General Meeting of the General Assembly” shall mean a meeting of the General Assembly held in terms of Article VI (1)(b) of the Regulations;
  - f) “General Secretariat” shall mean the Secretary General and the staff of the Association appointed in conformity with the Regulations;
  - g) “Member” shall mean any entity that has become a member of the Association in conformity with the Regulations;
  - h) “Qualified Majority” shall mean a two thirds of votes cast at a meeting, provided that such votes contain at least one vote from a Member from each of not less than two thirds of the Represented Countries present at such meeting;
  - i) “Region” shall mean the countries served by the Food and Agriculture Organization of the United Nations’ (hereinafter referred to as the FAO) Regional Office for Asia and the Pacific, and such other countries as may be determined by the General Assembly from time to time;
  - j) “Regulations” shall mean these Regulations as amended from time to time; and
  - k) “Represented Country” shall mean a country in which at least one Member is incorporated or has its Head Office.
2. These Regulations are divided into two parts numbered Part I and Part II. The regulations in Part II shall at all times be consistent with those in Part I. if any regulation in Part II is inconsistent with a regulation in Part I, the former shall be invalid to the extent of the inconsistency.

# **PART I**

## **Article II      Objectives and Functions**

1. The objectives of the Association shall be:
  - a) to foster cooperation in improving and planning the financial arrangements for rural and agricultural development in the Region;
  - b) to establish, among the Members, a machinery for systematic interchange of information on rural and agricultural financial services in the Region, and to act as a clearing house for such information;
  - c) to encourage inter-country studies on matters of common interest in the field of rural finance and agricultural credit, and to publish such studies and distribute them among the Members;
  - d) to organize and coordinate training programmes on rural finance and agricultural credit, as well as to facilitate the exchange of personnel and experts among the Members;
  - e) to establish and maintain an appropriate relationship with the FAO and other international and regional organizations that pursue objectives similar to or related to those of the Association; and
  - f) to provide services related to consultancy, research and publications in the field of rural finance and agricultural credit.
  
2. For the purpose of achieving its objectives, the Association shall perform the following functions:
  - a) organize periodic meetings of the Members;
  - b) promote the exchange of ideas and experiences through the interchange of personnel and experts, or by any other means;
  - c) facilitate the collection, collation, publication and dissemination of information relevant to the objectives and functions of the Association;
  - d) arrange and organize symposia, seminars, research projects, training courses and other training programmes for the benefit of the Members;
  - e) set up study groups, consultant teams and other subsidiary bodies as it deems appropriate for the attainment of its objectives; and
  - f) enter into contracts and undertake such other activities which may be conducive to, or promote the attainment of its objectives.

### **Article III      Legal Status**

1. a) The Association is named the "Asia-Pacific Rural and Agricultural Credit Association" and shall also be known by its acronym "APRACA".
- b) The emblem of the Association depicts two hands joined as a symbol of friendship and cooperation, encircling a rice stalk with the acronym "APRACA" written within the circle and above the rice stalk. An illustration of the emblem is set out below.



- c) The Association is a body corporate with a common seal and perpetual succession.
  - d) The Association shall have the legal capacity and power, within the limits set out by the Regulations, to do any acts necessary or conducive for the attainment of its objectives and the performance of its functions. In particular, it shall have the capacity to hold movable and immovable property, to enter into contracts, to institute and defend suits and other legal proceedings, and to do all other things necessary for the purposes of the Association or incidental thereto.
2. The principal office of the Association shall be situated at No. 39, Maliwan Mansion, Phra Atit Road, Chana Songkram Sub-district, Phra Nakhon District, Bangkok 10200, Thailand, or at any other location as may be determined by the General Assembly. Where the General Assembly determines such other location, the address of such other location shall be substituted in this paragraph for the address set out herein.
  3. The organs of the Association are:
    - a) the General Assembly,
    - b) the Executive Committee and
    - c) the General Secretariat.
  4. The organs of the Association shall be governed by these Regulations.
  5. The General Assembly may establish in the Region other bodies, such as representations, branches or agencies, as it may deem necessary for the purpose of performing the functions of the Association. The General Assembly shall adopt rules, regulations and procedures concerning the establishment, management, functions and the supervision of such bodies.

### **Article IV      Membership**

1. Entities from the Region that fall into any one or more of the following categories shall be qualified to apply for membership of the Association:
  - a) any government, government department or governmental agency involved in rural finance and agricultural credit for overall development;
  - b) any central bank or monetary authority;

- c) any national-level financial institution, or national-level federation or association of financial institutions actively pursuing rural and agricultural financing and development; and
  - d) any national-level training and/or research and development institute related to rural finance and agricultural credit.
2. The General Assembly may decide the conditions under which an applicant for membership of the Association may be admitted as a member. Such decision shall require a Qualified Majority in its favour.
  3. The Executive Committee shall have the power to consider applications for membership of the Association and to admit new members in accordance with the conditions for admission determined by the General Assembly.
  4. The General Assembly shall determine the amount of annual membership fee of the Association, and the conditions and circumstances that qualify a Member to be exempted from payment of the whole or part of the annual membership fee. Such determinations shall require a Qualified Majority in their favour. Unless otherwise determined by the General Assembly in terms of these provisions, the annual membership fee of the Association shall be a sum of United States Dollars Four Thousand beginning year 2013.
  5. A Member who wishes to withdraw from membership of the Association shall give written notice of such withdrawal to the Secretary General, provided that at least one year has elapsed from the date such Member acquired membership of the Association. The withdrawal from membership of the Association of a Member, who gives such notice, shall take effect upon the expiry of one year from the date of receipt of the notice by the Secretary General.
  6.
    - a) Any Member who fails to pay the annual membership fee due from it on or before the due date, unless exempted from the payment of such fee in accordance with the Regulations, shall not exercise its membership rights until such time as full payment of the sum due is made.
    - b) The membership of any Member, who persistently fails to fulfill any of its obligations specified in Part I of the Regulations, may be suspended or terminated by the decision of the General Assembly. Such decision shall require a Qualified Majority in its favour.

**Article V                    Rights and Obligations of the Members**

1. Each Member shall, in accordance with the Regulations, have the right:
  - a) to attend the ordinary and extraordinary meetings of the General Assembly of the Association;
  - b) to request and obtain information available with, or that is within the control of, the Association on matters relevant to such Member, including guidelines for obtaining technical assistance and/or collaboration in the study of its problems; and
  - c) to avail itself of any services or other benefits provided by the Association to the Members.
2. Each Member shall have the following obligations:
  - a) to discharge its financial obligations to the Association;

- b) to collaborate in forming any technical committees of the Association;
- c) to provide promptly any information as may reasonably be requested of it by the Association, to the extent that the provision of such information would not infringe any law or regulation to which the Member is subject;
- d) in general, to collaborate with the Association in the fulfillment of its objectives and functions; and
- e) to provide to the organs and bodies of the Association and to other Members, to the extent possible, such facilities determined by the Executive committee to be essential for the successful functioning of the Association.

## **Article VI      General Assembly**

1. There shall be held a meeting of the Members of the Association annually as follows:
  - a) An ordinary meeting of the General Assembly comprising the Members in respect of every two calendar years; and
  - b) A general meeting of the General Assembly comprising the Members convened by the Executive Committee in each calendar year other than in a calendar year in which an ordinary meeting of the General Assembly is held in terms of sub-paragraph (a) of this paragraph.
2. An extraordinary meeting of the General Assembly comprising the Members shall be convened in accordance with the provisions of Part II of the Regulations.
3. A majority of the total number of the Members, provided that such majority contains at least one Member from each of not less than a majority of the Represented Countries, shall constitute the quorum for a meeting of the General Assembly. A Member shall be deemed to be present at a meeting when a person authorised by such Member, by a letter addressed to the Secretary General, to participate and vote on its behalf is present at such meeting.
4. Each Member shall have the right to vote at the meetings of the General Assembly, provided that a Member who is unable to be present at a meeting may authorise, by a letter addressed to the Secretary General, another Member to participate and to vote on its behalf at such meeting.
5.
  - a) The Chairman and the Vice-Chairman shall be elected for a period of two years from among the Members at every ordinary meeting of the General Assembly. Each of such elected Members shall nominate one person who shall function in the capacity of the Chairman or the Vice-Chairman, as the case may be, and each of them shall function as Chairman and Vice-Chairman as the representative of the Member which nominated him and not in his personal capacity.
  - b) A Member who makes such nomination may revoke the nomination and nominate another person to function as Chairman and Vice-Chairman, as the case may be.
  - c) Where the person nominated as the Chairman or the Vice-Chairman is temporarily unable to perform the functions of his office, the Member that nominated him may nominate another to act for him.

- d) A Member shall make a nomination or revoke a nomination in terms of this paragraph by a letter addressed to the Secretary General.
6. The General Assembly shall, in accordance with the Regulations:
- a) review, direct and coordinate the activities of the Association;
  - b) at every ordinary meeting, consider and approve the audited accounts and the financial report of the Association for the previous two financial years;
  - c) at every ordinary meeting, consider and approve the programme of work and budget of the Association up to the next ordinary meeting of the General Assembly;
  - d) elect and terminate the services of the ordinary members of the Executive Committee at an ordinary meeting of the General Assembly, provided that such election and termination be made at a general meeting of the General Assembly if the General Assembly makes a specific decision to that effect;
  - e) appoint and terminate the services of the Secretary General;
  - f) appoint and terminate the services of the auditor(s);
  - g) determine the conditions for admission to membership and the admission fee payable by new Members;
  - h) determine the annual membership fee and the circumstances in which a Member may be exempted from the payment thereof;
  - i) adopt amendments to the Regulations;
  - j) approve any rules and procedures for the organs and bodies of the Association;
  - k) decide the date and venue of the next ordinary meeting of the General Assembly; and
  - l) discuss, decide and take action on any other matter within the scope of the Association as it may deem necessary.
7. a) Unless otherwise provided in Part I of the Regulations, a decision of the General Assembly at a meeting shall be taken by a simple majority of the votes cast, provided that such majority contains at least one vote from a Member from each of not less than a majority of the Represented Countries present at such meeting.
- b) (i) A decision of the General Assembly, on a matter which does not require a Qualified Majority, may be taken by correspondence, provided that the Executive Committee considers that a decision on such matter is urgent and could conveniently be taken by correspondence.
  - (ii) Subject to sub-paragraph (b) (i) of this paragraph, the General Assembly may take a decision by correspondence by a simple majority of the votes cast, provided that more than half of the total number of the Members have cast their votes, and provided further that such simple majority contains at least one vote from a Member from each of not less than a majority of the Represented Countries.
  - (iii) When the Executive Committee decides that any matter shall be placed for a decision of the General Assembly by correspondence, the Secretary General shall circulate a notice, approved by the Executive Committee, among the Members by registered post soliciting their vote on such matter. Each Member shall respond to such notice by

sending his vote by registered post to the Secretary General to reach him not later than a date specified in the notice (hereinafter referred to as the specified date). The specified date shall not be earlier than 45 days from the date of dispatch of such notice to Members.

- (iv) On the day immediately following the specified date, the Secretary General shall take a count of the votes received, and communicate to the Members, by registered post, the results of the voting, giving such particulars as may have been specified by the Executive Committee and, based thereon, the decision of the General Assembly on the matter on which the vote was taken.
  - (v) The Secretary General shall keep in his office, in safe custody, all documents and records relating to a decision taken by correspondence for perusal by any Member.
- 8. The General Assembly may establish such subsidiary ad hoc bodies and working groups as it may deem necessary.
  - 9. The General Assembly may delegate any of its powers to the Executive Committee or other organs and bodies of the Association except those provided for in sub-paragraph 6 (b) of Article IV and in Article VI of Part I of the Regulations.
  - 10. The FAO shall enjoy the status of a permanent observer with the right to participate in all discussions at the meetings of the General Assembly.

## **Article VII            Executive Committee**

- 1. The Executive Committee shall be composed of:
  - a) the Chairman and the Vice-Chairman;
  - b) thirteen ordinary members elected at an ordinary meeting of the General Assembly from among the Members for a period ending with the next ordinary meeting of the General Assembly. Each member so elected shall nominate one person who shall function as the member of the Executive Committee, and such person shall function as the representative of the Member who nominated him and not in his personal capacity; and
  - c) the Secretary General and a relevant official of the FAO, as ex-officio members.
- 2.
  - a) No Represented Country shall have more than one Member as a member of the Executive Committee among the members mentioned in paragraphs 1 (a) and 1(b) of this Article.
  - b) A Member who nominates a person in terms of paragraph 1 (b) of this Article may revoke such nomination and nominate another in his place.
  - c) Where a person nominated in terms of paragraph 1 (b) of this Article is temporarily unable to perform the functions of his office, the Member who nominated him may nominate another to act for him.
  - d) A nomination or revocation of a nomination in terms of this paragraph shall be made by a letter addressed to the Secretary General.

3. The Executive Committee shall implement and execute any policies and decisions laid down or taken by the General Assembly, and shall exercise the powers, perform the functions and discharge the duties assigned to it by the Regulations or delegated to it by the General Assembly.
4. The Executive Committee shall represent the Association, and shall enter into contracts and agreements on behalf of the Association in conformity with the powers conferred on it by the Regulations. For this purpose, the following persons are authorized to sign the name of the Association:
  - a) the Chairman together with the Secretary General;
  - b) the Chairman together with any member of the Executive Committee; and
  - c) any person or persons authorized by the Executive Committee.
5. The Executive Committee shall be responsible for directing the activities of the Association and exercising supervision over the General Secretariat and any other bodies set up by the General Assembly. To this end, it shall:
  - a) submit to the General Assembly the necessary reports including:
    - i) reports of the Association's activities;
    - ii) audited statements of accounts and financial reports; and
    - iii) proposals for annual work programmes and budgets.
  - b) review, direct and coordinate the activities of the Association during the period between the meetings of the General Assembly, to such extent as may be specified in the Regulations or determined by the General Assembly.
  - c) meet at least once during each calendar year.
  - d) adopt rules and procedures for the regulation of its business, the conduct of its affairs and the preservation of order at its meetings which shall not be inconsistent with the Regulations.
  - e) employ, discharge and terminate experts and members of the staff of the Association.
6. In performing its functions, the Executive Committee may take decisions and adopt resolutions by a vote taken by correspondence among its members.

## **Article VIII      General Secretariat**

1. The General Secretariat shall consist of the Secretary General and other staff, appointed in terms of paragraph 5 (e) of Article VII of the Regulations, to perform the functions and to discharge the duties of the General Secretariat.
2. The Secretary General shall be appointed by the General Assembly for such period and on such terms and conditions as determined by the General Assembly at the time of appointment. The other staff of the General Secretariat shall be responsible to the Secretary General, and shall be subject to the supervision, direction, and disciplinary control of the Secretary General.
3. The Secretary General shall:
  - a) be responsible for the day-to-day administration of the Association;



- b) upon the request of the Chairman, convene a meeting of the Executive Committee;
- c) promote cooperation among all Members;
- d) organize conferences, symposia, regional training programmes and other gatherings as approved or directed by the Executive Committee;
- e) initiate proposals for joint action programmes with other international and regional bodies mentioned in paragraph 1 (e) of Article II of the Regulations;
- f) manage the funds of the Association as authorized by the Executive Committee and in accordance with Article IX of the Regulations;
- g) ensure the publication of a periodic news digest covering issues of interest to the Association, and be responsible to provide documentation services to the Members to facilitate access to information on rural finance and agricultural credit in the Region and in other regions;
- h) generally take action on all matters consistent with the objectives of the Association and the decisions of the General Assembly and the Executive Committee;
- i) maintain good relations with the Government of the country where the principal office of the Association is located;
- j) provide the Chairman with information concerning the Association, its agencies or other bodies, as he may request from time to time;
- k) perform such other functions as may be assigned to him by the General Assembly and/or the Executive Committee; and
- l) report regularly to the Executive Committee on matters concerning the affairs of the Association, its agencies and other bodies.

## **Article IX        Financial Matters**

1. The Financial Year of the Association shall be the calendar year. The audit of the accounts of the Association for each financial year shall be completed by the fifteenth day of March of the following year.
2. The Executive Committee shall submit to the General Assembly at each ordinary meeting of the General Assembly for its approval:
  - a) the audited accounts of the two previous financial years, together with a detailed financial report; and
  - b) the programme of work and budget of the Association for the current financial year and the next financial year.
3. The financial resources of the Association shall consist of:
  - a) admission fees paid by new Members and annual membership fees;
  - b) voluntary contributions from the Members, and grants and donations from other sources;

- c) income from sale of publications, conducting of training courses and provision of consultancy services;
  - d) income from investments made by the Association; and
  - e) any other funds accruing to the Association.
4. Any surplus at the end of each financial year shall be used to promote the objectives of the Association as may have been decided by the General Assembly.
  5. The Executive Committee, or the Secretary General as authorized by the Executive Committee, shall manage the funds of the Association in conformity with the objectives of the Association and the budget approved by the General Assembly, and shall exercise the following powers and discharge the following duties:
    - a) incur expenses in connection with the administration and operations of the Association;
    - b) collect, receive and acknowledge receipt of contributions, fees, grants and donations, and place them in appropriate bank accounts;
    - c) open, operate and close bank accounts in countries in the Region, or in any other countries approved by the General Assembly;
    - d) invest any funds which are not required for immediate use;
    - e) maintain true and accurate accounts in respect of all funds received, and authorize, record and account all disbursements made; and
    - f) arrange for the audit to be carried out in accordance with paragraph 1 of this Article.

## **Article X            Amendment of Article I and Part I**

1. Proposals to amend the provisions of Article I and Part I of the Regulations may be made by the Executive Committee or by a Member by a written communication addressed to the Chairman. On the Executive Committee making such proposal or on receipt of such proposal from a Member, the Chairman shall transmit it to the Secretary General. The Secretary General shall forthwith circulate the copies of such proposals among the Members by registered post, and shall place the proposal before the Members at the meeting of the General Assembly immediately following the receipt of the proposal.
2. On the basis of a proposal referred to in paragraph 1 of this Article, the General Assembly may adopt an amendment to the Regulations, provided that notice of such proposal and a copy of such proposal had been dispatched by the Secretary General to all members at least 90 days prior to the date of the meeting of the General Assembly at which the proposal is adopted. A decision of the General Assembly to adopt an amendment to the provisions of Article I and Part I of the Regulations shall require a Qualified Majority in its favour.
3. An amendment to the provisions of Article I and Part I of the Regulations shall take effect forthwith upon the General Assembly adopting it in the manner provided in this Article, unless the resolution by which it is adopted provides otherwise.

## **Article XI Settlement of Disputes**

1. Any dispute arising between two or more Members, concerning any matter relating to the affairs of the Association and which cannot be settled by the parties concerned, shall be submitted to the General Assembly for a decision,
2. If such dispute is not settled by the General Assembly, it shall be referred to an arbitration tribunal for settlement.
3. a) An arbitration tribunal referred to in paragraph 2 of this Article shall consist of the following:
  - i) a nominee of each party to the dispute; and
  - ii) a person nominated by the unanimous decision of the arbitrators nominated by the parties in terms of this sub-paragraph, provided that where such arbitrators are unable to arrive at unanimous decision such person shall be nominated by the chairman.
- b) The person nominated in terms of sub-paragraph (a) (ii) of this paragraph shall be the Chairman of the arbitration tribunal.
- c) A decision of the arbitration tribunal shall be final and binding on the parties to the dispute. Where the members of the arbitration tribunal are unable to arrive at a unanimous decision, the decision of the majority of the members of the arbitration tribunal shall be deemed to be the decision of the arbitration tribunal.
4. The parties to a dispute may, with the approval of the Executive Committee, jointly decide on any other mode of settlement of the dispute.

## **Article XII Dissolution**

1. The Association may be dissolved by a decision of the General Assembly to that effect. Such decision shall require a Qualified Majority in its favour.
2. The General Assembly, when taking the decision to dissolve the Association may, subject to the provisions of Sections 106 and 107 of the Thai Commercial Code (relevant excerpt of which is attached in Annex A), determine the manner in which the remaining assets of the Association after liquidation shall be dealt with.

## **PART II**

### **Article XIII Membership**

1. An application to join the Association as a member shall be made in writing to the Secretary General, together with an undertaking that the applicant agrees to comply with the Regulations of the Association. When such application is made, the Secretary General shall submit it for consideration at the Executive Committee meeting immediately following the receipt of the application.

2. Subject to paragraph 3 of this Article, a Member shall pay to the Association the annual membership fee for each calendar year on or before the thirty first day of March of that year.
3. For a new Member joining the Association after the beginning of a calendar year, the proportion of the annual membership fee, as well as the time of payment of such fee for that year and the time of payment of the admission fee by such Member, shall be determined by the General Assembly.
4. Upon receipt of a notice of withdrawal from a Member pursuant to paragraph 5 of Article IV of the Regulations, the Secretary General shall immediately inform the members of the Executive Committee of the receipt of such notice. A Member, which has ceased to be a Member, shall continue to be liable to discharge all obligations it had incurred prior to the date on which it ceased to be a member.

#### **Article XIV      General Assembly**

1. An ordinary meeting of the General Assembly shall be convened in respect of every two calendar years after the expiry of the second of the two calendar years, at a time and place decided by the General Assembly, provided however that such meeting shall be held not later than the expiry of four months from the end of the second of the two calendar years. The Secretary General shall dispatch the invitations and the provisional agenda for an ordinary meeting of the General Assembly to all Members at least 90 days prior to the date fixed for such meeting.
2. The Secretary General shall dispatch to all Members the copies of audited accounts and financial reports for the preceding two financial years, and the programme of work and budget for the current calendar year and the next calendar year at least 14 days prior to the date fixed for an ordinary meeting of the General Assembly.
3. The provisional agenda for an ordinary meeting of the General Assembly shall include the following items:
  - a) the adoption of the agenda;
  - b) the report of the Executive Committee on the activities of the Association during the previous two calendar years;
  - c) the report of the Executive Committee on the financial affairs of the Association, including the audited statement of accounts for the previous two financial years;
  - d) the proposed programme of work and the budget for the current financial year and the next financial year;
  - e) election of the Chairman and the Vice-Chairman in terms of the paragraph 5 of Article VI in Part I of the Regulations;
  - f) election of the members of the Executive Committee mentioned in paragraph 1 (b) of Article VII in Part I of the Regulations;
  - g) the appointment of the Secretary General;
  - h) the appointment of the auditor(s);
  - i) any proposals to amend the regulations;
  - j) determination of the annual membership fee and the admission fee;

- k) any reports of subsidiary ad hoc bodies and working groups; and
  - l) any other business.
4. The Vice-Chairman shall exercise the powers and perform the functions of the Chairman at a meeting of the General Assembly, if the Chairman so requests or if the Chairman is not present. If, however, neither the Chairman nor the Vice-Chairman is able to take the chair at such meeting, the General Assembly shall elect a pro tem Chairman from among the members for such meeting.
  5. The Chairman shall summon an extraordinary meeting of the General Assembly:
    - a) at the request of the General Assembly, or
    - b) at the request of the Executive Committee, or
    - c) at the request of the Members representing not less than one fourth of the Represented Countries.
  6. The Executive Committee shall determine the provisional agenda as well as the date, time and place of an extraordinary meeting of the General Assembly, taking into account the purpose for which the meeting is to be convened. Decisions at an extraordinary meeting shall ordinarily be taken only on matters mentioned in the provisional agenda for such meeting. The invitation and the provisional agenda for such meeting shall be dispatched to the Members by the Secretary General not less than 40 days prior to the date fixed for the meeting.
  7. The Executive Committee shall determine the provisional agenda as well as the date, time and place of a general meeting of the General Assembly provided for in Article VI (1) (b) of the Regulations. The invitation and the provisional agenda for such meeting shall be dispatched to the Members by the Secretary General not less than 60 days prior to the date fixed for the meeting. If a Member has any matter to be taken up at such meeting, it shall communicate such matter to the Secretary General to reach him not later than 21 days prior to the date fixed for the meeting, and on receipt of the same the Secretary General shall forthwith circulate it among the Members.

## **Article XV Executive Committee**

1. The Chairman and the Vice-Chairman elected in terms of paragraph 5 of Article VI of the Regulations, and the ordinary members of the Executive Committee mentioned in paragraph 1 (b) of Article VII of the Regulations, shall hold office from the end of the meeting of the General Assembly at which they are elected to the end of the next ordinary meeting of the General Assembly.
2. The Secretary General shall, upon the request of the Chairman, convene the Executive Committee Meeting at least once a year. Letters of invitation, the provisional agenda approved by the Chairman, and any other documents the Chairman or the Secretary General may deem necessary, shall be dispatched to the members of the Executive Committee by the Secretary General at least 30 days prior to the date fixed for the meeting.
3. The Chairman shall preside at the meetings of the Executive Committee. In the absence of the Chairman at a meeting of the Executive Committee, the Vice-Chairman shall exercise the powers and perform the functions of the Chairman at such meeting.

4. Eight Executive Committee members mentioned in paragraph 1 (b) of Article VII of the Regulations and the Chairman or the Vice-Chairman shall constitute the quorum for a meeting of the Executive Committee.
5. Each member of the Executive committee shall have one vote. Decisions of the Executive committee shall be taken by a majority of votes cast. If a vote is equally divided on a matter, the Chairman of the meeting shall have a casting or a second vote.
6. Subject to paragraph 2 (a) of Article VII of the Regulations, any vacancy among the members of the Executive Committee mentioned in paragraph 1 (b) of Article VII of the Regulations shall be filled from among the Members by a decision of the remaining members of the Executive Committee. The member so appointed shall hold office until the end of the ordinary meeting of the General Assembly immediately following his appointment.
7. The General Assembly shall decide whether the Association shall reimburse the expenses incurred by the members of the Executive Committee in connection with their participation at the meetings of the Executive Committee, and if it decides to reimburse such expenses, it shall also decide the extent to which such reimbursement shall be made.

#### **Article XVI      General Secretariat**

1. The Secretary General shall manage the General Secretariat, and shall perform the duties specified for him in Part I of the Regulations and those assigned to him by the General Assembly or the Executive Committee.
2. The Secretary General shall prepare the minutes of the meetings of the General Assembly and of the Executive Committee and shall, after having had them approved by the Chairman, promptly distribute them among the Members or among the members of the Executive Committee, as the case may be.
3. The Secretary General shall maintain a register of the Members and a record of the payment of admission fees and annual membership fees. The Secretary General shall inform the Executive Committee and the General Assembly at their meetings of any arrears in payment of such fees.

#### **Article XVII      Financial Matters**

1. The Executive Committee, or the Secretary General as authorized by the Executive Committee, shall manage the funds of the Association and discharge the Association's financial obligations in accordance with the provisions of Part I of the Regulations and any directives given by the General Assembly.
2. The Executive Committee shall adopt rules governing the management of the funds of the Association, which shall not be inconsistent with the provisions of Part I of the Regulations.

#### **Article XVIII      Observers**

1. With the written approval of the Executive Committee, representatives of entities which are not Members may attend the meetings of the General Assembly and the meetings of the bodies established under paragraph 8 of Article VI of the Regulations as observers.

2. Subject to paragraph 9 of Article VI of the Regulations, at the request of the General Assembly or the Executive Committee, the Secretary General shall invite representatives of regional or international or other organisations, to attend as observers the meetings of the General Assembly or of the bodies established under paragraph 8 of Article VI of the Regulations.
3. Unless the General Assembly expressly decides otherwise, the observers invited to a meeting under this Article may attend the plenary sessions and any committee meetings as well as participate in discussions at such meetings.
4. Persons who attend meetings as observers in terms of the provisions of this Article shall not have the right to vote at such meetings.

## **Article XIX      Suspension and Amendment of Part II of the Regulations**

1. The provisions of Part II of the Regulations may be amended, or their operation may be suspended:
  - a) by a decision of the General Assembly taken in the manner provided in paragraph 7 (a) of Article VI of the Regulations, provided that the proposed suspension or amendment has been announced in a plenary meeting and the text of the proposal has been distributed among the Members present at the meeting not less than 24 hours before it is taken up for consideration at the meeting; or
  - b) where in the opinion of the Executive committee, such suspension of operation of or amendment to a provision is urgent, by a decision of the General Assembly taken in the manner provided in paragraph 7(b) of Article VI of the Regulations.



## **Excerpt from the Thai Commercial Code Association/26**

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**Section 104.** When a case under Section 102 happens, an interested person may request the Registrar to have the name of the Association struck off the register. If the Registrar fails to comply with the request and does not inform the person who made the request of the reasons within a reasonable period of time, or the reasons given by the Registrar are not satisfied by the person having made the request, he may apply to the Court for dissolution of the association.

**Section 105.** When an association is to be dissolved under Section 101 (1)(2)(3) or (4), the Committee of the association that holds the office at the time of dissolution of the association shall inform the Registrar of the dissolution within fourteen days from the date of such dissolution.

In the case where an association is declared bankrupt by a final judgment or order of the Court under Section 101 (5), or is dissolved by a final order under Section 104, the Court shall notify the Registrar of the said judgment or order.

The Registrar shall publish such dissolution in the Government Gazette.

**Section 106.** Upon dissolution of an association, the liquidation of the association shall be made, and the provisions in Book III, Title 22 on Liquidation of Registered Partnerships, Limited Partnerships and Limited Companies shall apply to the liquidation of the association, *mutatis mutandis*.

**Section 107.** After liquidation, the remaining assets, if any, cannot be distributed among the members of the association. They shall be transferred to such other association or foundation, or any juristic person whose object is of charity purposes as may be designated in the regulations, or if no name designated in the regulations, by the resolution of the association in general meeting. If no transferee of the said assets has been designated by the regulations or by the resolution of the association in general meeting, or if designated but it is unable to comply herewith, the remaining assets shall belong to the State.

**Section 108.** Any person may, on application to the Registrar, inspect the documents relating to an association kept by the Registrar, or request for certified copies of the said documents to be delivered to him by the Registrar, and the Registrar shall comply therewith after payment of such fee as may be prescribed by the Ministerial Regulations has been made.