

Summary

Amendment No. 1 – Clause 4: Objectives

Current Clause 4:

- 4. Objectives:** This Trade Association holds the following objectives:
- (1) to promote Thailand and Hong Kong's trading, industrial, investment, financial and economic activities, to collect statistics, information and data, to conduct research and survey in connection with trade, industry, investment, finance and economy or other matters of interest for further dissemination to its Members,
 - (2) to promote trading, industry, investment, financial and economic relations between Thailand and Hong Kong,
 - (3) to provide advisory services and give its recommendation to Members concerning trading, industrial, investment, financial or economic activities as well as rendering various assistance to facilitate the conduct of the above activities and the general conduct of its Members' business operations,
 - (4) to support and assist Members in solving various problems and obstacles in the conduct of their businesses as well as to carry out negotiations and enter into agreement with third party in their common interest; to follow up and report on movements in both local and international trading and industrial markets for the sake of enhancing trading, industrial, investment, financial or economic relations between Thailand and Hong Kong,
 - (5) to promote unity and interchange of technical/academic opinion as well as commercial news amongst Members pertaining to trade, industry, investment, finance, economy and other matters as well as conducting marketing and industrial research/survey,
 - (6) to request data/statistics, documentation or information from Members, with their consent, concerning their undertakings in the commercial and production area,
 - (7) to promote the quality of products or services produced, distributed or provided in service by Members,
 - (8) to render advice and recommendation to the Government of Thailand or other authorities/organizations within or outside Thailand in the interest of national economic development,
 - (9) to co-operate with the Government of Thailand in promoting marketing and commercial structures/systems, at both local and national levels, and to promote the conduct of industrial activities in consistency with the government's policy,
 - (10) to co-ordinate commercial activities between traders and the Government of Thailand,
 - (11) to promote production activities to attain adequate quantity to meet the demands of both domestic and international markets,
 - (12) to reach agreement with its Members pertaining to regulatory matters to be complied with or refrained from by Member in the interest of ensuring their proper and smooth conduct of operations,

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- (13) to, from time to time, undertake activities in the interest of promoting good health, sports and recreation for Members,
- (14) to help reach compromise in disputes amongst Members or between Members and third parties pertaining to the operations of their businesses.
- (15) to promote training or an exchange of work force to ensure an efficient use of labour in the conduct of Member's operation,
- (16) to render assistance to Members in the area of welfare and all various deeds in the interest of public charity and the conduct of the above operations insofar as such are not prohibited by virtue of Section 22 of the Trade Associations Act, B.E. 2509,
- (17) to perform any other tasks stipulated by law as being the duties of trade associations, or as assigned by the Government of Thailand.

New Clause 4:

- 4. Objectives:** This Trade Association holds the following objectives:
- (1) to promote trading, industry, investment, financial and economic relations between Thailand and Hong Kong,
 - (2) to promote co-operation and business relationship between Thai businessmen and Hong Kong businessmen;
 - (3) to provide advice, suggestions, assistance and support to Members in carrying out business in Thailand and Hong Kong, including the collection of statistics, information and data, conducting research and survey, and dissemination of information regarding trade, industry, investment, finance and the economy and other matters of interest to Members;
 - (4) to promote unity and interchange of technical/academic opinion as well as commercial news amongst Members pertaining to trade, industry, investment, finance, economy and other matters,
 - (5) to promote the products or services produced, distributed or provided by Members,
 - (6) to render advice and recommendation to the Government of Thailand or other authorities/organizations within or outside Thailand in the interest of national economic development,
 - (7) to co-operate with the Government of Thailand in promoting commercial activities at both local and national levels in consistency with the government's policy,
 - (8) to organize and undertake activities that benefit the Trade Association and/or Members such as activities in the interest of promoting good health, sports and recreation for Members, to render assistance to Members in the area of welfare and various charitable activities in so far as such activities are not prohibited by Section 22 of the Trade Associations Act, B.E. 2509,
 - (9) to support and promote global co-operation, communication exchange and synergy among the Federation of Hong Kong Business Associations Worldwide,

- (10) to perform any other tasks stipulated by law as being the duties of trade associations, or as assigned by the Government of Thailand.

Reason:

17 objectives are changed to 10 objectives for the following reasons:

1. Two new objectives added in Clause 4(2) and Clause 4(9):
 - “(2) to promote co-operation and business relationship between Thai businessmen and Hong Kong businessmen, ...
 - (9) to support and promote global co-operation, communication exchange and synergy among the Federation of Hong Kong Business Associations Worldwide.”
2. Objectives that are not practical and have not been carried out are deleted, for example current Clause 4(4), (10), (11), (12), (14), (15);
3. Wording has been simplified, for example:
 - (1) current Clause 4(1) – see new Clause 4(1);
 - (2) current Clause 4(9) – see new Clause 4(7);
4. Closely related objectives are consolidated into the same objective, for example,
 - (1) part of current Clause 4(1) and Clause 4(3) are combined in new Clause 4(3);
 - (2) current Clause 4(13) and 4(16) are combined in new Clause 4(8).

Amendment No. 2 – Clause 5: Categories of Membership

Current Clause 5:

- 5. Categories of Membership:** Membership of the Trade Association shall be divided into three categories as set forth in Clause 5 herein, as follows:
- (1) Ordinary Members: Membership shall consist of natural persons or duly registered juristic persons engaged in the sectors of trade, industry, investment, finance, commerce and service activities.
 - (2) Affiliate Members: Membership shall consist of natural persons engaged in the sectors of trade, industry, investment, finance, commerce and service activities. Affiliate Members shall enjoy all of the privileges and duties of the Ordinary Members except that they are not permitted to hold an elected office and they may not vote.
 - (3) Honorary Members: Membership shall consist of natural or juristic persons regarded by resolution of the Board of Directors as eligible and qualified and who have duly accepted the invitation to become Honorary Members. Honorary Members shall enjoy all the privileges and duties of the Ordinary Members except that they are not permitted to hold an elected office and they may not vote.

New Clause 5:

- 5. Categories of Membership:** Membership of the Trade Association shall be divided into three categories as set forth in Clause 5 herein, as follows:

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(1) Ordinary Members: Membership shall consist of natural persons or duly registered juristic persons engaged in the sectors of trade, industry, investment, finance, commerce and service activities.

(2) Affiliate Members: Membership shall consist of natural or duly registered juristic persons engaged in the sectors of trade, industry, investment, finance, commerce and service activities. Affiliate Members shall enjoy all of the privileges and duties of the Ordinary Members except that they or their authorized representatives are not permitted to hold an elected office and they may not vote.

(3) Honorary Members: Membership shall consist of natural or juristic persons regarded by resolution of the Board of Directors as being able to bring honour to the Trade Association or who are engaged in activities that will enable them to be of assistance to the Trade Association and who have duly accepted the invitation to become Honorary Members. Honorary Members shall enjoy all the privileges and duties of the Ordinary Members except that they are not permitted to hold an elected office and they may not vote. In addition, the Board may propose to the General Meeting one or more natural persons who are Honorary Members to have the title of "Honorary Chairman" and upon approval by the General Meeting, such Honorary Members shall assume the title of "Honorary Chairman".

Reason:

1. Clause 5(2) Affiliate Members: Provide option for juristic persons (companies) to join the Association as Affiliate Members.

2. Clause 5(3) Honorary Members:

(1) Add criteria that the Board of Directors have to consider whether a person will bring honour to the Trade Association or if such person is engaged in activities that will be of assistance to the Trade Association before such person is approved to be an Honorary Member.

(2) Provide title of "Honorary Chairman" to those Honorary Members who are natural persons and who may provide extraordinary contribution to the Trade Association.

Note: No change to Ordinary Members.

Amendment No. 3 – Clause 13(5): Rights and Duties of Members

Current Clause 13(5):

13(5) to use the Trade Association's logo in a dignified and appropriate manner without acquiring any proprietary right thereon in any way,

New Clause 13(5):

13(5) to use the Trade Association's logo only with the prior approval by resolution of the Board of Directors and in a dignified and appropriate manner without acquiring any proprietary right thereon in any way,

Reason:

Add requirement that the use of the Trade Association logo must have the prior approval by resolution of the Board of Directors.

Amendment No. 4 – Clause 17: Constitution and Election of the Board of Directors

Current Clause 17:

17. Constitution and Election of the Board of Directors: There shall be a Board of Directors to administer the Trade Association in line with its objectives and to represent the Trade Association in any activities involving third parties. The Board of Directors shall consist of at least eight persons and not more than twelve persons.

Unless prescribed otherwise by that particular General Meeting, election of Directors shall be made by ballot through nomination of Ordinary Members for the post to be submitted by the Ordinary Member to the General Meeting and such nomination shall be seconded by at least two other Members. The Member(s) or its representative(s) who receives the highest count of votes in the respective order shall be appointed Directors by the General Meeting in the number prescribed in the preceding paragraph and in accordance with the resolution adopted by that particular General Meeting. Votes will be cast again for persons who receive tie-votes in the last ranking order of nominees specifically for such tie-votes only. If such process again produces another tie-votes, the matter shall then be resolved by the drawing of lots.

Directors shall select, among themselves, a person to assume each post of President, Vice President, Treasurer, and other posts as considered appropriate by the Board. The President shall be a person with the right of permanent residence in Hong Kong.

The Trade Association's Directors shall retain their office for a term of one (1) year. Such term shall start on the day after the election by the General Meeting and end on the day of the first General Meeting in the following calendar year which is convened for the purpose of the election of Directors.

Subject to the provisions of Sections 19 and 33 of the Trade Associations Act B.E. 2509, a retiring Director is eligible for re-election. However no one can be elected as a Director for more than four (4) consecutive terms. A Director who retains his/her office for four (4) consecutive terms cannot be re-elected unless a period of one (1) year has elapsed. This ceiling shall not apply to the case of a Director in the position of President, Vice President or Treasurer in his/her fourth (4th) term. Such President, Vice President or Treasurer shall be eligible for election as Director by the General Meeting for a further fifth (5th) term; and if he is appointed by the Board to serve for the fifth (5th) term in the position of President, Vice President or Treasurer, then he/she shall be eligible for election as Director by the General Meeting for a final (6th) term. In no case can any one be elected as President, Vice President or Treasurer for more than four (4) consecutive terms in the same position.

For the purpose of eligibility for re-election and continuous office, all previous terms served shall be counted irrespective of the length of the term except for the term of a person appointed by the Board to fulfill a vacancy under Clause 19. In such case the person so appointed shall be deemed not to have served a term in his office for the purpose of eligibility for re-election and continuous office.

New Clause 17:

17. Constitution and Election of the Board of Directors: There shall be a Board of Directors to administer the Trade Association in line with its objectives and to represent the Trade Association in any activities involving third parties. The Board of Directors shall consist of at least seven (7) persons and not more than thirteen (13) persons elected at the Annual General Meeting from Ordinary Members. In case of Ordinary Members who are juristic persons, any designated representative may stand for election provided that there is only one candidate from each such Ordinary Member.

At least thirty (30) days prior to the Annual General Meeting, the Board of Directors shall notify the Members of the nomination period and any rules applicable to the nomination process for the nomination of candidates to be elected as directors at the Annual General Meeting.

The nomination form shall be available from the Secretary-General or can be downloaded from the Trade Association's website.

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Candidates for the Board of Directors must register their interest by submitting the nomination form to the Secretary-General or the Director acting for the Secretary-General within the nomination period. The completed nomination form must be signed by the candidate and seconded by one (1) other Ordinary Member and shall include any other information as may be required from time to time. A seconder may only second or support up to three (3) candidates. Incomplete nomination forms shall be invalidated.

Members shall be notified of the list of qualified candidates at least seven (7) days prior to the Annual General Meeting.

If there are less than seven (7) qualified candidates, the nomination period shall re-open on the day of the Annual General Meeting, whereupon additional nominations can be proposed and seconded by the Ordinary Members present.

In the event the number of qualified candidates is less than or equal to thirteen (13) persons, the meeting may appoint all qualified candidates as directors without holding an election.

If there are more than thirteen (13) qualified candidates, an election shall be held. Voting shall take place by secret ballot. The rules and conditions of voting shall be as stipulated on the ballot form. Each Ordinary Member attending the meeting in person or by proxy shall receive one ballot form although an Ordinary Member which is a juristic person may be represented by two representatives at the meeting.

After the votes have been cast and counted, the meeting shall appoint the thirteen (13) candidates with the highest count of votes to the Board of Directors.

In case of a tied vote for any vacancy, there shall be another round of voting for the tied candidates only. If a tied vote results again from this round of voting, the matter shall be resolved by the drawing of lots by the tied candidates to be conducted by the Chairman of the meeting.

Directors shall select, among themselves, a person to assume each post of President, Vice President (not more than three (3) persons as 1st Vice President, 2nd Vice President and 3rd Vice President), Treasurer, Secretary-General and other posts as considered appropriate by the Board. The President shall be a person with the right of permanent residence in Hong Kong.

The Trade Association's Directors shall retain their office for a term of one (1) year. Such term shall start on the day after the election by the General Meeting and end on the day of the first General Meeting in the following calendar year which is convened for the purpose of the election of Directors.

Subject to the provisions of Sections 19 and 33 of the Trade Associations Act B.E. 2509, a retiring Director is eligible for re-election. However no one can be elected as a Director for more than four (4) consecutive terms. A Director who retains his/her office for four (4) consecutive terms cannot be re-elected unless a period of one (1) year has elapsed.

For the purpose of eligibility for re-election and continuous office, all previous terms served shall be counted irrespective of the length of the term except for the term of a person appointed by the Board to fulfill a vacancy under Clause 19. In such case the person so appointed shall be deemed not to have served a term in his office for the purpose of eligibility for re-election and continuous office.

Reason:

1. Change size of Board from even to odd size to avoid an equality of votes in case of full attendance.
2. Add nomination procedure and nomination period before AGM.
3. Establish when an election of Directors need not be held – when the number of candidates is less than the maximum Board size.
4. Establish that in case of election of Directors, the voting shall be by secret ballot.

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5. Add "Secretary-General" to the office holders in the Board. Limit Vice Presidents to three persons.
6. Simplify the maximum term of Directors – all Directors will have a maximum of 4 terms, regardless of whether they are office holders.

Amendment No. 5 – Clause 18: Termination of Office as Director

Current Clause 18:

18. Termination of Office as Director: A Director will come to the end of his/her term under the following circumstances:

- (1) Retirement at the end of term,
- (2) Resignation as approved of by the Board of Directors,
- (3) Disqualified or termination of Ordinary Membership or appointment as representative of an Ordinary Member,
- (4) Dismissal from the Board of Directors by virtue of resolution adopted by the General Meeting,
- (5) Dismissal under an order issued by the Minister of Commerce by virtue of Section 33 of the Trade Associations Act, B.E. 2509.

In the case where a representative of a juristic person Member under Clause 10 who has been elected or appointed dies or retires from such post, the said Member may nominate a new representative as his/her replacement subject to the provision of Clause 19.

New Clause 18:

18. Termination of Office as Director: A Director will come to the end of his/her term under the following circumstances:

- (1) Retirement at the end of term,
- (2) Resignation as approved of by the Board of Directors,
- (3) Disqualified or termination of Ordinary Membership or appointment as representative of an Ordinary Member,
- (4) Dismissal from the Board of Directors by virtue of resolution adopted by the General Meeting,
- (5) Dismissal from the Board of Directors by virtue of resolution of the Board of Directors upon failure to attend in person or by proxy three (3) consecutive or one-half of scheduled Board of Directors meetings during the term and without satisfactory explanation accepted by the Board of Directors,
- (6) Dismissal under an order issued by the Minister of Commerce by virtue of Section 33 of the Trade Associations Act, B.E. 2509.

In the case where a representative of a juristic person Member under Clause 10 who has been elected or appointed dies or retires from such post, the said Member may nominate a new representative as his/her replacement subject to the provision of Clause 19.

Reason:

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Add new subclause (5) – The Board of Directors can dismiss a Director for failure to attend (in person or by proxy) 3 consecutive meetings or half of scheduled Board meetings without satisfactory explanation.

Amendment No. 6 – Clause 19: A Director's retirement prior to the end of term

Current Clause 19:

19. A Director's retirement prior to the end of term: The Board of Directors may, in respect of any vacancy in the Board, appoint an Ordinary Member or any of an Ordinary Member's representatives to fill the vacancy. Such replacement Director, however, may remain in office only for the remaining term of the Director he/she replaces or until the next General Meeting convened for the purpose of the election of Directors, whichever occurs the earliest.

In the case of retirement of the entire Board of Directors before the end of its term, such retiring Board of Directors shall convene a General Meeting for the purpose of electing a new Board of Directors in which event the provision of Clause 24 shall apply mutatis mutandis.

The Board of Directors elected in pursuance of the preceding paragraph may remain in its post for such remaining tenure of the Board of Directors it is replacing.

New Clause 19:

19. A Director's retirement prior to the end of term: The Board of Directors may, in respect of any vacancy in the Board, appoint an Ordinary Member or any of an Ordinary Member's representatives to fill the vacancy. Such replacement Director, however, may remain in office only for the remaining term of the Director he/she replaces or until the next General Meeting convened for the purpose of the election of Directors, whichever occurs the earliest.

If there is a vacancy of a Director who is an office holder, the Board of Directors may select any other director to fill the post.

In the case of retirement of the entire Board of Directors before the end of its term, such retiring Board of Directors shall convene a General Meeting for the purpose of electing a new Board of Directors in which event the provision of Clause 24 shall apply mutatis mutandis.

The Board of Directors elected in pursuance of the preceding paragraph may remain in its post for such remaining tenure of the Board of Directors it is replacing.

Reason:

Add new paragraph 2 – Clarify that the Board of Directors can appoint any other Director to fill an office-holder's post if there is a vacancy.

Amendment No. 7 – Clause 20: Quorum for Board of Director Meetings

Current Clause 20:

20. Quorum for Board of Directors Meetings: A Board of Directors meeting shall be attended by at least half of the total number of Directors or their proxies at such time in order for a quorum to be formed.

In the case where the number of Directors attending the meeting is less than half of the total number of Directors or their proxies, the remaining Directors may conduct transactions pertaining to the appointment of Ordinary Members or representatives of any or several Ordinary Members to be the additional director for the purpose in order to form the full quorum, or to convene the General Meeting

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or to carry out all reasonable act with the sole objective of protecting the Trade Association's interests.

New Clause 20:

20. Quorum for Board of Directors Meetings: A Board of Directors meeting shall be attended by at least half of the total number of Directors or their proxies at such time in order for a quorum to be formed.

If there is insufficient quorum, the meeting shall be adjourned and the President shall call for a new meeting to take place within fourteen (14) days of the adjourned meeting.

In case there is insufficient quorum again at the meeting called within fourteen (14) days of the adjourned meeting, any two (2) directors including at least one director who is an office holder shall jointly call for an Extraordinary General Meeting to transact the business of the Trade Association.

Reason:

Stipulate that if the business of the Trade Association cannot be carried out due to lack of quorum in 2 successive Board of Directors' meetings, an EGM must be called.

Amendment No. 8 – Clause 23: Preparation, Convening and Minutes of Board of Directors Meetings

Current Clause 23:

23. Preparation, Convening and Minutes of Board of Directors Meetings: A Board of Directors Meeting shall be held at least once every three months. Moreover, a Board of Directors Meeting may be called if it is considered expedient by the President of the Trade Association or Director acting in his/her place, or by at least four Directors.

Minutes of each Board of Directors Meeting shall be prepared by the Secretary-General or a Director acting for the Secretary-General and submitted for approval to the next Board of Directors Meeting. The approved minutes shall then be signed by the Chairman and Secretary-General and kept on file at the Trade Association's Office. Members may inspect such certified minutes at the Trade Association's Office during its business hours.

New Clause 23:

23. Preparation, Convening and Minutes of Board of Directors Meetings: A Board of Directors Meeting shall be held at least once every two months. Moreover, a Board of Directors Meeting may be called if it is considered expedient by the President of the Trade Association or Director acting in his/her place, or by at least four Directors.

In the event of the death of the President or the resignation of the President, the Board shall convene a Board of Directors meeting within thirty (30) days for the purpose of electing a new President. In the event the President is absent or is unable to discharge his/her duties for over two (2) months, the Board shall convene a Board of Directors meeting within thirty (30) days of the expiry of the two (2) month period to elect a new President.

Minutes of each Board of Directors Meeting shall be prepared by the Secretary-General or a Director acting for the Secretary-General and submitted for approval to the next Board of Directors Meeting. The approved minutes shall then be signed by the Chairman of the meeting and kept on file at the Trade Association's Office. Members may inspect such certified minutes at the Trade Association's Office during its business hours.

Reason:

1. Change frequency of Board meetings from at least every 3 months to every 2 months.
2. Add procedure for appointment of new President in the event of death, resignation, absence or disability of the President.
3. Delete requirement for the Secretary-General to sign Board minutes.

Amendment No. 9 – Clause 24: Assumption of Duties by the Board of Directors Meetings

Current Clause 24:

24. Assumption of Duties by the Board of Directors: Once a new Board of Directors has been elected, the retiring Board of Directors shall proceed to register the new Board of Directors with the Bangkok Metropolis Trade Associations Registrar within thirty days as from the date of election. It shall also hand over work to the new Board of Directors within thirty days as from the date the new Board of Directors has been duly registered by the Trade Associations Registrar.

In the case where the Trade Associations Registrar has not as yet accepted to register the new Board of Directors and the retiring Board of Directors has not as yet handed over its work in pursuance of the preceding paragraph, the retiring Directors shall, in the interim, be empowered to administer the Trade Association's affairs until such times that the new Board of Directors has been registered by the Trade Associations Registrar and has duly assumed office.

New Clause 24:

24. Assumption of Duties by the Board of Directors: Once a new Board of Directors has been elected by the General Meeting, a meeting of the new Board of Directors shall be convened within fifteen (15) days from the date of election and the retiring Board of Directors shall proceed to register the new Board of Directors with the Bangkok Metropolis Trade Associations Registrar within thirty days as from the date of election. The retiring Board of Directors shall hand over work to the new Board of Directors within thirty days as from the date the new Board of Directors has been duly registered by the Trade Associations Registrar.

In the case where the Trade Associations Registrar has not as yet accepted to register the new Board of Directors and the retiring Board of Directors has not as yet handed over its work in pursuance of the preceding paragraph, the retiring Directors shall, in the interim, be empowered to administer the Trade Association's affairs until such times that the new Board of Directors has been registered by the Trade Associations Registrar and has duly assumed office.

Reason:

Add requirement that once a new Board of Directors has been elected by the General Meeting, the new Board must meet within 15 days.

Amendment No. 10 – Clause 25(1): The Board of Directors Power and Duties

Current Clause 25(1):

25(1) to manage and conduct the Trade Association's operations as well as managing its property and liabilities in pursuance of its Bylaws and any resolutions adopted by the General Meetings,

New Clause 25(1):

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25(1) to attend board meetings, to participate and promote the activities of the Trade Association, to manage and conduct the Trade Association's operations as well as managing its property and liabilities in pursuance of its Bylaws and any resolutions adopted by the General Meetings,

Reason:

Add requirement of Directors to "attend board meetings, to participate and promote the activities of the Trade Association".

Amendment No. 11 – Clause 26: Power and Duties of Directors and Executive Director

Current Clause 26:

26. Power and Duties of Directors and Executive Director:

Directors are conferred with the following authority:

- (1) The Trade Association's President has the duty and power to administer the Trade Association's work in line with its Bylaws and regulations, to represent the Trade Association in external relations as well as to preside over Board meetings and General Meetings. All official documents of the Trade Association, including contracts and transactions with third parties, shall be signed by any two Directors from amongst the President and two other Directors duly authorized by the resolution of the Board of Directors.
- (2) The Trade Association's Vice President has the duty to assist the Trade Association's President in all matters which come under his/her jurisdiction as President of the Trade Association. He/she shall act for the Trade Association's President in the latter's absence or inability to discharge his/her duties.
- (3) The Treasurer has the duty to check the receipts and disbursements of the Trade Association's funds, to present the financial reports to the Board and the General Meetings, to supervise the maintenance of the financial accounts, records, files and data of the Trade Association, maintain and disburse the Trade Association's property as well as to carry out any other duties as assigned by the Board of Directors.
- (4) The Board of Directors shall appoint an Executive Director to carry out the following responsibilities:
 - (a) to execute the general affairs of the Trade Association in accord with the policies of the Board of Directors;
 - (b) to attend, without vote, the meetings of the Board of Directors;
 - (c) to supervise and manage employees of the Trade Association and to provide clerical and other assistance to the Directors in carrying out their work on behalf of the Trade Association;
 - (d) to prepare, keep and maintain the financial accounts, records, files and data of the Trade Association, to collect all fees, dues and assessments and provide proper accounting of funds of the Trade Association, all under the supervision of the Treasurer;
 - (e) to prepare the registry of members of the Trade Association;
 - (f) to act as secretary at Board Meetings and General Meetings, to prepare the minutes of the meetings and to keep proper records of the minutes of such meetings;
 - (g) to maintain records of incoming and outgoing correspondence and to report to the Board of Directors as appropriate; and

- (h) to perform any other functions as assigned by the Board of Directors.

New Clause 26:

26. Power and Duties of Office Holders and Executive Officer:

Directors who are office holders are conferred with the following authority:

- (1) The Trade Association's President has the duty and power to administer the Trade Association's work in line with its Bylaws and regulations, to represent the Trade Association in external relations as well as to preside over Board meetings and General Meetings. All official documents of the Trade Association, including contracts and transactions with third parties, shall be signed by any two Directors from amongst the President, the Vice President, the Treasurer and the Secretary-General duly authorized by the resolution of the Board of Directors.
- (2) The Trade Association's Vice President has the duty to assist the Trade Association's President in all matters which come under his/her jurisdiction as President of the Trade Association. He/she shall act for the Trade Association's President in the latter's absence or inability to discharge his/her duties. If there are more than one Vice President, the 1st Vice President shall assume the powers and duties of the President.
- (3) The Treasurer has the duty to check the receipts and disbursements of the Trade Association's funds, to present the financial reports to the Board and the General Meetings, to supervise the maintenance of the financial accounts, records, files and data of the Trade Association, maintain and disburse the Trade Association's property as well as to carry out any other duties as assigned by the Board of Directors.
- (4) The Secretary-General has the duty to keep all records, except financial records, of the Trade Association and shall cause proper minutes of all General Meetings and Board Meetings to be reviewed and signed. The Secretary-General shall arrange for a copy of the signed board minutes to be sent to each Director. The Secretary-General shall carry out any other duties assigned by the Board of Directors.
- (5) An Executive Officer may be appointed by the Board of Directors and employed by the Trade Association to execute the general affairs of the Trade Association in accordance with the objectives set out in these Bylaws and to perform such functions and duties as may be determined by the Board of Directors. The Executive Officer shall attend, without vote, the meetings of the Board of Directors.

Reason:

1. Stipulate that signing of contracts require 2 directors from amongst the President, the Vice President, the Treasurer and the Secretary-General.
2. Stipulate that the 1st Vice President shall take over the powers and duties of the President in case the President is absent or disabled.
3. Add in paragraph (4) the duties of the Secretary-General.
4. Change position of "Executive Director" to "Executive Officer" to avoid confusion with the elected Directors.
5. Change mandatory appointment to optional appointment of the Executive Director.
6. Change specific scope of work to general scope of work of the Executive Officer.

Amendment No. 12 – Clause 28(2): Schedules of General Meeting

Current Clause 28(2):

28(2) If, for any reason, the Board of Directors, by its resolution, or by at least one-fourths of the total number of Ordinary Members who have expressed and submitted their specific intention in writing to the Secretary-General or the Director acting for the Secretary-General, considers it fit, an Extraordinary General Meeting shall be convened by the Board of Directors within twenty days from the date of such resolution or its receipt of such letter.

New Clause 28(2):

28(2) An Extraordinary General Meeting shall be convened:

- (a) by resolution of the Board of Directors; or
- (b) pursuant to Clause 20 paragraph 3, by any two (2) directors including at least one director who is an office holder; or
- (c) by the Board of Directors if a request to that effect is made in writing and submitted to the Secretary-General or the Director acting for the Secretary-General by at least one-fourth of the total number of Ordinary Members and in such case the Extraordinary General Meeting shall be held within twenty (20) days from the date of submission of such letter.

Reason:

Amendment in this Clause is necessary due to allowing 2 directors including at least one office holder to call EGM in the circumstances of Clause 20 paragraph 3.

Amendment No. 13 – Clause 30: General Meeting's Quorum

Current Clause 30:

30. General Meeting's Quorum: A General Meeting shall be attended by at least one-fourths of the total number of Ordinary Members and/or their proxies in order to form the quorum. Ordinary Members may vote by proxy at any General Meeting although the appointment of such proxy shall be made in writing and a copy of such document presented to the Secretary-General before commencement of the meeting. A proxy shall be either an Ordinary Member or representative of an Ordinary Member of the Trade Association and represent no more than three Ordinary Members.

New Clause 30:

30. General Meeting's Quorum: A General Meeting shall be attended by at least one-fourths of the total number of Ordinary Members and/or their proxies in order to form the quorum. Ordinary Members may vote by proxy at any General Meeting although the appointment of such proxy shall be made in writing and a copy of such document presented to the Secretary-General or the Director acting for the Secretary-General before commencement of the meeting. A proxy shall be either an Ordinary Member or representative of an Ordinary Member of the Trade Association and represent no more than three Ordinary Members.

Reason:

Add the phrase "or the Director acting for the Secretary-General" for flexibility in case of absence of the Secretary-General.

Amendment No. 14 – Clause 33: Voting Methods at Meetings

Current Clause 33:

33. Voting Methods at Meetings: Only Ordinary Members and their proxies (if any) may vote subject to the provision of Clause 30. Each Ordinary Member holds one vote although it may be represented by two representatives at such General Meeting.

A resolution shall be adopted at any General Meeting by a show of hands or any other method which discloses the manner in which a Member has voted subject to the provision of Clause 17, paragraph two, unless prior to or at the time such show of hands is made, the Board of Directors thinks fit, or at least two Ordinary Members are concerned to request that voting be made by ballot.

New Clause 33:

33. Voting Methods at Meetings: Only Ordinary Members and their proxies (if any) may vote subject to the provision of Clause 30. Each Ordinary Member holds one vote although it may be represented by two representatives at such General Meeting.

Except for the election of Directors under Clause 17 which shall be by secret ballot only, any other resolution shall be adopted at any General Meeting by a show of hands or any other method which discloses the manner in which a Member has voted, unless prior to or at the time such show of hands is made, the Board of Directors thinks fit, or at least two Ordinary Members are concerned to request that voting be made by ballot.

Reason:

Clarify that any voting method can be used except for the election of Directors which must be by secret ballot.

Amendment No. 15 – Clause 37: Minutes of Meetings

Current Clause 37:

37. Minutes of meetings: Minutes of each General Meeting shall be taken by the Secretary-General or the Director assigned to act on the Secretary-General's behalf. Minutes of each General Meeting shall be presented to the next General Meeting for approval. The approved minutes shall be signed by the Chairman and Secretary-General and will be made available for Members to inspect during business hours at the Trade Association's Office.

New Clause 37:

37. Minutes of meetings: Minutes of each General Meeting shall be taken by the Secretary-General or the Director assigned to act on the Secretary-General's behalf. Minutes of each General Meeting shall be presented to the next General Meeting for approval. The approved minutes shall be signed by the Chairman of the meeting and will be made available for Members to inspect during business hours at the Trade Association's Office.

Reason:

Delete requirement for the Secretary-General to sign minutes of General Meetings.