

ARTICLES OF ASSOCIATION OF THAI NORDIC ASSOCIATION

CHAPTER 1 General Provision

- Article 1)** The Association is called (in Thai) “สมาคมไทย-นอร์ดิก”, using the initials in Thai “ทีเอ็นเอ” It is called in English “THAI-NORDIC Association”, using the initials in English “TNA”
- Article 2)** The Mark of the Association is ship being in the middle of two circles, the letters “THAINORDIC ASSOCIATION” is written around the circle and the letters “สมาคมไทย-นอร์ดิก” is written below the circle, as appears below;



- Article 3)** The Association’s office is located at Lumpini Tower, Level 17, No.1168/42, Rama IV Road, Thung Mahamek, Sathorn, Bangkok 10120 Thailand.
- Article 4)** The objectives of the Association are the following:
- 4.1) To act as a union between Thai and Nordic People living in Thailand;
 - 4.2) To promote charity and public social interest events;
 - 4.3) To organize sports and leisure activities for members who are interested;
 - 4.4) To disseminate information of Nordic countries;
 - 4.5) To give advice and guidance to Nordic people living in Thailand;
 - 4.6) To support and cooperate with other Nordic Associations, Churches and Commercial Chambers in Thailand;
 - 4.7) Do not operate in any political way;
 - 4.8) To possess ownership or any rights over immovable properties and any other kinds of properties, including to utilize and/or transact in any means in accordance with the objectives of the Association;

CHAPTER 2 Membership

Article 5) Membership of the Association shall be divided into two (2) categories:

5.1) Ordinary members. This category accepts the following as members:

- a) Any Nordic people living in Thailand;
- b) Any Nordic people, who have lived in Thailand;
- c) Any Thai who has a proven relations with one of the Nordic countries;
- d) Any non-Thai or non-Nordic person being admitted has to be approved by the Board. The number of non-Thai or non-Nordic members may not exceed 10% of the Association's total number of members; or
- e) Family member, i.e. a person who meets any of the conditions of being an Ordinary membership as mentioned above, including his/her spouse and/or children who must also possess the qualifications in Article 6.

5.2) Honorary members. This category accepts the following as members:

- a) Any person who has made a special contribution to the development and maintenance of the Association. Honorary membership must be accepted by a General Meeting.

Article 6) Members must possess the following qualifications:

- 6.1) Become sui juris;
- 6.2) Exemplary of good character; and
- 6.3) Have not been ordered by the court to be bankrupt or incompetent or equivalent to incompetent person or convicted of imprisonment, except for grounds of negligent or petty offenses. Having of such court's order shall apply only at the time of the membership application or during membership term.

Article 7) Membership Fees:

7.1) Introduction fee:

- a) There is no introduction fee charged to new member in any categories.

7.2) Ordinary members:

- a) Individual Membership Per year 1,000 Baht.
- b) Family Membership Per year, Includes Spouses and children 2,000 Baht.
For the members approved later than September 30 of each year:
Pay ONLY 50% of the annual fee for the initial accounting period.

7.3) Honorary Members:

- a) Pay's no fees

Article 8) Admittance into the Association:

8.1) Ordinary members:

- a) Applications must be submitted online to the Board in the format available on Association's web-site.
- b) Applications must be approved by the Board before membership takes effect.
- c) If the Board decides to decline any application, the reason may be given to the General Meeting for final conclusion.

8.2) Honorary members:

- a) Honorary members must be unanimously approved by the Board before inviting to be a member.
- b) Propositions for joining as an Honorary member may be put forward by the Board or by at least ten (10) of the Association's Ordinary members. If members put the proposition forward, a written request must be sent to the Board at least one (1) month before the General Meeting.

Article 9) After the Board has approved the application for new membership, new member shall pay the fee within the month they were accepted as member.

Article 10) Membership of Association may be terminated in any of the following reasons:

- 10.1) Death;
- 10.2) Resignation: Written notice of resignation shall be submitted to the Board and the Board approve such resignation;
- 10.3) Failure to pay the membership fees;
- 10.4) Loss of qualification as member in Article 6;
- 10.5) Exclusion decided by the Board, for causing disgraceful to the Association, including failure to comply with objective of the Association, failure to comply with the Articles of Association or the internal rules of the Association. To exclude a member, a majority of at least two thirds of the votes at the General Meeting must be obtained;
- 10.6) Member's behavior which might cause disgraceful to the Association;
- 10.7) On a member being declared bankrupt by the Court; or
- 10.8) Dissolution of the Association

Article 11) Rights and duties of members.

- 11.1) Entitled to offer opinions on the operation of the Association;
- 11.2) Entitled to attend the Meetings of the Association;
- 11.3) Ordinary members entitled to the right to vote, elect, or to be appointed as committee of the Association and entitled to one vote in the General Meeting. For avoidance of doubt, the Family membership shall be entitled to one vote per family in the General Meeting;
- 11.4) Entitled to the right to request the Board to examine the documents and assets of the Association;
- 11.5) Obligated to comply with the Articles of Association and the internal rules;

- 11.6) Obligated to cooperate and support the various activities of the Association;
- 11.7) Be responsible for the reputation of the Association;
- 11.8) Be liable for the debt of the Association not exceeding the amount of the subscription due by each member; and
- 11.9) Entitled during working hours of the Association to inspect the business and property of the Association.

CHAPTER 3

Operation of the Association

Article 12) There shall be the Board of Directors which manages the affairs of the Association:

- 12.1) The Board of Directors must be ordinary members and elected from among the members at a General Meeting.
- 12.2) There shall not be less than four (4) nor more than seven (7) directors on the Board. In addition, the General Meeting may additionally elect up to four (4) substitutes with a right to participate in the Board meetings but no right to vote. The directors who are elected at the General Meeting shall retain their office for a Three (3) year term.
- 12.3) The positions of the Board constitute at least the followings: the Chairman, Vice-Chairman, Treasurer and Secretary. The Vice-Chairman is the deputy for the Chairman.
- 12.4) When election for the Board is arranged, at least three (3) of the Nordic countries must be represented, provided these are present at the General Meeting and that they have agreed to stand for election.
- 12.5) The duties and responsibilities of each position of the Board of Directors are as follows:
 - a) Chairman:
Assigned by the Board of Directors to lead the affairs of the Association, to be the leader of the Board. They shall officially represent the Association in its dealings with other bodies and third parties including being as a chairman of the Board of Directors Meeting and General Meeting.
 - b) Vice-Chairman:
Assistant to the Chairman for administrative affairs, acting Chairman; when the Chairman is not present and/or is unable to perform the duty for whatever reason.
 - c) Secretary:
Is responsible to manage the affairs of the Association in order to comply with the orders of the Chairman, to prepare minutes of every General Meeting and the Board of Directors' meeting, including carrying out any other tasks as

assigned by the Board of Directors, as well as to prepare and maintain the member's registration according to the facts.

d) Treasurer:

Is responsible for money retention and payments of the Association, preparing financial books and accounts, retention of and preparing the balance sheet of the Association, documents and any evidences of the Association for inspection.

e) The Directors in other positions:

Appointed by the Board of Directors, as it deems appropriate, from the director(s) who is/are not the substitute director(s), unless it is the case under Article 13. The number of the positions of the Board, when combined with the above position shall not exceed the amount specified in these Articles of the Association.

Article 13) Unless the General Meeting decides otherwise, if one of the directors leaves the Board during the year, it will be replaced by the appointment of the Board from one of the substitutes. If the Chairman leaves the Board during the year, the Chairman will be replaced by the Vice-Chairman and a new Vice-Chairman will be elected by the Board from other current directors or substitutes or any Ordinary Member.

Article 14) The retirement of the member of the Board shall occur under the following reasons:

14.1) Death;

14.2) Resignation; or

14.3) General Meeting's resolution.

Article 15) The Board members who wish to resign from the Board is required to give a written notice of resignation addressed to the Board, with the approval of the Board.

Article 16) Simple majority makes decisions. If the ballot is equal, the Chairman's or its replacement's vote make the decision. Matters which were discussed during the Board meeting are noted in the minutes, which are signed by the Chairman or his/her substitute.

Article 17) The quorum of the Board meeting shall have not less than Two (4) of its ordinary members.

CHAPTER 4

General Meeting

Article 18) General Meeting of the Association, there are two types of meetings:

18.1) Annual General Meeting

18.2) Extraordinary General Meeting

Article 19) The Annual General Meeting must be held within two (2) months after the end of the financial year. In summoning of a General Meeting, a notice provided by Secretary for the meeting must be made in writing and specify the date, time and place of the meeting. The notice shall be sent not less than ten (10) days before the date scheduled for the meeting to the members and shall be published at the Association's office not less than ten (10) days before the date of the meeting.

Article 20) The following topics must be registered on the Agenda for the Annual General Meeting:

20.1) Agenda:

- a) Approval of the preceding minutes of the General Meeting;
- b) Approval of the Association's activities from last year;
- c) Approval of the financial statement for the year end 31 March;
- d) Election of Chairman, the board of directors and substitutes;
- e) Election of one Auditor for the following year.
- f) Discussions on proposals of changes in the Articles of Association (if any); g) Discussions on other proposals;
- g) Proposals of activities for the following year; and
- h) Other matters.

20.2) Voting is decided by simple majority. Except for the voting in Article 20.1)f) regarding proposal of change in the Association which shall be decided pursuant to Article 30.

20.3) Each Ordinary member shall have one vote. For avoidance of doubt, each Family member shall have one vote per Family membership. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote.

Article 21) In a General Meeting of the Association, members present at the meeting of not less than one-tenth (1/10) of the total number of Ordinary members, which shall be not less than five (5) Ordinary members, constitute a quorum.

If the quorum so provided is not present, the General Meeting, if summoned upon requisition of members, shall be dissolved. But if the General Meeting had not been summoned upon the requisition of members, another general meeting shall be summoned by the Board within fourteen (14) days from the date of the first summoned meeting and at such meeting no quorum shall be necessary.

Article 22) Minutes from the General Meeting must be recorded, and signed by the departing Chairman or its substitute. Minutes from the Board meetings held throughout the year must be presented at the General Meeting.

- Article 23)** Summons for Extraordinary General Meeting are sent out if the Board finds it necessary or when at least twenty-five members send a written request to the Board stating the reason why an Extraordinary General Meeting must be called for.
Summons must be sent out in writing to all members at least ten (10) days before the Extraordinary General Meeting.
If members request an Extraordinary General Meeting, it must be held at least thirty (30) day after the Board has received the request.

CHAPTER 5

Financial and property

- Article 24)** Financial assets are the responsibility of the Board of Directors. The Association's cash must be deposited in the name of the Association.
The signing of the bill or cheque of the Association must be signed by Chairman or Treasurer in order to be valid.
- Article 25)** The financial year starts on 1st April and ends on 31st March.
- Article 26)** Annual accounting and Auditing:
26.1) The annual account, consisting of proceedings and status and approved by the Board, shall be presented to an Auditor elected by the General Meeting;
26.2) The audited accounts must be sent to all the members at least three (3) days before the General Meeting.
- Article 27)** The transaction for moving or transferring any of the Association's assets can only be made after voting in the General Meeting where at least two thirds of the eligible voters support it.
- Article 28)** Chairman has the power to order for payment of not exceeding Baht 50,000 per payment or collectively not exceeding Baht 100,000 per month. In case more amount of money is required, approval from the Board must be obtained. However, the Board shall approve the payment of not exceeding Baht 400,000. Higher payment must be approved by the general meeting.
- Article 29)** The Treasurer may hold cash of not exceeding Baht 50,000. The Treasurer shall prepare consolidated balance sheet of the Association each month and presented to the Association and to prepare financial statements for each financial year (31st March) to propose to the Annual General Meeting.

CHAPTER 6

Changes to Articles and the abolition of the Association.

- Article 30)** The Articles shall only be changed by resolution of the General Meeting; the quorum of the meeting according to the Article 21.
- Article 31)** Decisions on dissolution of the Association can only be made at an extraordinary General Meeting, which has the dissolution of the Society as its sole purpose and where at least half of the members living in Thailand are present. To decide on the dissolution of the Association, two thirds of the votes must be in favor of the dissolution.
- Article 32)** Upon dissolution, all existing assets after the completion of liquidation will transferred to such other association or foundation or any juristic person having the objective relating to charity as to be decided by the General Meeting
- Article 33)** The Association must not proceed with any activity to seek for any benefit for sharing or for any person except for the proceeding in accordance with the objectives of the Association
- Article 34)** These Articles enter into force from the date the Association was registered as a legal entity
- Article 35)** When the Association has been permitted by the authority to register as a Juristic Person, all the Promoters shall be the Ordinary members and the title of the Board shall commence

Given on this 24th day of March 2022

- Signature –

(Mr. Thanutsorn Sukaum)

Director of the Institute of Investigation and Legal Affairs Bureau 5, acting in position
Director of the Institute of Investigation and Legal Affairs Bureau 2, acting for
Director General of the Department of Provincial Administration
The Registrar of Bangkok Associat

CHAPTER 7 Provisions

The above-mentioned Bylaws was determined at the first General Meeting, held in Bangkok on 5 March 1920, and revised at the:

Danish Society Siam Association:

- Extraordinary General Meeting on 21 April 1922
- Annual General Meeting on 31 March 1933
- Extraordinary General Meeting on 11 August 1939
- 27th Annual General Meeting on 11 August 1939
- 28th Annual General Meeting on 24 March 1946
- 32nd Annual General Meeting on 23 Mach 1947
- Extraordinary General Meeting on 3 December 1951
- 33rd Annual General Meeting on 28 March 1952

Scandinavian Society Siam Association

- 36th Annual General Meeting on 22 March 1955
- Extraordinary General Meeting on 23 May 1963
- 47th Annual General Meeting on 10 May 1966
- 51st Annual General Meeting on 28 May 1970
- 57th Annual General Meeting on 6 May 1976
- 60th Annual General Meeting on 26 April 1979
- 61st Annual General Meeting on 7 May 1980
- 64th Annual General Meeting on 26 April 1983
- 71st Annual General Meeting on 19 April 1989
- Extraordinary General Meeting on 10 May 1990
- 78th Annual General Meeting on 22 April 1997
- 85th Annual General Meeting on 12 May 2004
- 90th Annual General Meeting on 7 May 2009
- 95th Annual General Meeting on 23 April 2014

Thai Nordic Association:

- 103rd Annual General Meeting on 16 June 2022