



THE CONSTITUTION OF THE TURKISH THAI ASSOCIATION

(revised at 13th August 2020)

The name of the Association shall be "Turkish Thai Association" (hereinafter referred to as "TTA")

The Association's head office is located in Bangkok, Thailand with below address;

3656/49-52 Green Tower, 16th Floor, Rama IV Rd., Klongton, Klongtoei Bangkok 10110 Thailand

ARTICLE 1 – OBJECTIVES

TTA is a non-profit organization of companies and individuals. TTA is a corporate body financed through membership fees, sponsorship from businesses and incomes derived from social activities organized by TTA.

The Association's principal objectives are:

- To promote economic, and cultural relations between the Republic of Turkiye and the Kingdom of Thailand;
- To carry out activities with a view to enhance mutual understanding between the Turkish and Thai people;
- To promote and support goods and services of the Turkish in the Kingdom of Thailand for correct understanding of using goods and services;
- To strengthen economy relations between the Turkish in the Kingdom of Thailand.
- To act as a union between the Turkish living in Thailand;
- To organize the Turkish social activities;
- To organize sports and leisure activities for members who are interested;
- To publish a Turkish bulletin and operate a website;
- To give advice and guidance to the Turkish living in Thailand.
- No politics or religious activities will be allowed within the Association and its social media.

ARTICLE 2 – TERRITORY

The primary region where TTA shall conduct its activities shall be the Kingdom of Thailand.

The Executive Committee may decide to take up initiatives in Turkiye or any other country in compliance with the objectives outlined in this document.

ARTICLE 3 – MEMBERSHIP

3.1 Eligibility

The following companies and individuals shall be eligible for membership:



- a) Companies that are conducting business in the Kingdom of Thailand with at least one partner being a Turkish citizen or Turkish entity.
- b) Local branches of Turkish companies.
- c) Companies based in Turkiye that are conducting regular business activities in the Kingdom of Thailand.
- d) Any Turkish national currently residing in Thailand;
- e) Any Turkish national previously residing in Thailand and relocating /moving out outside Thailand;
- f) Any Thai national previously having education or working in the Republic of Turkiye;
- g) Any non-Turkish or non-Thai national having a place of birth in the Republic of Turkiye or Thailand;
- h) Any non-Turkish or non-Thai national previously residing or currently residing in the Republic of Turkiye or Thailand;
- i) Any non-Turkish or non-Thai national previously having education or currently having education in the Republic of Turkiye or Thailand; and
- j) Any non-Turkish or non-Thai national previously working or currently working in the Republic of Turkiye or Thailand.
- k) Any person or company referred by the Executive Committee.

The Executive Committee shall be authorized to evaluate and to approve/reject membership applications under the rules and regulations stated in this constitution. For this purpose, the Executive Committee may request further information and documents to qualify the applicant as an eligible member

The person who has served prison terms or has got criminal record either in the Republic of Turkiye or in the Kingdom of Thailand is not eligible for TTA membership.

3.2.1 Corporate Membership

Corporate members as per Article 3.1 shall be represented by maximum of two individuals appointed and authorized by their respective companies. Each individual has got the right of one vote at meetings of the General Assembly.

Corporate members will have rights to use TTA's social media for their marketing in a coordination with and under control of the Executive Committee.

3.2.2 Individual Membership

Article 3.1 can apply to be an Individual Member. An Individual Member has got the right of one vote at meetings of the General Assembly.

3.2.3 Overseas Membership



Turkish companies which are not registered in the Kingdom of Thailand -subject to the stipulations of Article 3.1- may apply for Overseas Membership, indicating in a letter to the Executive Committee their commercial interest in the Kingdom of Thailand.

The Executive Committee shall be entitled to approve/reject overseas membership applications. Once approved, Overseas Members –similar to Corporate Members- shall nominate up to two individuals as their Representatives to the Secretary-General.

Overseas Members shall have no Voting Rights at the General Assembly. However, they shall be notified of, and their Representatives shall have the right to attend all meetings, including the General Assembly and enjoy the same rights and privileges as other Members.

3.2.4 Associate Membership

Persons (legal or real) who for any reason not eligible for Corporate or Individual or Overseas Membership, but who can demonstrate their support for the objectives of TTA and the development of business relations between Turkiye and Thailand may apply for Associate Membership.

Associate Members shall pay an annual membership fee of the same of Individual Members, and shall be entitled to attend meetings, to be included in TTA Directory, but shall not be entitled to vote at the Annual General Assembly or become Board Members or Auditors.

3.2.5 Honorary Membership

3.2.4.1 Honorary Membership, upon the directives of Executive Committee, shall include members of diplomatic and consular missions of the Republic of Turkiye as well as Commercial and Tourism Attaches in the Kingdom of Thailand.

3.2.4.2 Individuals who can play significant roles and contribute to promoting the stated objectives of TTA may be invited to become Honorary Members by the Executive Committee.

3.2.4.3 Honorary Members shall be entitled to the same rights and privileges as other members, but they shall not have voting rights.

3.2.4.4 Honorary Members shall not pay any membership fee.

3.2.4.5 Honorary members are honored person, eminent person or sponsor of the Association, which the Board has voted to invite to be the member of the Association.

3.3 Application for Membership

Candidates applying for Membership shall fill out the TTA prescribed application form and submit it together with other relevant documents to the Secretary-General.



The applications shall be evaluated and approved or rejected by the Executive Committee as per eligibility criteria outlined in Article 3.1. The Executive Committee decision must not be withheld for more than one month.

Membership shall become active upon payment of the membership fee.

3.4 General Provisions concerning Membership

3.4.1 A Member shall have the right to resign any time upon written notice to the Secretary-General.

3.4.2 Membership is not transferable.

3.4.3 The membership of any member shall automatically be cancelled, against any litigation ending with imprisonment as an imposed penalty during his membership.

3.4.4 If, in the opinion of the Executive Committee, any Member's conduct or business activity adversely affects the interest of TTA and its objectives, as outlined under Article 1, the Executive Committee shall have the right to ask the Member to submit a written statement concerning his conduct. In case the explanation is not to the satisfaction of the Executive Committee, the Member shall be advised to resign. If the Member does not comply with submitting a written statement or resigning from TTA within 15 days, the Executive Committee shall cancel his membership and inform the concerning person as well as the Members of TTA in writing. Both the request for a statement in writing and the dismissal from membership have to be decided with 75% majority of the Executive Committee member votes. Reinstatement of cancelled membership shall take place with a unanimous vote of the Executive Committee.

3.4.5-Membership fees shall not be refundable under any circumstances, neither as specified under articles "3.4.1", "3.4.3", "3.4.4" nor other cases.

ARTICLE 4 – FISCAL YEAR

The Fiscal Year of TTA shall commence each year on January 1 and end on December 31. The General Assembly may change the Fiscal Year. However, this change shall be valid for the fiscal year starting after a minimum period of three months following the date of the resolution.

ARTICLE 5 – MEMBERSHIP FEE

Membership fees shall comprise of one time paid "**admission fees**" and "**annual fees**" to be paid every year during the first month of the Fiscal Year.

Membership fees of TTA are as follows:

Corporate Membership:



- Admission Fee: Thai Baht 1,000
- Annual Fee: Thai Baht 9,000

Individual Membership:

- Admission Fee: Thai Baht 500
- Annual Fee: Thai Baht 3,000

Membership from Abroad:

- Admission Fee: Thai Baht 500
- Annual Fee: Thai Baht 4,000

Honorary Members are exempt from any fee.

Students and spouses are not required to pay the admission fee and are eligible for a 50% reduction on the annual fee.

New Members joining TTA during the first eight months of any Fiscal Year shall pay the full admission fee and the total annual fee for that year; new Members joining during the last four months of a Fiscal Year shall pay the full admission fee and half of the annual fee for that year.

Following years, the Secretary-General shall send all members a reminder for the payment of next year's annual fee within the last month of the current Fiscal Year. The annual fee shall be paid during the first quarter of the Fiscal Year. Members who failed to pay their annual fees within that period shall receive a notice from the Secretary-General. Membership of those who was unable to pay the annual fee within one month after receiving the reminder shall be cancelled at the discretion of the Executive Committee. The Executive Committee shall inform other members about these defaulting members.

Former Members, who want to re-apply for Membership, shall pay the admission fee and the annual fee of that Fiscal Year.

ARTICLE 6 – ANNUAL MEETINGS

6.1 Ordinary General Assembly Meetings

Member who have paid previous year annual fees can participate to the annual meeting and will be an eligible candidate for Executive Committee or Auditor.

6.1.1 TTA shall hold its annual Ordinary General Assembly in the **first quarter** of each Fiscal Year. The Chairperson of TTA shall call the General Assembly with at least 21 days and at most 30 days notice.

6.1.2 The quorum for an Ordinary General Assembly Meeting shall be 40% of the Voting Members. Members may appoint another Member of the General Assembly as proxy to attend and vote on their behalf at the Ordinary General Assembly. Approval of resolutions shall be adopted with a simple majority of the Members present plus represented by the proxy.



6.1.3 The fixed agenda of the Ordinary General Assembly Meeting is:

- a) Election of the Chairperson of the General Assembly Meeting
- b) Reading out of the audit report of the previous Fiscal Year
- c) Releasing the Statement of Account of the previous Fiscal Year
- d) Dissolving of the Executive Committee of the previous Fiscal Year
- e) Approval of the annual budget prepared by the incumbent Executive Committee
- f) Election of new Executive Committee Members together with Reserve Members
- g) Election of new Auditors
- h) Miscellaneous and closing remarks

Any issue proposed by Voting Members and approved by the Chairperson may be added to the Agenda.

6.2 Extraordinary General Assembly Meetings

6.2.1 Extraordinary General Assembly Meetings shall be called with the consent of at least two-thirds of the Executive Committee Members. Extraordinary General Assemblies shall be held with at least 7 days' and at most 14 days' notice.

6.2.2 The Executive Committee shall call for an Extraordinary General Assembly Meeting when more than 50% of the General Assembly Members with voting right submit a joint written request with the proposed agenda to the Secretary-General. The Executive Committee shall announce this request within 7 days. The Extraordinary General Meeting shall be held at least 7 days, at most 14 days after the announcement.

6.2.3 The first issue on the agenda of the Extraordinary General Assembly shall be the Election of a Chairperson.

6.2.4 The quorum for an Extraordinary General Assembly Meeting shall be 50% of the Voting Members. Members may appoint another Member of the General Assembly as proxy to attend and vote on their behalf at the Extraordinary General Assembly. Resolutions shall be adopted with 50%+1 vote of Members present plus represented by the proxy.

6.3 General Provision Concerning Ordinary General Assemblies and Extraordinary General Assemblies

6.3.1 Members who do not receive an invitation to a General Assembly Meeting may not invalidate the proceedings of the meeting.

6.3.2 If a quorum is not present within 45 minutes from the scheduled time for the meeting, the meeting shall be adjourned for 14 days. If at the subsequent meeting there is no quorum, then those present shall constitute a quorum.

6.3.3 The Chairperson shall chair the General Assembly.



6.3.4 The Chairperson shall not vote except in cases outlined in article 6.3.7

6.3.5 Resolutions put to the vote at the General Assembly shall be decided on a show of hands or by reading out of names unless at least half of the Voting Members present at the meeting request for a secret ballot.

6.3.6 For any individual voting, if the ratio of abstentions is equal or more than 30% of the vote of the Members present plus represented by proxy, then the Chairperson shall request the spokespersons of the groups that voted "YES" and "NO" to explain their stands. Afterwards, a second vote shall take place. For the second vote, the abstentions shall cut as "NO" votes.

6.3.7 In case of a tie of votes, second voting shall take place. If the tie persists, the Chairperson shall have a deciding vote.

6.3.8 Members may appoint another Member as a proxy to attend and vote on their behalf at the General Assembly Meeting. The Member being appointed as proxy shall hand over a signed statement to the Chairperson at the beginning of the General Assembly with the following wording;

"I being a Voting Member of TTA hereby appoint Mr./Ms. as my proxy to attend and vote on my behalf at the Ordinary/Extraordinary General Assembly Meeting to be held on /..... / 20.... .

Date and signature."

6.4 Voting Rights

6.4.1 Voting Rights of each Member category is enlisted under "Article 3 – Membership".

6.4.2 Candidate Members who have applied for membership but, whose applications have not been finalized, may participate in the General Meeting as an observer without Voting Rights.

ARTICLE 7 – EXECUTIVE COMMITTEE

7.1 Management of TTA

7.1.1 TTA shall be managed by an Executive Committee to be elected at an Ordinary General Assembly Meeting for the duration of one year.

7.1.2 The Executive Committee comprises the following positions: 1 Chairperson, 3 Deputy Chairpersons, 1 Secretary-General, 1 Treasurer and 5 Members (in total 11 Members). Additionally, 3 Reserve Members shall be elected. In case of vacancies, one of the Reserve Members shall be invited to take over the duties of the vacant post.



7.1.3 Candidates for the Executive Committee shall present a list of 14 persons as a pane team (11 for the Executive Committee and 3 as Reserve Members) to the Chairperson of the General Assembly. The Executive Committee shall be elected through a secret ballot by the General Assembly Members with Voting Rights (Corporate Member Representatives plus Individual Members), by voting for one of the lists. In case more than two panels contest for election, and none of them secures the majority of the valid votes, then the election will be renewed between the two panels that obtained most of the valid votes. In this case, the panel that receives most of the votes shall be elected.

7.1.4 At least 5 of the 9 enlisted candidates of the Executive Committee shall be those who represent a Corporate Member with a valid trade license issued in the Kingdom of Thailand. All candidates shall be General Assembly Members with Voting Rights (Corporate Member Representatives plus Individual Members).

7.1.5 All Executive Committee Members shall be nationals of the Republic of Turkiye, who are at least 25 years of age.

7.1.6 The Executive Committee shall meet at least once every two months. Ordinary Executive Committee meetings shall deal with the previous two months accounts, expenditures, the social and business activities of the upcoming two months and membership applications waiting for approval.

7.1.7 Quorum of the Executive Committee meetings shall be 50% (6 people) of its Voting Members. Unless otherwise stated in the constitution, decisions at the Executive Committee meeting shall be taken by a simple majority of the attending Members.

7.1.8 In Executive Committee meetings where the Chairperson is not present, the Deputy Chairperson shall chair the Meeting.

7.2 Executive Committee Structure

7.2.1 Chairperson

The Chairperson shall represent TTA and preside over the Executive Committee meetings as well as call for Ordinary General Assemblies.

The Chairperson shall be eligible to be elected for a maximum of three consecutive terms.

7.2.2 Deputy Chairpersons (3x)

The Deputy Chairperson shall deputize for the Chairperson, including the representation of the TTA with third parties.

7.2.3 Secretary-General



The Secretary-General shall manage the Association's Head Office, keep membership records and be responsible for the staff working for the Association (in all relevant issues, including issues like remuneration).

During the preparations of social, cultural and business meetings, Secretary-General shall cooperate and coordinate with respective Executive Committee Members.

In the case where both the Chairperson and Deputy-Chairperson are not present, the Secretary-General shall represent the Chairperson.

7.2.4 Treasurer

The Treasurer shall be in charge of preparing the budget and shall monitor whether the expenditures are as per the budget. S/He shall coordinate the collection of membership fees, monitor the Association's banking transactions and petty cash payments for minor daily items.

The Treasurer shall be communicating with Members on behalf of the Executive Committee and shall submit membership applications to the Executive Committee.

7.2.5 Member – Social and Cultural Affairs

In addition to General Assembly Meetings, TTA shall organize meetings and events at regular intervals to promote social and cultural understanding and relations among the Members. The Executive Committee Member assigned for social and cultural affairs shall organize these events, announce them to Members and obtain approval of the Executive Committee for the subjects to be taken up.

7.2.6 Member – Business Affairs

The Executive Committee Member in charge of business affairs shall survey the public and private tenders, which may be of interest for TTA Members and their company's area of activities. He shall inform Members about possible business fields favorable for promoting Turkish products and services.

The Executive Committee Member responsible for business affairs shall coordinate the flow of information between the Attachés for Trade and Commerce Attaches and the Consul of the Turkish Embassy, as well as the Thai Chamber of Commerce and Industry and Thai Businessmen Associations and the Association's Members.

S/He shall try to help Members in obtaining information on relevant business matters.

7.2.7 Member – Advertising and Promotion

The Executive Committee Member in charge of advertising and promotion shall coordinate the Association's press and media relations. He shall be responsible for preparing newsletters and



printed materials and submitting them to the Executive Committee for approval. In addition, S/He shall distribute documents and promotional materials to the Members and third parties, in coordination with Secretary-General.

7.2.8 Member – Legal Affairs

The Executive Committee Member in charge of legal affairs shall on behalf of the Association survey legal regulations relevant to trade and commerce and in coordination with the Secretary-General inform Members of TTA about business-related legislation and amendments.

S/He shall make available sources of information on relevant subject matters for Members.

7.2.9 Member – Corporate Affairs

The Executive Committee Member in charge of corporate affairs shall develop contacts with other associations and corporate bodies like business associations, clubs, groups and companies to enhance the external relations of TTA.

7.2.10 Secretariat

The Executive Committee shall employ the required number of secretarial personnel to be able to perform its duties.

7.2.11 Sub-Committees

The Executive Committee may form sub-committees to assign specific tasks, which are in line with the objectives of TTA outlined in this document.

7.3 Auditing

The annual Ordinary General Assembly shall appoint three Auditors together with three Reserve Auditors from among Members with Voting Rights. They shall be nominated by at least one Voting Member and be approved by the General Assembly.

Auditors shall oversee whether the expenditures comply with the approved budget, adequately documented and books kept as per adopted accounting system.

Furthermore, at the end of each Fiscal Year, within the first month of the following year, auditors shall examine the accounts of the previous year and submit an Audit's report to the General Assembly.

7.4 General Rules and Regulations Concerning the Executive Committee

7.4.1 The Chairperson or the Deputy Chairperson may represent TTA against third parties with a single signature on issues that do not involve material spending.



7.4.2 As soon as practicable, the Executive Committee shall cause a bank account to be opened in the name of the Association. Cheques drawn upon the account shall be signed by two Members of the Executive Committee at least one of whom should be the Chairperson, Deputy Chairperson or Secretary-General.

7.4.3 Daily petty cash payments can be made by the Secretary-General, Deputy Chairperson or Chairperson.

7.4.4 Minutes of all Executive Committee meetings shall be signed by those present at the meeting and then to be entered within two weeks after holding of each Executive Committee meeting in a minute book or file kept for that purpose.

7.4.5 Executive Committee Members are required to attend at least 3 out of the 4 Ordinary Executive Committee Meetings. In case a Member does not perform the minimum attendance without a pretext acceptable to the Executive Committee, said Member may be dismissed, and an Executive Committee Reserve Member may be appointed by the Executive Committee to fill the vacant position until the end of the Fiscal Year.

ARTICLE 8 – FINANCIAL AFFAIRS

8.1 Membership fees and any other revenue of TTA shall be subject to due spending as foreseen in the approved budget and only be used in line with the objectives of TTA.

8.2 The annual budget shall have provisions for daily expenses and any unforeseen expenditure; a reasonable sum of money as petty cash to be used by Secretary-General, Deputy Chairperson or Chairperson. Petty cash payment receipts shall be submitted to the first Executive Committee Meeting and recorded in the minutes.

8.3 For accounting, cashbooks shall be kept under the supervision of the Secretary-General or the Treasurer. On-demand, the cashbooks shall be made available to the auditors without delay.

8.4 Annual Audit's reports shall be prepared as outlined under the article '7.3-Executive Committee Auditing'.

8.5 Dissolution of TTA

8.5.1 In case the TTA is dissolved, and there remains, after the settlement of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among or sold to Members of TTA. Instead, they shall be donated to charity institutions or official educational institutions acknowledged by the Kingdom of Thailand. The Executive Committee shall decide to which institutions the donations shall be made.

ARTICLE 9 – AMENDMENTS OF CONSTITUTION AND GOVERNING LAW

9.1 This Constitution may be amended or altered at any General Assembly of the Association, provided that:



- a) Notice of any proposed amendment or proposed alteration shall have been given in writing to all members at least one month before such meeting, and,
- b) The amendment or alteration is approved by at least 75% of the Voting Members present.

9.2 This constitution shall be governed by the laws and regulations of the Kingdom of Thailand.