



- Translation -

**BYLAWS
OF
SCANDINAVIAN SOCIETY SIAM ASSOCIATION**

**CHAPTER 1
General Provision**

- Article 1.** The Association is called Scandinavian Society Siam (in Thai) "สแกนดิเนเวีย สยาม", using the initials in Thai "เอสเอสเอส" It is called in Swedish "Skandinavisk Samfund Siam", using the initials in English "SSS".
- Article 2.** The Mark of the Association is Erawan (The three heads elephant) being in the middle of two circles, the letters "SKANDINAVISK SAMFUND SIAM" is written around the circle, as appears below;



- Article 3.** The Association's office is located at 253 Asoke, Level 17 - Suite 1701, BB Building, 54 Sukhumvit 21 Road, Kwaeng Klongtoey Nua, Khet Wattana, Bangkok 10110, Thailand
- Article 4.** The objectives of the Association are the following:
- 4.1) To act as an association among Scandinavians living in Thailand;
 - 4.2) To promote charity and public social interest events;
 - 4.3) To promote sports and leisure activities for members who are interested;
 - 4.4) To disseminate information of Scandinavian countries;
 - 4.5) To publish a Scandinavian Bulletin and operate a website;
 - 4.6) To give advice and guidance to Scandinavians living in Thailand; and
 - 4.7) If possible, to run a clubhouse.

CHAPTER 2

Membership

- Article 5.** Membership of the Association shall be divided into three (3) categories:
- 5.1) Ordinary members. This category accepts the following as members:
 - a) Any Scandinavian living in Thailand;
 - b) Any Scandinavian, who has lived in Thailand and moved somewhere else;
 - c) Any Thai who has had education in one of the Scandinavian countries.Ordinary members have the right to vote.

- 5.2) Associated members. This category accepts the following as members:
- a) Any person having a connection to the Scandinavian Society Siam but not being entitled to ordinary members;
 - b) Any person being admitted by unanimous vote in the Board with not exceeding 10% of total number of members;

Associate members do not have the right to vote and are not eligible to stand for election to the Board.

- 5.3) 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 the Board of Director's meeting.

Proposition of honorary members may be put forward at the Annual General Meeting. Propositions may be put forward by the Board or by at least ten of the Society's ordinary members. If members put the proposition forward, a written request must be sent to the Board at least a month before the end of the financial year.

Article 6. Members must possess the following qualifications:

- 6.1) Become *sui juris*;
(Definition: Person of full age and legal capacity, possessing full civil and social rights to act on his or her own without being subject to parental or a guardian's authority. A normal adult man or woman unburdened by a legal incapacity such as bankruptcy. Latin for, of one's own right.)
- 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:

1. Introduction fee:
There is no introduction fee charged to new member in any categories.
2. Membership fee:
 - 1) Ordinary member's basic fee: Baht 1,000 per year.
 - 2) Associated member's fee: Determined at the Annual General Meeting annually.
 - 3) Honorary member's fee: There is no membership fee charged to honorary members.

The General Assembly decides any additional fees for the following members:

- a. Family Members living in Thailand
- b. Individual Members living in Thailand
- c. Members living outside Thailand

Article 8. Admittance into the Association:

A person who wishes to become a member of the Society must send a written application to the Board.

8.1) Ordinary members:

1. Applications must be submitted to the Board in the format provided on the Association's Membership Application Form. This is also available on the Association's web-site.
2. Applications must be approved by the Board before membership takes effect.

3. If the Board decides to decline any application, the reason may be given to the General Meeting for final conclusion.
- 8.2) Associated members:
1. Applications must be submitted to the Board in the format provided on the Association's Membership Application Form. This is also available on the Association's web-site.
 2. Applications must be approved by the Board before membership takes effect.
 3. Propositions may be put forward by the Board or by at least ten (10) of the Association's members; and
- 8.3) Honorary members:
1. Proposition of honorary members may be put forward in the Annual General Meeting;
 2. The number of honorary members may not exceed 10% of the Association's total number of members.

Article 9. After the Board has approved the application for new membership, new member shall pay the fee from the beginning of 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 Secretary;
- 10.3) Failure to pay the membership fees within two months from the maturity date;
- 10.4) Loss of qualification as member in article (6);
- 10.5) Exclusion decided by the Board, for serious cause, including failure to comply with objective of the Association, failure to comply with the Articles of Association or the internal rules of the Association, or Member's behavior which might blemish the Association. To exclude a member, a majority of at least two thirds of the votes must be obtained at the General Meeting;
- 10.6) On a member being declared bankrupt by the Court.
- 10.7) 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, elected, or appointed as committee of the Association and entitled to one vote 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 Bylaws;
- 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. The Board of Directors will manage the affairs of the Association, and will be elected from among the members at an Annual General Meeting.

The Board consists of five directors, as well as two substitutes with a right to participate in the Board meetings but without the right to vote, who are elected at the Annual General Meeting for a one-year term. The Annual General Meeting elects the Chairman. The Board constitutes the Vice-Chairman, Treasurer and Secretary. The Vice-chairman is the deputy for the Chairman.

The Board has duties and responsibilities as follows:

- 12.1) Chairman:
Lead the affairs of the Association, the director of the Board, shall officially represent the Association in its dealings with other bodies and third parties and lead the Board meeting.
- 12.2) 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.
- 12.3) Secretary:
Manage in the affairs of the Association and to comply with the orders of the Chairman, to be responsible for the minutes and records of the Association, shall manage complete minutes for records of the Boards and the General Meeting of the Association.
- 12.4) Treasurer:
Is responsible for all financial matters, accounting income, preparing the balance sheet of the Association and document any evidence of the Association for inspection.
- 12.5) Receptionist:
Is responsible for receiving guests of the Association. To prepare and arrange a meeting place for the Associations.
- 12.6) Registrar:
The registrar shall be responsible for preparation and maintain the member's registration according to the facts.
- 12.7) Public relations:
Is responsible for dissemination of business and reputation of the Association.
- 12.8) The other positions:
Appointed by the Board of Directors deems necessary. 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. When the election for the Board is arranged, at least three (3) of the Scandinavian countries must be represented, provided that they are present at the General Meeting and that they have agreed to stand for election.

Article 14. If one of the representatives leaves the Board during the year, it will be replaced by one of the substitutes. If the Chairman leaves the Board during the year, the Vice-Chairman shall be replaced and a new Vice-Chairman shall be elected by the Board.

Article 15. The retirement of the representative of the Board shall occur under the following reasons:

- 15.1) Death;
- 15.2) Resignation; or

15.3) General Meeting's resolution.

Article 16. 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 17. The Board meeting shall have the following matters on the agenda:

- 17.1) Approval of the minutes from last board meetings.
- 17.2) Registration of in-and outgoing mail;
- 17.3) Approval of receipts from paid bills;
- 17.4) Summary from the Party committee's activities;
- 17.5) Minutes from activities taken place since last Board meeting;
- 17.6) The Bulletin;
- 17.7) Admittance of new members and cancellation of membership;
- 17.8) Other general management of the Association on necessary.

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 18. The quorum of the Board meeting shall have not less than four of its ordinary members.

Gatherings

The Board must ensure, based on the financial situation of the Society, that gatherings do not show profits or deficits. Members, who register for various gatherings must, if it does not attend, pay the fee determined by the Board for the specific gathering.

Sports- and Hobby arrangements

For each sport or hobby, which is started by the Society, a section is created with a leader who is responsible to the Board for the section's activities. The Board may subsidize various sports-and hobby arrangements to create interest for these.

The Bulletin

The Board must ensure that the Bulletin contains information about forthcoming events and that it contains columns for the members' opinions, announcements, articles and various advertisements. The Bulletin should be issued six times per year. The Bulletin is sent to all members.

Clubhouse

Decisions on acquiring or renting a Clubhouse for storing of various documentation, library and materials for parties, liquor etc, can only be decided at a General Meeting.

CHAPTER 4

General Meeting

Article 19. General Meeting of the Association, there are two types of meetings:

- 18.1) Annual General Meeting
- 18.2) Extraordinary General Meeting.

Article 20. The Annual General Meeting must be held within two (2) months after the end of the financial year.

In summoning a general meeting, a notice for the meeting must specify the place, the day and the hour of the meeting as well as its agenda, and closely relevant details and documents shall also be sent. The notice shall be sent not later than ten (10) days before the date fixed for the meeting to every member whose name appears in the register of the Association, or may be published at least twice in a prevailing local paper, not less than ten (10) days before the date of the meeting.

Article 21. The following topics must be registered on the Agenda for the Annual General Meeting:

- 21.1) Election of Chairman of the Annual General Meeting
- 21.2) Approval of the minutes from last year's Annual General Meeting
- 21.3) Approval of the Society's activities the last year
- 21.4) Approval of the audited accounts
- 21.5) Discussions on proposals of changes in the Articles or the Bylaws
- 21.6) Discussion on other proposals submitted in advance of the meeting
- 21.7) Election of Chairman of the Board
- 21.8) Election of four members and two substitutes to the board of directors
- 21.9) Election of auditor and substitute auditor;
- 21.6) Proposals of activities for the following year; and
- 21.7) Other matters.

The members present at the Annual General Meeting elect the Chairman of the Annual General Meeting. It is the duty of the Chairman of the Annual General Meeting's duty to ensure that the meeting has been legally summoned according to the Bylaws and lead the meeting.

Proposal for discussions at the Annual General Meeting may be put forward by the Board or by ordinary members. If one member requests a proposal discussed at the Annual General Meeting, it should make this known to the Board in writing within one month before the end of the financial year.

Proposals for discussions at the Annual General Meeting must be noted in the programme, under 21.5 and 21.6, with a concise wording and it must have been noted in the written summons to the members stated in Article 20.

Article 22. The Annual General Meeting elects the Chairman, four representatives to the Board and two substitutes to the Board, one Auditor and one substitute to the Auditor for the following year.

When electing a Chairman, candidates are proposed and written on a board. The Chairman is elected from the proposed candidates by rising of hands, or when an eligible voter wishes, by secret ballot where the voters write the name of one of the proposed candidates.

Election of four representatives to the Board and two substitutes are elected from proposed candidates, which are written on a board. At least six candidates must have been proposed. The voting procedure is to write down six names from the proposed list. The four candidates who receive the most votes are considered as elected into the Board, while two candidates who receive the lesser votes are considered as being elected as substitutes to the Board.

The Auditor and substitute Auditor are elected from proposed candidates, which are written on a board. The voting procedure is by rising of hands, or when an eligible voter wishes, by secret ballot where the voters write the name of one of

the proposed candidates. The candidate with the most votes becomes the Auditor for the Society, while the candidate who receives the lesser votes is elected substitute Auditor.

Absent members may by written consent, which must be presented to the Board and the Chairman of the Annual General Meeting, authorize another member to vote in its absence. A member may not represent more than two absent members.

An absent member may be elected to the Board or as Auditor if the member has agreed to this in writing.

Article 23. The Annual General Meeting is authorized to make decisions when summons have been sent out according to Article 20.

In a General Meeting of the association, members present at the meeting of not less than one-fourth of the total number of 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 to confirm decisions made at the first General Meeting and at such meeting no quorum shall be necessary.

Article 24. Voting on Article 21.5 in the Agenda, proposals to changes in the Articles of Association or the Bylaws of the Association shall be decided by at least two thirds of the eligible voters attending the General Meeting.

Each member shall have one vote. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as casting vote.

Article 25. 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 26. 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 27. Financial assets are the responsibilities of the Board of Directors. The Association's cash must be deposited in a bank account in the name of the Association in a bank decided by the Board of Directors.

It is the Treasurer's responsibility to see that the Society's financial means are deposited on an interest giving bank account and to ensure that the cash fund does not exceed Baht 20.000,-.

The following transactions can only be made after voting in the General Meeting where at least two thirds of the eligible voters support it.

Purchase, sale or renting of real estate.

Taking up of loans.

Donations from the Society worth more than Baht 5.000,

Bank withdrawals may only be operated by The Treasurer or the Chairman. If the above-mentioned are not present, one of the representatives from the Board may operate the withdrawals by written confirmation.

Article 28. The financial year starts on 1st April and ends on 31st March.

Article 29. Annual accounting and Auditing:

29.1) The annual account, consisting of proceedings and status and approved by the Board, shall be presented to an Auditor elected by the General Meeting;

29.2) The annual account approved by the Board must be approved by the Auditor elected at the General Meeting;

29.3) The audited accounts must be sent to all the members at least three (3) days before the General Meeting.

Article 30. Transfer of assets can only be made after voting in the General Meeting where at least two thirds of the eligible voters support it.

Article 31. Chairman has the power to order for payment of not exceeding Baht 20,000 per payment or collectively not exceeding Baht 50,000 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 200,000. Higher payment must be approved by the general meeting.

Every order for payment of the first paragraph, chairman must notify the Board of Directors in the next meeting.

Article 32. 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 33. The Articles shall only be changed by resolution of the General Meeting; the quorum of the meeting shall have not less than one-half of all the Ordinary Members. To amend the Articles, a majority of at least two thirds of the votes must be obtained at the General Meeting.

Article 34. 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 35. 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.

CHAPTER 7

Provisions

Article 36. 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 37. The above mentioned Bylaws was determined at the first General Meeting, held in Bangkok on 5 March 1920, and revised at the:

- 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
- 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