

พระราชบัญญัติ
หอการค้า พ.ศ. 2509
(ฉบับภาษาอังกฤษ)

CHAMBER OF COMMERCE ACT, B.E. 2509

.....

BHUMIBOL ADULYADEJ, REX.

Given on the 4th day of April, B.E. 2509;

Being the 21st Year of the Present Reign.

His Majesty King Bhumibol Adulyadej has been graciously pleased to proclaim that :

Whereas it is expedient to have a law on chambers of commerce,

Be it, therefore, enacted by the King, by and with the advice and consent of the Constituent Assembly in the capacity of the National Assembly, as follows :

Section 1. This Act is called the “Chamber of Commerce Act, B.E. 2509”

Section 2. This Act shall come into force as from the day following the date of its publication in the Government Gazette.*

Section 3. All other laws, rules and regulations, in so far as they are already provided in, or are contrary to or inconsistent with the provisions of, this Act, shall be replaced by this Act.

Chapter 1

General Provisions

Section 4. In this Act :

“Chamber of commerce” means an institution established by several persons for the promotion of trade, industry, agriculture, finance or economy other than for sharing profit or income;

“State enterprise” means a State enterprise under the law on Budgetary Procedure exclusively where it is a juristic person and its objects concern trade, industry, agriculture, finance or economy;

“Co-operative society” means a co-operative society under the law on co-operative societies exclusively where its objects concern trade, industry, agriculture, finance or economy;

“Registrar” means the Central Chamber of Commerce Registrar or the Changwat Chamber of Commerce Registrar, as the case may be;

“official” means a person appointed by the Minister to carry out this Act;

“Minister” means the Minister of State having charge and control of the execution of this Act.

Section 5. The Minister of Economic Affairs shall have charge and control of the execution of this Act, and shall have the power to appoint officials and to issue Ministerial Regulations prescribing fees

not exceeding the rates attached to this Act and prescribing other activities for the purpose of carrying out this Act.

Such Ministerial Regulations shall come into force upon their publication in the Government Gazette.

*Published in the Government Gazette, Vol.83, dated 26th April, B.E.2509 (1996)

Chapter 2

Establishment of a Chamber of Commerce

Section 6. Chamber of commerce are of 4 categories, as follow :

- (1) Changwat chamber of commerce;
- (2) Thai chamber of commerce;
- (3) Foreign chamber of commerce;
- (4) Council of the Chambers of Commerce of Thailand

Section 7. There shall be established a Central Chamber of Commerce Registration Office in the Department of Internal Trade, Ministry of Economic Affairs, in order to control the issue of a licence and the registration of chambers of commerce throughout the Kingdom, and also to function as the Chamber of Commerce Registration Office office for Changwat Phra Nakorn and Changwat Thon Buri.

There shall be established, in Changwat other than Changwat Phra Nakorn and Changwat Thon Buri, the Changwat Chamber of Commerce Registration Office to be directly under the supervision of the Central Chamber of Commerce Registration Office.

The Director-General of the Department of Internal Trade shall be the Central Chamber of Commerce Registrar and the Chamber of Commerce Registrar for Changwat Phra Nakorn and Changwat Thon Buri, and the Governors of Changwat other than Changwat Phra Nakorn and Changwat Thon Buri shall be the Changwat Chamber of Commerce Registrars.

Section 8. No person shall establish a chamber of commerce unless a licence has been obtained from the Registrar.

A branch of a chamber of commerce may not be established.

Section 9. In applying for a licence, not less than five promoters shall file an application with the Registrar in accordance with the requirements and procedures prescribed in the Ministerial Regulation.

Section 10. When the Registrar has received an application for a licence and, having considered the application, he is of the opinion that no regulation is contrary to the law, is a threat to the economy or security of the country or public order or good morals, and that the promoters are of good status and conduct, he shall grant and issue a chamber of commerce licence to the applicants and shall thereafter register the chamber of commerce.

If the Registrar gives an order of refusal, he shall notify the applicants of the order, in writing, without delay. The applicants have a right to appeal against the order by filing an appeal, in writing, with the Minister within fifteen days from the day of the receipt of the notification thereof. The decision of the Minister shall be final.

The Central Chamber of Commerce Registrar shall publish the grant of a licence to establish a chamber of commerce and the dissolution thereof in the Government Gazette

Section 11. A Chamber of commerce, which has been granted a licence and registered, shall become a juristic person.

Section 12. If a chamber of commerce licence is lost or destroyed, the chamber of commerce shall apply for a licence substitute.

Section 13. A chamber of commerce must have regulations, and such regulations must, at least contain the following particulars;

- (1) name;
- (2) objects;
- (3) office address;
- (4) procedures for admitting and excluding a member to and from the chamber of commerce, as well as the rights and duties of a member;
- (5) the operation of the chamber of commerce, the Appointment, retirement and meeting of the directors, as well as the general meeting.

The regulations of the chamber of commerce must be registered with the Registrar at the same time of the filing of an application to establish the chamber of commerce. If the Registrar considers it appropriate, he may order the regulations to be amended before issuing a licence.

Section 14. Only one Changwat chamber of commerce may be established and may exist in each Changwat, except in Changwat Phra Nakorn and Changwat Thon Buri where there shall be only one Changwat chamber of commerce called the Thai Chamber of Commerce.

Only one foreign chamber of commerce for each nationality may be established and may exist exclusively in Changwat Phra Nakorn or in Changwat Thon Buri

Section 15. The Council of the Chambers of Commerce of Thailand may be established jointly by the Thai Chamber of Commerce, foreign chambers of commerce, trade associations, State enterprises and co-operative societies.

Section 16. The name of a chamber of commerce must be in Thai characters, but may be accompanied by foreign characters after or below the Thai characters, and the name used must only be that contained in the regulations. No institution shall use the phrases, “Changwat Chamber of Commerce, Thai Chamber of Commerce, Foreign Chamber of Commerce or the Chambers of Commerce of Thailand”, or that of similar meaning, as a part of its name without being a chamber of commerce under this Act.

A chamber of commerce shall have a clearly legible name-plate in front of its office

Section 17. No person, not being a chamber of commerce, shall use a name containing “Chamber of Commerce” or “The Council of the Chambers of Commerce of Thailand” in Thai characters or foreign characters which can be translated or read as “Chamber of Commerce” or “The Council of the Chambers of Commerce of Thailand” in a seal, name-plate, letter, notice, or other business documents except in an application to establish a chamber of commerce.

Section 18. The Register shall have the power to issue a written order requiring any person to appear for enquiry or to send a document for the purpose of the consideration concerning an application to establish a chamber of commerce.

Chapter 3

Member and Board of Directors of a Chamber of Commerce

Section 19. Members of a chamber of commerce are only 4 categories, as follows:

- (1) ordinary member ;
- (2) extraordinary member ;
- (3) associate member ;
- (4) honorary member ;

Only an ordinary member has a right to be elected as a director of the chamber of commerce

Section 20. Subject to section 21, a member of a Changwat chamber of commerce must have a domicile in the Changwat where such chamber of commerce is situated, and must be a natural person of Thai nationality or a juristic person of which partners or shareholders holding more than one-half of its capital are of Thai nationality, and is a person engaged in a trading, industrial, agricultural,

financial or economic enterprise, or must be a trade association more than one-half of the total number of members of which are of Thai nationality or must be a State enterprise or a co-operative society. A natural person or a juristic person, not being of Thai nationality, or trade association, more than one-half of the total number of members of which are aliens, may only be an associate member of a Changwat chamber of commerce.

A Changwat chamber of commerce must be a member of the Thai Chamber of Commerce.

Section 21. The Thai Chamber of Commerce consists of members having domicile in Changwat Phra Nakorn or Changwat Thon Buri, who are natural persons of Thai nationality or juristic persons of which partners or shareholders holding more than one-half of its capital are of Thai nationality, and are persons engaged in trading, industrail, agriculture, financial, or economic enterprises, or are State enterprise, or co-operative societies or Changwat chambers of commerce.

Section 22. A foreign chamber of commerce consists of members who have domicile in Changwat Phra Nakorn or Changwat Thon Buri, the majority of which are natural persons of a foreign nationality or juristic persons of which partners or shareholders holding more than one-half of its capital inclusive of that its branches registered abroad, are of a foreign nationality, and are persons engaged in trading, industrail, agricultural, financial or economic enterprises.

A foreign chamber of commerce must be a member of the Council of the Chambers of Commerce of Thailand.

Section 23. The Council of the Chambers of Commerce of Thailand consists of members who are representatives of the Thai Chamber of Commerce, the number of which is not less than one-half of the number of members of the Council of the Chamber of Commerce of Thailand, five representatives from each of the foreign chambers of commerce, two representatives from each trade association, State enterprise, and co-operative society.

A natural person or juristic person, being a member of the Thai Chamber of Commerce, a foreign chamber of commerce, a trade association or a co-operative society, may only be an associate member of the Council of the Chamber Commerce of Thailand.

Section 24. The Boards of the chambers of commerce shall be as follows:

- (1) The Board of the Changwat chamber of commerce, consisting of the directors elected from ordinary members by the general meeting, of the number in accordance with the regulations of such Changwat chamber of commerce.
- (2) The Board of the Thai Chamber of Commerce, consisting of the directors elected from ordinary members by the general meeting, of the number in accordance with the regulations of the Thai

Chamber of Commerce, but not less than three of whom must be elected from the members who are the representatives of the various Changwat chambers of commerce;

- (3) The Board of a foreign chamber of commerce, consisting of the directors elected from ordinary members by the general meeting of the foreign chamber of commerce, of the number in accordance with the regulations of such foreign chamber of commerce.
- (4) The Board of the Council of the Chambers Commerce of Thailand consisting of :
 - (a) Chairman of the Thai Chamber of Commerce as its ex-officio Chairman
 - (b) Two Vice-Chairman; the Board of the Council of the Chamber of Commerce of Thailand shall elect the first Vice-Chairman from the directors of the Thai Chamber of Commerce and the second Vice-Chairman from the directors of the foreign chambers of commerce;
 - (c) Every Chairman of a foreign chamber of commerce as a director;
 - (d) Members representing the trade associations, totalling four in number, elected by the general meeting of the Council of the Chambers of Commerce of Thailand, as directors;
 - (e) Members representing the Thai Chamber of Commerce of the number equal to those of the directors in (c) and (d) together elected by the general meeting of the Council of the Chambers of Commerce of Thailand, as directors;
 - (f) Members representing the State enterprises and the co-operative societies, totalling six in number, appointed by the Ministry of Economic Affairs, as directors.

Chapter 4

Operation of a Chamber of Commerce

Section 25. A chamber of commerce shall have a Board to operate the chamber of commerce and to be its representative in dealing with outsiders. For this purpose, the Board may authorize one or more directors to act on its behalf.

Section 26. Apart from the retirement under the regulations of a chamber of commerce, a director of the chamber of commerce shall vacate his office upon being a bankrupt or punished by a final judgment under this Act, and is henceforth disqualified from being a director in any chamber of commerce unless a period of three years has elapsed from the discharge from bankruptcy or the day of the discharge from punishment.

Section 27. A member of a chamber of commerce has a right to demand the examination of the activities and the property of the chamber of commerce by filling a written application with the chamber of commerce.

Section 28. a chamber of commerce shall have the following duties;

- (1) to promote trade, industry, agriculture, finance and economy in general, such as to collect statistics, to disseminate trade information, to research in connection with trade and economy, to promote tourism, to issue a certificate of the origin of goods, to fix the quality standard of goods, to check the standard of goods, to establish and operate an educational establishment concerning trade and economy, to establish and operate a trade centre, to arrange a trade exhibition, to be an arbitrator in a trade dispute;
- (2) to give advice and make recommendation to a member concernign trade, industry, agriculture, finance or economy, and to provide various facilities in the business operation of a member.
- (3) to give advice and make recommendation to the government for the economic development of the country;
- (4) to co-ordinate in trading between persons engaged in trade and the government;
- (5) to conduct other activities as may be specified by law to be the duties of the chamber of commerce, or as may be entrusted by the government.

Section 29. Subject to section 28, a chamber of commerce shall not act in any of the following;

- (1) engaging itself in an enterprise, or managing an enterprise of its member, or participating in, holding the shares of, being a partner or contributing capital to, the engagement of an enterprise with any person;
- (2) acting in any way to suppress or increase the price of goods or services excessively or causing unstability concerning the price of goods or services;
- (3) giving or lending money to a member or any other persons except for public charity or under a moral obligation or social appropriateness;
- (4) acting in any way to increase, reduce or restrict production, amount of goods distributed or other services, and such action is detrimental to the domestic or foreign market of trade, finance, or economy of the country;
- (5) acting in any way to destroy competition which may normally be entertained in the engagement of an enterprise except where it is an implementation of a governmental policy or regulation;
- (6) acting in any way that may be a threat to the economy or security of the country or a to public order or good morals;

- (7) obstructing or preventing any person who is qualified to be a member under the regulations of the chamber of commerce from becoming a member, or forcing a person in any way against his will to become a member, or forcing a member by a dishonest motive to resign from the chamber of commerce, or contrary to the regulations of the chamber of commerce;
- (8) disclosing statistics, documents or information concerning the private interest of any member except with a written consent from such member;
- (9) authorizing or permitting any person who is not a director to perform the duty of a director.

Section 30. A chamber of commerce shall not distribute profit or income among its members, or carry on a political activity.

Chapter 5

Control of a Chamber of Commerce

Section 31. The Registrar shall have a power to issue the written order requiring a director or member to appear and explain a fact concerning the activities of the chamber of commerce or to send a document concerning its operation or minutes of its meeting.

Section 32. For the purpose of carrying out this Act, the Registrar or the official shall have the power to enter office of a chamber of commerce for the purpose of inspection during its office hours.

In acting under paragraph one, the official shall show his identity card to the person concerned.

The identity card shall be in the form prescribed by the Minister.

In the action of the Registrar or the official under paragraph one, the person concerned shall provide reasonable facilities or assistance, or give information to the Registrar or the official as requested.

Section 33. A chamber of commerce shall prepare a membership register to be kept in the office of the chamber of commerce, and shall deliver a copy thereof to the Registrar within a period of ninety day from the of obtaining a licence and being registered as a chamber of commerce. The membership register shall at least contain the following particulars :

- (1) name and nationality of the member;
- (2) name used in the engagement of the enterprise and category of the enterprise;
- (3) address of the office of the member;
- (4) date of membership.

When there is an admission of a new member or a change in the membership register, the chamber of commerce shall notify the Registrar to that effect within a period of ninety days from the day of the admission or change.

Section 34. A chamber of commerce shall prepare its balance sheet at least once in every twelve months, which constitutes its accounting year.

The balance sheet must contain the amount of the assets and liabilities of the chamber of commerce together with an account of income and expenditure. The balance sheet must be completed and audited and then submitted to a general meeting of the chamber of commerce for approval within a period of one hundred and twenty days from the last day of the accounting year.

Section 35. A chamber of commerce shall prepare an annual report showing the result of the operation of the chamber of commerce to be submitted to a general meeting at the time of the submission of the balance sheet, and shall deliver a copy of the report and that of the balance sheet to the Registrar within a period of thirty days from the day of the general meeting.

Section 36. An amendment to the regulations of the chamber of commerce may be made only by a resolution of a general meeting, and must be registered with the registrar within a period of thirty days from the day of the resolution of the general meeting. If the Registrar considers that such amendment is inconsistent with the objects of the chamber of commerce or contrary to the law, he shall not register such amendment.

If the Registrar refuses to register an amendment to the regulations, section 10 paragraph two, shall apply *mutatis mutandis*.

Section 37. The appointment or replacement of a director of a chamber of commerce must be registered with the Registrar within a period of thirty days from the day of the appointment or replacement.

If the Registrar considers that the person appointed as a director is of an inappropriate status or of bad conduct, or has a reasonable cause to suspect that person may be a threat to the economy or security of the country or to public order or good morals, he has the power to refuse to register such person as a director of the chamber of commerce.

Section 38. Any person, who wishes to examine, copy, or have copied and certified, a document concerning a chamber of commerce, shall make an application in the form described by the Central Chamber of Commerce Registrar.

Section 39. When it appears that the Board, a director or a member of a chamber of commerce, does any act which may be a threat to the economy or security of the country, or to public order or good

morals, the Registrar shall have the power to issue a written order requiring the Board, the director or the member to stop such action or to rectify it within a period of time prescribed by the Registrar.

Section 40. When a chamber of commerce does an act which violates section 29, the Minister has the power to order the whole Board or an individual director to vacate his office. In such case, the Board or the director is disqualified from being a director of the chamber of commerce unless a period of three years has elapsed from the day of the order of the Minister to vacate the office.

Section 41. When there is a cause to suspect that any chamber of commerce is to act unlawfully or to be a threat to the economy or security of the country, or to public order or good morals, the Registrar shall have the power to issue a written order requiring the chamber of commerce to notify him at least three days in advance of the date and time of every meeting of the chamber of commerce. In such case, the Registrar or the official shall have the power to attend the meeting.

Where any chamber of commerce fails to notify the date and time of its meeting in accordance with the order of the Registrar, the Registrar shall have the power to order the chamber of commerce to suspend its meeting, each time, for not more than ninety days from the day the Registrar issues the order. In case the Registrar issues an order suspending a meeting, section 20 paragraph two, shall apply *mutatis mutandis*.

Section 42. If the general meeting of the chamber of commerce passes a resolution in violation of a law or its regulations, upon the request of any member or an official, the Registrar shall have the power to revoke such resolution. But in case a member requests for the revocation, he shall so request within a period of thirty days from the day of the passing of such resolution.

Section 43. The Minister shall have the power to dissolve a chamber of commerce upon the following events;

- (1) When it appears that an action of the chamber of commerce is contrary to the law or is a threat to the economy or security of the country, or to public order or good morals;
- (2) When the chamber of commerce does an act in violation of section 29, and such act is a serious harm;

Any director of the chamber of commerce, of which dissolution the Minister orders under (1), (2), or (4), who participated in the act which causes the Minister to order its dissolution, is disqualified from being a director of the chamber of commerce unless a period of three years has elapsed from the day the Minister issues the order to dissolve the chamber of commerce.

Chapter 6

Dissolution of Chamber of Commerce

Section 44. A chamber of commerce is dissolved upon any of the following causes :

- (1) upon the resolution of the general meeting for its dissolution;
- (2) upon being bankrupt;
- (3) upon the order of the Minister under section 43 for its dissolution.

The chamber of commerce dissolved under (1) or (2) shall notify the Registrar of the dissolution within a period of fifteen days from the day of the occurrence of the cause for its dissolution.

Section 45. Subject to section 10 paragraph three, when a chamber of commerce is dissolved upon any cause specified in section 44, the Registrar shall revoke the licence and delete the name of the chamber of commerce from the Register. In such case, it shall be deemed that the chamber of commerce may continue to act only as far as it is necessary for the purpose of liquidation.

Section 46. The provisions of the Civil and commercial Code on the liquidation of registered partnerships, limited partnerships and limiteds companies shall apply mutatis mutandis to the liquidation of a chamber of commerce dissolved under section 44.

Section 47. After the liquidation, the remaining property, if any, may not be distributed among the members of the chamber of commerce. Such property must be transferred to another juristic person the objects of which concern a public charity specified in the regulations of the chamber of commerce. If no juristic person is specified, it shall be transferred to any juristic person the objects of which concern a public charity, as may be resolved by the general meeting. In cases other than as mentioned above, the remaining property shall vest in the State.

Chapter 7

Penalties

Section 48. Any person who violates section 8 shall be liable to imprisonment for not more than one year or to a fine of not more than ten thousand Baht or to both.

Section 49. Any person who is member of a chamber of commerce not licensed under section 8 shall be liable to a fine of not more than two thousand Baht.

Section 50. Any person who violates section 16 shall be liable to a fine of not more than one thousand Baht and an additional fine of not more than fifty Baht a day until rectification is made.

Section 51. Any person who violates section 17. Shall be liable to a fine of not more than two thousand Baht and an additional fine of not more than fifty Baht a day until cessation of such use.

Section 52. Any person who fails to comply with the order of the registrar under section 18 or section 31, or fails to comply with section 32 paragraph four, shall be liable to a fine of not more than one thousand Baht

Section 53. Any chamber of commerce which refuses to allow its member to examine the activities and property of such chamber of commerce under section 27 shall be liable to a fine of not more than one thousand Baht.

Section 54. Any chamber of commerce which violates section 29 or section 30 shall be liable to a fine of not more than fifty thousand Baht.

Section 55. Any director of a chamber of commerce who violates section 29, or does an act contrary to its objects and such act is a threat to the economy and security of the country, or to public order or good morals, shall be liable to a fine of not more than thirty thousand Baht.

Section 56. Any person who fails to comply with the order of the Registrar under section 39 or section 41 paragraph one or paragraph two, shall be liable to a fine of not more than two thousand Baht.

Section 57. Any person who fails to comply with the order of the Registrar under section 39 or section 41 paragraph one or paragraph two, shall be liable to a fine of not more than two thousand Baht.

Section 58. Any person who violates section 40 or remains a director or a member of a chamber of commerce which has been dissolved under section 44 or section 61 paragraph three, shall be liable to imprisonment for not more than two years or to a fine of not more than twenty thousand Baht or to both.

Section 59. Any chamber of commerce which violates section 44 paragraph two, or fails to comply with section 46, shall be liable to a fine of not more than one thousand Baht.

Section 60. Any person who violates section 47 shall be liable to imprisonment for not more than one year or to a fine of not more than ten thousand Baht or to both.

Transitory Provisions

Section 61. Every chamber of commerce, board of trade, or association having the same characteristics or objects as those of a chamber of commerce which was registered under the Civil and

Commercial Code prior to the day this Act comes into force, must, if it wishes to become a chamber of commerce under this Act, apply for a chamber of commerce licence within a period of ninety days from the day this Act comes into force. And when it has been licensed as a chamber of commerce under this Act, the Registrar of Associations under the Civil and Commercial Code shall delete the name of such chamber of commerce, board of trade or association from the Register of Associations. All the property and liabilities of a chamber of commerce, board of trade or association having the same characteristics of objects as those of a chamber of commerce licensed and registered under this Act shall be transferred to the newly established chamber of commerce.

If a chamber of commerce, board of trade, or association having the same characteristics and objects as those of a chamber of commerce registered as an association under the Civil and Commercial Code, does not apply for a chamber of commerce license under this Act within the period of time mentioned in paragraph one, it shall be deemed dissolved, and the Registrar of Associations under the Civil And Commercial Code shall delete the name of such chamber of commerce, board of trade or association from the Register of Associations..

If a chamber of commerce, board of trade or association having the same characteristics or objects as those of a chamber of commerce is dissatisfied with the order of the Registrar under the Civil and Commercial Code to have its name deleted from the Register of Associations, it has a right to appeal against such order, by filing a written appeal with the Minister within a period of fifteen days from the day of the receipt of the order. The decision of the order of the Minister shall be final.

Countersigned By:

Field Marshal Thanom Kittikachorn

Prime Minister

