

Regulations

Thai Entertainment Content Trade Association

This trade association is set up in accordance with the Trade Association Act BE 2509 (hereinafter called “the TAA”) and under the supervision of the Trade Association Registration Office of Bangkok.

Chapter 1

General

Section 1. Name of Trade Association. This trade association is named “Thai Entertainment Content Trade Association” (hereinafter called “the Association”)

Section 2. Association Address. The address of the Association is No. 23/8, Soi Soonvijai, Rama 9 Road, Kwang Bangkapi, Khet Huaykwang, Bangkok 10310

Section 3. The Association Logo. The logo of the Association is as follows:



The Association’s logo comprises the “T, E, C and A” alphabets, an abbreviation for “Thai Entertainment Content Trade Association” which represents the gathering of copyright owners in sound recordings, audiovisual and other works related to the music recording industry. Such gathering is for the good sake of promotion, support, assisting, consulting and resolution concerning the utilizing and supervising rights, the production and distribution of sound recording, audiovisual or other related work, as well as to broaden and put the musical works onto the market.

Chapter 2

Objectives

Section 4. The Association has the following objectives;

- (1) To promote trading, producing and selling of sound recordings and audiovisual works.

- (2) To promote trading in relation to the collective management of the communication to the public, broadcasting and other relevant rights in sound and audiovisual recordings.
- (3) To assist and support Members to resolve any obstacles as well as to negotiate with other parties for the benefit of Members' trading.
- (4) To supervise and monitor the market of sound and audiovisual recordings, and other related work to grant license legally for domestic or international uses in order to benefit all Members' business and the Thai recorded music industry.
- (5) To create and support the rights of producers of sound and/or audiovisual recordings.
- (6) To protect the rights and benefits of producers of sound and/or audiovisual recordings and other related work by designating representative(s) to negotiate with the government, NGOs, business groups or other commercial representatives.
- (7) To advise and assist members with an appropriate practice and educate the public on copyright issues and other right issues, as well as to exchange idea on copyright and involved laws with the government, NGOs, business groups or other commercial representatives.
- (8) To coordinate and exchange scholastic opinion, trade intellectual and other general research with involved private sectors on the production of sound and/or audiovisual recordings, and other intellectual property rights in general.
- (9) To collate statistics, documents or other information from Members relating to the production and distribution of sound and audiovisual recordings and other related work owned or distributed by Members.
- (10) To cooperate with the government on the promotion of sound and/or audiovisual recordings in order to attain superior standard and compatible with governmental policies.
- (11) To encourage sufficient production of sound and/or audiovisual recordings in to meet domestic and international demand.
- (12) To exchange knowledge and experience among Members and employ such knowledge and experiences for efficient operation.
- (13) To make any agreement that may profit Members' business.
- (14) To care for Members' physical health through the organization of occasional sport and entertainment activities.
- (15) To compromise disputes among or between members and other parties.
- (16) To contribute to Members' welfare on matters that are not prohibited by Section 22, TAA.

- (17) To promote and protect Members' business of production, distribution and sale of sound recordings, audiovisual recordings and other related works in any media.
- (18) To support and resolve any obstacles as well as the copyright infringing suppression and other issues for Members.
- (19) To coordinate with both the government and private sectors for Members in order to obtain the benefits of protection under the intellectual property law.
- (20) Promote and support the digital business and industry to members.

Chapter 3

Member and Membership

Section 5. The Association shall have four categories of Ordinary Members who are either a natural person or juristic person that produces and distributes sound recordings or audiovisual recordings and who are members of IFPI (International Federation of Phonographic Industry) that it shall be 2 kinds of membership as defined follows:

- (1) The Ordinary members shall be classified as 5 categories according to their qualification as the following:
 - (1.1) Category A+: Founder–Major producers of sound recordings or audiovisual recordings who established the Association or controlled more than five hundred thousand (500,000) titles of sound recordings or audiovisual recordings;
 - (1.2) Category A: Major-sized producers of sound recordings or audiovisual recordings controlled from fifty thousand one (50,001) to five hundred thousand (500,000) titles of sound recordings or audiovisual recordings;
 - (1.3) Category B: Medium-sized producers of sound recordings or audiovisual recordings controlled from five thousand one (5,001) to fifty thousand (50,000) titles of sound recordings or audiovisual recordings;
 - (1.4) Category C: Small producers of sound recordings or audiovisual recordings controlled from fifty one (51) to five thousand (5,000) titles of sound recordings or audiovisual recordings; and
 - (1.5) Category D: Producers of sound recordings or audiovisual recordings in the early period of their existence or controlled less than fifty (50) titles of sound recordings or audiovisual recordings.
- (2) The Association may also invite any natural person with high qualification or natural or juristic person that has made substantial contributions to the Association or being a person with specific skill/knowledge on copyright law or matters related to the production of sound recordings or audiovisual products or other related work to be an Honorary Member and such person accept the invitation.

Admission of Members and their category of membership (including the transfer of Members from one category to another) shall be decided by the Board at its discretion. In any case, any applicant which in the opinion of the Board is engaged in, or within five (5) years prior to its application has engaged in, or any applicant which is controlled by any person, legal entity or company which is engaged in, or within five (5) years prior to the application has been engaged in, the unauthorised creation, imitation, duplication, sale, importation, communication or other uses of sound recordings or artists' performances in any form whatsoever in violation of any law is ineligible for membership.

Section 6. Member Qualification. Beside the qualifications stated in Section 5, all Members must meet the following qualifications:

(1) In the case of a natural person:

1. Become *sui juris*;
2. Not be a bankrupt, incapacitated or quasi- incapacitated person;
3. Has not been a person with a criminal conviction with imprisonment, except for petty offences or offences committed by negligence;
4. Not infected with a revolting disease;
5. Has good conduct; and
6. Has fair financial status.

(2) In the case of a juristic person:

1. Not be a bankrupt person or declared insolvent;
2. Has fair financial status; and
3. All provisions in Section 6 (1) hereof shall be applied to the qualification of a representative who is appointed to act on behalf of the juristic person Member in Section 10.

Section 7. Application for Membership. Any person who wishes to apply for Ordinary Membership shall file an application, specifying the category of Ordinary Membership they wish to apply for, and supported by at least two (2) Ordinary Members, addressed to the Secretary in a form prescribed by the Association.

Section 8. Consideration of Membership Application. The secretariat of the Association shall present the application to the Board at its meeting immediately following the receipt of such application. The Association shall issue a notice to the applicant within seven (7) days of the decision made by the Board to accept or reject the application via registered or electronic mail to the address of the applicant indicated in the application form.

For any new membership to take effect, the applicant shall pay for the registration of membership and subsidy fee within thirty (30) days of the date of the secretariat notice. If any member fails to pay the registration of membership and subsidy fee within the stipulated time as herein provided, it shall be deemed that the application and acceptance is revoked.

If a membership application is rejected for any reason, the applicant shall not file a new membership application for a period of one (1) year from the date of rejection notice.

Section 9. Commencement of Membership. Membership shall commence from the date the applicant pays for the registration of membership and subsidy fee in full.

Section 10. Juristic Person Member. The juristic person member shall designate a natural person to represent its right as an Ordinary Member. The designated representatives are prohibited to sub-authorize or designate a representative.

Section 11. Termination of Membership. Membership shall end in the following cases:

- (1) Death or termination of juristic person status
- (2) Lack of 6(1) or 6(2) qualification, as the case may be
- (3) Resignation, by filing a resignation notice to the board of directors with payment of all outstanding money owing to the Association
- (4) Being declared bankrupt by the final judgment of court
- (5) Being declared an incompetent or quasi-incompetent by court judgment
- (6) Being convicted for a copyright infringement offense by the final judgment of court
- (7) Being punished in a final conviction of imprisonment, except for petty offense or offense with conviction not exceeding petty offense or offence committed by negligence
- (8) Termination of the possessed rights and/or the legal producing
- (9) A resolution is made by the general assembly to expel from membership as the Member has failed to comply with these Regulations to the extent that the majority of members consider it appropriate to terminate such membership. But the general assembly shall not resolve to expel such member until the member is made aware of the complaint against it and is given the opportunity to rectify it in writing or in person at the general assembly, if the member so wishes.
- (10) The Board resolves to terminate a Member from membership on one of the following reasons;
 1. The Member has intentionally defamed the Association;
 2. The Member has intentionally breached any regulations of the Association;
 3. The Member has failed to pay its annual subsidy or monthly fee within the scheduled time and failed to rectify this despite the passage of thirty (30) days following official warning;
 4. The Member has failed to authorize the Association in suppressing the infringement of the copyright in sound recordings, motion pictures, audiovisual recordings or musical works without justification..

Section 12. Members' Register. The Association shall maintain Members' registration at its office which shall include the following details:

1. Name and nationality of member

2. Business name and type of business
3. Location of member office
4. Date registered as a member

Chapter 4

Rights and Obligations of Member

Section 13. Rights of Members.

1. To accept support and welfare in the matters related to the objectives of the Association, to the extent that the Association can provide.
2. To present ideas or opinions to the Association or the Board on any matters related to the objectives of the Association in order to thrive the Association.
3. To examine the Association's assets or business by filing written notice addressed to the Secretary.
4. To attend an assembly, discuss, inquire the directors, and propose a topic in the annual general assembly or special assembly.
5. To use the Association's logo after prior written approval.
6. All Members are entitled to attend General Membership Meetings but only Ordinary Members shall have voting rights in accordance with their categorizations during such meetings.

Section 14. Obligations of Members.

1. To comply with these Regulations and all resolutions of the Board.
2. To maintain the honor of the Association as well as to keep fully confidential of all discussions at General Membership, Board and other Association meetings, and not to publicize any information regarding the Association without prior written Board approval.
3. To promote and support the activities of the Association for its advancement and progress.
4. To maintain harmonization and beneficial trading among all Members.
5. To provide statistics, documents or other information relating to the production and distribution of sound and audiovisual recordings and other related work owned or distributed by Members in accordance with the objectives stated in these Regulations.
6. To pay annual and monthly contributions to the Association punctually.
7. To inform the Association in writing within seven (7) days of any changes in good financial status, name, modification, revocation of business or change of its representative.

8. To authorize the Association or its duly authorized person to suppress the infringement of the copyright in sound recording, motion picture, audiovisual or musical work.

Chapter 5

Registration Fee and Contributions

Section 15. Registration Fee and Contributions.

No registration fee.

Section 16. Monthly Contributions by Members to Association's Operational Costs.

In addition, Members shall pay a monthly contribution to the Association in accordance with its Ordinary Membership Category as the Directors shall propose to the Members to decide in an Annual General Membership Meeting. The Board is empowered to adjust the contribution regularly.

Chapter 6

Board of Directors (herein called "the Board")

Section 17. Election of the Board. There shall be a Board comprising all Founders and not less than three (3) but not exceeding fifteen (15) Directors, elected from Ordinary Members, to administer the Association and to represent it in dealing with other parties.

Any Ordinary Member may propose any number of Ordinary Members, subject to the agreement of the nominated Members and supported by the endorsement of a Founder or at least three (3) Ordinary Members, to the General Membership for election to become Directors. The Board shall comprise all Founders and the Directors elected with the highest number of votes in descending order.

The Founders and Directors shall vote among themselves for the position of president, vice president, secretary, registrar, treasurer and other positions as appropriate, with consent of the director so designated.

The term of office of the Board shall be two (2) years and a new Board shall be elected within sixty (60) days thereafter.

Under Sections 19 and 33 of the TAA, retiring directors are entitled to offer themselves for election.

Section 18. Termination of Director's Term of Office. A Director's term of office shall end upon:

- (1) Expiration of term of office;
- (2) Resignation;
- (3) Termination of authorization from juristic person member;

- (4) Termination of membership;
- (5) Termination by General Membership;
- (6) Order by the Minister of Commerce under Section 33 of Trade Association Act BE 2509;
- (7) Final conviction for any offence under the Trade Association Act BE 2509.

Section 19. Replacement Directors. Where any Director has stepped down from his office before his term has ended, the Board shall designate the Ordinary Member with the next highest number of votes, if any, to assume the vacated position. If there is none, the Board shall designate any Ordinary Member for the remaining term of office.

Where the entire Board has resigned *en masse* before its term has ended, the Board shall call or be deemed to have called for an Extraordinary General Membership Meeting to elect a new board of directors within thirty (30) days; Section 24 shall be applicable *mutatis mutandis*.

The Board elected in accordance with the aforesaid paragraph shall hold office until the expiration of the remaining term of office of the resigned Board.

Section 20. Quorum for Board Meetings. The quorum for Board meetings shall not be less than one half of the Directors.

Where there is no quorum, the directors present are able only to add a new Ordinary Member as director, call a general membership meeting or commit an appropriate act to benefit the Association.

Section 21. Board Resolutions & Votes. Any Board resolution shall be decided by a simple majority of votes of directors present and voting. Each Founder Director and each Director shall have a number of votes according to their Ordinary Member category define.. If the vote is equal, the presiding chairman shall have one additional vote.

Where a Board resolution is held to be illegal or in breach of these Regulations, that resolution shall be void but will not affect all other Board resolutions.

Section 22. Board Chairman. The Chairman elected in accordance with Section 17 shall preside as chairman of any Board. Where the President cannot perform his duty, the Vice President shall preside. If both the President and Vice President cannot perform their duty, the quorum shall select any director to preside over that meeting.

Section 23. Board Meetings. The Board shall hold monthly meetings with five (5) business days of notice. In urgent situations, the Chairman or at least two (2) Founder Directors or five (5) Directors may call for a special Board meeting without the aforementioned days of notice.

Section 24. Transfer of Board Duties. When a new Board is elected, the retiring Board or the new Board shall have a resolution to assign a director to register the new Board at the

Bangkok Trade Association Registrar within thirty (30) days of the date of election and transfer their duties to the new Board within thirty (30) days of the date of registration.

During the time where the trade registrar has not yet registered the new Board and the retiring Board has not yet transferred their duties, the retiring Board shall continue with their duties until the trade registrar has registered the new Board and the new Board has assumed their positions. The transfer of Board duties shall be done in writing.

Section 25. Authorities and Obligations of the Board. The Board is empowered to:

- (1) Manage the business and properties of the Association to comply with the resolutions and decisions of the General Membership;
- (2) Assign any director to any position in the Board;
- (3) Arrange the Association's operation to comply with its objectives;
- (4) Hire, assign and dismiss advisors to the Board, any sub-committee, officer and any officials to undertake any specific affairs or issues under the Association's scope of operation. The aforesaid advisor may be a director, an Ordinary Member or other parties.

Section 26. Authorities and Obligations of Certain Office of Directors.

- (1) **The President** - To manage the operations of the Association to comply with the rules and regulations of the Association and be assigned by the Board to deal with other parties and preside at Board and General Meetings.
- (2) **The Vice President** - To assist the President in all matters and assume the duties of the President when the President is absent or fails to assume his position.
- (3) **Secretary** - To respond any documents, keep all documents, be the secretary in all assemblies and carry out other assignment as assigned by the board of directors.
- (4) **Treasurer** - To hold and disburse the Association's money, keep the book of accounts, distribute the Association's items and carry out other assignments as assigned by the Board.
- (5) **Registrar** - To maintain the Members' registration record and any other registration apart from monetary registration and perform such other assignment as decided by the Board.

Chapter 7

General Membership Meetings

Section 27. General Membership Meetings. The Board shall call for a meeting of the general membership called the Annual General Membership Meeting at least once every twelve (12) months. Any other general membership meeting shall be called an Extraordinary General Membership Meeting.

Section 28. A General Membership Meeting shall be held:

- (1) Within ninety (90) days of the end of the financial year of the Association;
- (2) If the Board sees fit; or
- (3) At least one fourth of the Members file a request in writing.

The Board shall call for an Extraordinary Membership Meeting within fifteen (15) days of the date of its resolution or receipt of the notice from the Members.

Section 29. Notice of General Membership Meeting. The Board shall send a written notice stating the date, time, place and agenda of the General Membership Meeting to all Members via registered mail to the address or together with electronic mail address indicated in the member registration at least seven (7) days prior to the date of the General Membership Meeting.

The notice of General Membership Meeting shall be accompanied with the minutes of the previous meeting. In the case of an Annual General Membership Meeting, it shall be accompanied with a copy of the Association's annual report, audited financial statement and balance sheet attached thereto.

Section 30. Quorum for General Membership Meetings. The quorum for a General Membership Meeting shall be all founders and not less than one half of the elected directors.

Section 31. Lack of Quorum. If there is still no quorum one (1) hour after the appointed time of a General Membership Meeting, the meeting shall be adjourned if it is called by Members. All other General Membership Meetings shall be postponed to a new date fifteen (15) days hence at the same time and place (or a new venue to be notified as herein provided if the same venue is unavailable) of the postponed meeting. Whatever the number of Members present at the postponed meeting will constitute a quorum.

Section 32. Chairman of General Membership Meeting. The President shall preside as chairman of any General Membership Meeting. If the President is absent or cannot assume his position, the Vice President shall preside. If both the President and the Vice President cannot perform their duty, the quorum shall select any founder to preside over that meeting. If no founder is present at such meeting, the General Membership shall select any director or Ordinary Member to preside over that meeting.

Section 33. Voting in General Membership Meetings. Only Ordinary Members can vote. Each Ordinary Member shall have the following number of votes according to their category of membership. The voting shall ordinarily be done via an open vote with a show of hands but it shall be done by way of secret ballot if the Board or not less than half of Ordinary Members present in person or by proxy request prior or at the time of an open vote.

Section 34. Resolutions of General Membership Meetings. Unless otherwise provided in these Regulations, any resolution at a General Membership Meeting shall be decided by a simple majority of votes. In case of equality of votes, the presiding chairman shall have a casting vote.

Section 35. Required Decisions at an Annual General Membership Meeting. At every Annual General Membership Meeting, the following shall be submitted by the Board to the General Membership for consideration and approval:

- (1) Minutes of previous Annual General Membership Meeting for annual report to analysis of the activities of the Association for the preceding year;
- (2) The audited accounts and balance sheet of the Association;
- (3) Election of the directors onto the Board upon expiry of their term of office;
- (4) Appointment of the Association's advisors and/or auditors and their fees, if any;
- (5) Such other activities that require the approval of the General Membership, if any.

Section 36. Interpretation of these Regulations. In case that there is a problem of interpretation of these Regulations, the General Membership shall make the final decision.

Chapter 8

Financial and Monetary Matters of the Association

Section 37. Financial Year Ending. The financial year of the Association shall end on 31st of December of each year.

Section 38. Balance Sheet. The Board shall prepare a balance sheet at the financial year-end and send it to the auditors not later than February of each year and the auditor shall conclude its examination not less than thirty (30) days before the Annual General Membership Meeting.

The Board shall present the balance sheet approved by the auditor to the General Membership for approval within ninety (90) days of the financial year-end date.

The Association shall file a copy of its annual balance sheet and annual report of its activities to the Bangkok Trade Association Registrar within thirty (30) days of the date of its General Membership Meeting. A copy of the aforementioned documents shall also be kept in the Association's office and be open for inspection by its Members.

Section 39. Authority of the Auditor. The auditor is empowered to examine the accounting books and any document related to the finances of the Association and entitled to inquire the directors and any officials related to the accounting and such documents. In this case, the directors and the officials shall assist and provide all relevant information for such examination.

Section 40. Custody of Accounts and Financial Documents. The Association's Accounts and all financial documents shall be kept in the Association's office under the Treasurer's responsibility.

Section 41. Moneys of the Association. The Association's cash shall be deposited in a commercial bank located in the local area of the Association with consent of the General Membership.

The Treasurer shall keep and manage a sum of money not exceeding One Hundred Thousand Baht (THB100,000) for usage of the Association's activities.

All banking transactions shall be under the responsibility of the President or Vice President or a director, with the Board's resolution and their signatures affixed along with the Treasurer's.

Section 42. Payments of the Association. Either the President, the Vice President or the Secretary is empowered to make disbursements for the Association's activities not exceeding Ten Thousand Bahts (THB10,000) at a time. Any disbursement in excess of Ten Thousand Bahts (THB10,000) shall be done only with a Board resolution.

Section 43. Special Fund. The Association is authorized to raise special funds for the Association's operations or developments by inviting other parties and its members to donate or doing other activities as the Board sees fit and which is not contradictory to the law.

Chapter 9

Regulation Amendment, Dissolution and Liquidation

Section 44. Amendments of these Regulations. These Regulations may be amended only by the resolution of the General Membership by majority of founders and one half of Ordinary Members representing.

Section 45. Dissolution. This Association shall be wound up if:

- (1) Unanimous resolution of all Ordinary Members resolve to do so at a General Membership Meeting;
- (2) It is bankrupt or insolvent; or
- (3) The Minister of Commerce so orders in accordance with Section 36 of the Trade Association Act B.E. 2509.

Section 46. Liquidation. If the Association is wound up under Section 45, the provisions of the Trade Association Act B.E. 2509, shall apply to liquidate the Association. If the Association is wound up under Section 45 (1), the General Membership shall elect a person to be responsible for the account payments. And if the Association is wound up under Section 45 (3), all directors registered in the directors' list of the Bangkok Trade Association Registrars' Office shall be responsible for the account payments.

If there are properties of the Association left after the account payments, it shall be donated to any juristic person with purpose of charity according to the resolution of the General Membership.
