

Thai Transplantation Society

Regulations (Revised)

Section 1 General Provisions

1. The Society bears the name of “Thai Transplantation Society” (TTS).
2. The logo of the society resembles two hands holding a man with the name, “Thai Transplantation Society” surrounding the picture.



3. The Main Office of the Society is located on the 4th Floor, Royal Golden Jubilee Building, Medical Association of Thailand, 2 Soi Soonvijai, New Petchburi Road, Huay Kwang, Bangkok 10310.
4. The objectives of the Society are as follows:
 - 4.1 To promote and support the treatment of patients by means of the transplantation of organs, tissues and cells at the national level;
 - 4.2 To promote studies and researches on the transplantation of organs, tissues and cells at the national level and develop the aforementioned to meet international standards;
 - 4.3 To provide state of the art knowledge concerning the donation and transplantation of organs to members, medical practitioners and the general public;
 - 4.4 To exchange knowledge and experiences concerning the transplantation of organs among members and the general public;
 - 4.5 To serve as an intermediary in coordinating among relevant organizations concerning transplantation both domestically and internationally;
 - 4.6 To promote activities enhancing unity among members;
 - 4.7 To be a center for information concerning national transplantation by coordinating with the public sector, private sector and general public with no political involvement in transplantation issues.

Section 2 Members

5. The members of the Society are divided in to three types:
 - 5.1 Regular members refer to persons with medical degrees;
 - 5.2 Supporting members refer to persons who work in the transplantation and examination of tissues or perform work involved in transplantation;
 - 5.3 Honorary members are amateur persons, knowledgeable persons, or patrons of the Society who have been invited to become members of the Society by a resolution of the Board.

6. Members must have the following qualifications:
 - 6.1 Mature age;
 - 6.2 Good conduct;
 - 6.3 No socially unacceptable diseases;
 - 6.4 No final judgments for declaration as a bankrupt, or incompetent, or quasi-incompetent person, and no imprisonment, except for negligent or misdemeanor offenses. Final court verdicts must be made during the person's application period or during their terms of membership in the Society.

7. Registration and Membership Fees
 - 7.1 Regular Members

Annual Fee	200 Baht
Lifetime Fee	2,000 Baht
 - 7.2 Supporting Members

Annual Fee	100 Baht
Lifetime Fee	1,000 Baht
 - 7.3 Honorary members are not required to pay registration and membership fees.
 - 7.4 Should it become necessary in the future to adjust the registration fees, the Executive Board reserves the right to make adjustments as deemed fitting.

8. Application for Membership: A person wishing to become a member of the Society shall submit the Society's application form to the Secretary with approval from at least one regular member. The Secretary shall post the list of applicants at the Society's office for a minimum period of fifteen days to allow for opposition from any other members of the Society. After the abovementioned period, the Secretary shall submit the application and opposition letters from members (if any) to the Board meeting for consideration regarding whether or not the applicant will be accepted as a member of the Society. Following the consideration of the Board, the Secretary shall immediately notify the applicant of the results.

9. Upon the approval of the Board, the applicant shall pay the registration and membership fees within thirty days following notification by the Secretary. The applicant's membership shall become effective from the day the applicant pays registration and membership fees. If the applicant

does not pay for registration and membership fees, the application shall be deemed invalid.

10. The membership of honorable members shall become effective from the date the letter indicating acceptance of the Board's invitation to become a member of the Society arrives at the Society.
11. The membership of a member shall terminate upon:
 - 11.1 Death;
 - 11.2 Resignation, by submitting an official letter to the Board and receiving approval from the Board after the member has paid outstanding debts with the Society.
 - 11.3 Disqualification;
 - 11.4 When a general meeting of the Society or the Board passes a resolution to strike the name of the member from the registration because the member has brought dishonor to the Society.
12. Rights and Duties of Membership
 - 12.1 Equal rights to use the venue of the Society;
 - 12.2 The right to express opinions concerning the performance of the Society to the Board;
 - 12.3 The right to receive welfare benefits offered by the Society;
 - 12.4 The right to attend the Society's general meeting;
 - 12.5 Regular members shall have the right to elect, or to be elected or appointed a member of the Board with eligibility to cast one vote per person for resolutions of the meeting;
 - 12.6 The right to request to examine the documents and asset accounts of the Society;
 - 12.7 The right to join with at least one third of regular members, or no less than 50 members, in submitting a request to the Board for an extraordinary meeting;
 - 12.8 The duty to perform in strict compliance with the Society's rules and regulations;
 - 12.9 The duty to practice good conduct in order to maintain the honor of membership in the Society;
 - 12.10 The duty to cooperate and support the operations of the Society;
 - 12.11 The duty to participate in activities held by the Society;
 - 12.12 The duty to disseminate the reputation of the Society.

Section 3 Operation of the Society

13. There shall be established a Board responsible for managing the operations of the Society consisting of at least seven members, but no more than sixteen members. Among these numbers, twelve members shall be elected by the Society's general meeting, and those who are elected by the general meeting shall select one person as the Chairman of the Society. Other positions on the Board shall be appointed by the

Chairman. This Board shall appoint additional members of the Board from experts in various fields, e.g. fields concerning the liver, kidney, heart and lungs, etc., not to exceed a total of four members.

The Chairman shall hold the office for no more than two consecutive terms. The positions and brief duties of the Board are as follows:

- 13.1 Chairman: Responsible for serving as a leader in administering the affairs of the Society; representing the Society in contacts with external parties; and presiding over the meetings of the Board and the Society's general meetings.
 - 13.2 Vice-Chairman: Responsible for assisting the Chairman in administering the affairs of the Society; performing duties as assigned by the Chairman; acting on behalf of the Chairman when the chairman is absent or unable to perform his/her duties. The Vice-Chairman to perform duties on behalf of the Chairman shall be considered by rank.
 - 13.3 Secretary: Responsible for the general administrative work of the Society; supervision the Society's officials in performing duties; performing duties as assigned by the Chairman and performing secretarial work in all meetings of the Society.
 - 13.4 Treasurer: Responsible for all financial matters of the Society; preparing the general ledger and balance sheet of the Society and keeping all documents and records of the Society for auditing.
 - 13.5 Receptionist: Responsible for welcoming the Society's guests; serves as a leader in arranging the venues for the Society and the Society's meetings.
 - 13.6 Registrar: Responsible for all membership registration work of the society; coordinates with the treasurer in collecting membership fees from the members.
 - 13.7 Public-relations: Responsible for disseminating the work and reputation of the Society to the members and general public.
 - 13.8 Members in other positions: Responsible as deemed fitting and as specified by the Board. The number of these members, together with the abovementioned positions, must not exceed the number prescribed in the regulations. However, if no additional position is specified, other members of the Board shall be considered general members.
14. The Board of the Society shall hold office for a term of two years. Upon the expiration of this term, if a new Board has not received official permission for registration, the former Board shall act on behalf of the new Board until the new Board obtains official permission for registration from the relevant government agency. If permission for registration has been granted, the transfer of work between the former Board and the new Board shall be made within thirty days after the new Board receives official permission for registration.
15. If a seat on the Board becomes vacant before the expiration of the term, the Board shall appoint any regular member as deemed fitting to fill the

vacant position. The person who replaces the vacant position shall hold office only for the remaining term of the former member of the Board.

16. Apart from the end of the term, a member of the Board may leave office by:
 - 16.1 Death;
 - 16.2 Resignation;
 - 16.3 Disqualification from membership;
 - 16.4 Resolution of the general meeting.
17. A member of the Board who wishes to resign from the position shall submit written resignation to the Board and shall leave the position after a resolution has been passed by the Board.
18. Authorities and Duties of the Board
 - 18.1 Authority to issues rules and regulations to be complied by the members. Said rules and regulations must not contradict these regulations;
 - 18.2 Authority to appoint and remove employees of the Society;
 - 18.3 Authority to appoint advisory committees or sub-committees, but the members of the advisory committees or sub-committees shall serve no more than the terms of the appointing Board;
 - 18.4 Authority to call the annual Ordinary General Meeting and Extraordinary General Meetings;
 - 18.5 Authority to appoint members of the Board in other positions not prescribed in these regulations;
 - 18.6 Authority to administer the affairs of the Society in order to achieve its objectives and other powers as specified in the regulations;
 - 18.7 Responsibility for all affairs, including financial affairs and all assets and properties of the Society;
 - 18.8 Responsibility for holding extraordinary meetings as requested by one-third of the regular members, or no less than fifty regular members. The Extraordinary General Meeting shall be held within thirty days after receiving a written request;
 - 18.9 Responsibility for properly preparing documents and evidence concerning financial matters, assets and activities of the Society to be presented to the members upon request;
 - 18.10 Recording the minutes to the meetings of the Society to be kept as evidence and to disseminate to inform the members;
 - 18.11 Other duties as specified in the regulations.
19. The Board shall hold meetings at least six times per year.
20. At the Board meeting, no less than one-half of the total number of Board members must be present to constitute a quorum. Resolutions of the meeting shall be passed by majority vote as long as there are no other stipulations. In cases where equal votes are made, the Chairman of the meeting shall make the final decision;

21. If the Chairman or Vice-Chairman is absent or unable to perform his/ her duties at the meetings of the Board, other members attending the meeting shall select any of the members to act as Chairman of the meeting.
22. General Meetings of the Society are divided into the following two types:
 - 22.1 Ordinary General Meetings;
 - 22.2 Extraordinary General Meetings.
23. The Board shall hold an annual Ordinary General Meeting by March of each year.
24. An Extraordinary General Meeting can be held upon the initiation of the Board or when **at least fifty members** join in submitting a request to the Board to hold an Extraordinary General Meeting, the objectives of which must be stated in the request. When the Board receives a request for holding an Extraordinary General Meeting according to paragraph one, the Board shall convene the Extraordinary General Meeting within thirty days after receiving the request. If the Board does not convene the meeting according to paragraph two, the member who makes the request shall convene the meeting, or other members with a total number of no less than the number stated in paragraph one may convene the meeting.
25. The Secretary shall announce the schedule of a general meeting to the members in writing, clearly specifying the date, time and venue of the meeting. The schedule must be announced to the members at least fourteen days in advance. The announcement on the meeting shall also be posted at the Society's office at least fourteen days prior to the date of the meeting.
26. An annual Ordinary General Meeting must at least include the following agendas:
 - 5.1 Report on performance of the previous year;
 - 5.2 Report on the general ledger and balance sheet of the previous year to the members;
 - 5.3 Election of new Board members at the end of the term;
 - 5.4 Election of the auditor;
 - 5.5 Other issues, if any.
27. At the annual Ordinary General Meeting or Extraordinary General Meeting, there shall be no less than fifty members from all regular members present to constitute a quorum. If the regular quorum is not complete at the time of the meeting, and if the meeting is held at the request of the members, the meeting shall be cancelled. However, if the General Meeting is convened by the Board, it shall be reconvened within fourteen days after the date of the first meeting scheduled. The subsequent meeting does not require the attendance of a quorum.
28. Unless specified otherwise, resolutions in a general meeting shall be based on the majority vote. In cases of equal votes for a resolution, the Chairman of the meeting shall make the final decision.

29. If the Chairman or Vice-chairman is absent or unable to perform his/her duties in a general meeting of the Society, the meeting shall elect any of the attending members of the Board to preside over the meeting.

Section 4 Finance and Assets

30. All issues concerning finance and assets shall be under the responsibility of the Board. The Society's cash (if any) shall be deposited with a bank in Thailand.
31. A money order or check issued by the Society requires the signature of the Society's Chairman, or a person acting on his/her behalf, together with the signature of the Treasurer or Secretariat and the Society's official seal.
32. The Chairman of the Society shall have authority to order payment from the Society in amounts not exceeding 100,000 baht (one hundred thousand baht only). Any amount exceeding the above requires approval from the Board. The Board is entitled to approve payments not exceeding 500,000 baht (five hundred thousand baht only). Any necessary amount exceeding the above requires approval from the Society's general meeting.
33. The Treasurer is authorized to keep the cash of the Society in an amount not exceeding 100,000 baht (one hundred thousand baht only). The exceeding amount shall be deposited into the Society's bank account as soon as possible.
34. The Treasurer shall prepare a general ledger and a balance sheet in compliance with academic principles. Every time money is paid or received, written evidence must be available and signed by the signature of the Chairman or a person acting on his/her behalf together with the Treasurer or a person acting on his/her behalf and affixed with the Society's official seal.
35. The auditor must not be a member of the Board or an officer of the Society, and must be a certified auditor.
36. The auditor shall have the authority to call for documents concerning the finances and properties of the Society from the Board, and shall be able to invite the Board or relevant officers to inquire about the Society's finances and properties.
37. The Board shall cooperate with the auditor upon his/ her request.

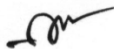
Section 5
Amendment of the Regulations and Termination of the Society

38. The regulations of the society shall be amended by the resolution of the General Meeting only, and the General Meeting must comprise at least one third of all regular members. The resolution of the General Meeting for the amendment of the regulations must receive at least two-thirds of the votes from all of the attending regular members.
39. The Society shall be terminated only by the resolution of the Society's General Meeting, except when there is legal cause for said termination. The resolution to terminate the Society requires at least three-fourths of the votes from all attending regular members, and the quorum of the General Meeting must be at least one half of the total regular members.
40. If the Society is terminated for any reason, the remaining assets of the Society after all debts have been cleared shall belong to charitable organizations relevant to organ transplantation based on the resolution of the General Meeting (recipients must hold the status of a juristic person for the purpose of charity and public benefits).

Section 6
Transitory Provision

41. These regulations shall be enforced from the date on which the Society receives permission for registration as a juristic person.
42. Once the Society has obtained permission from the relevant government agency to register as a juristic person, all founders shall be considered regular members and act on behalf of the Board of the Society in recruiting members. If there is sufficient number of regular members, the first General Meeting shall be held to elect the first Board of the Society. However, the General Meeting must be held within one year after the Society has been granted permission to register as a juristic person.

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