

(Translation)

**REGULATIONS
OF
ERBER FAMILY FOUNDATION**

**CHAPTER 1
Name and Address**

1. This Foundation shall be named the “ERBER FAMILY FOUNDATION, abbr : EFF
2. Foundation have emblem as Three horizontal stripes and followed by Roman Calligraphy “ERBER Family Foundation” as shown below,



Description of Emblem

ERBER means the Surname of applicant.

Three horizontal Stripers means three represent to Balance and Stability according to Chinese Philosophy.

Family means Family.

Foundation means Foundation.

3. The principal office of the Foundation shall be located at No. 1/913 Moo 17 Phahoyothin 60 Road, KooKot Sub-District, LamLookKa District, Pathumthani Province.

**CHAPTER 2
Objectives**

4. The objectives of the Foundation shall be as follows:
 - 4.1 To assist and support education activities.
 - 4.2 To assist and support of education for poor and disadvantaged children.
 - 4.3 To assist and support of children and Juveniles to receive equal education.
 - 4.4 To assist, support and maintain of children and Juveniles affected by acts of cruelty and serious commit offend.
 - 4.5 To assist and support the activities that prevent the acts of cruelty against the children and Juveniles including to human trafficking.

- 4.6 To work and co-ordinate with other charitable organizations for public benefit.
- 4.7 Shall not conduct involving politics in all respect.
- 4.8 The Foundation shall not conduct activities for sharing income or profit but shall act as a non-profit and charitable entity only.
- 4.9 Shall not solicit for the benefit that conflict of Civil and Commercial Code of Thailand and Collection Control Act B.E.2487
- 4.10 Shall not use income from the operation of the Foundation for remuneration, wages or salary to the committees or members of Foundation.

CHAPTER 3
Capital, Assets and Acquisition of Assets

- 5. The Foundation shall have initial property as follows:
 - 5.1 Cash, in the amount of Baht 200,000 (Two hundred thousand Baht only)
- 6. The Foundation may acquire property by the following means:
 - 6.1 Cash or property which has been donated by will or other juristic acts, provide that there must be no conditions which cause the Foundation to be responsible for debts or other encumbrances.
 - 6.2 Cash or property that has been donated by donors.
 - 6.3 Interest arising from the Foundation's property.
 - 6.4 Income arising from the Foundation's activities.
 - 6.5 Other income arising from the activities that conducted under the objectives of the Foundation.

CHAPTER 4
Qualification and Termination of Committee Members

7. The qualifications of the committee members of the Foundation shall be as follows:
 - 7.1 Being not younger than 20 years old.
 - 7.2 Being neither an insolvent, incompetent nor quasi-incompetent.
 - 7.3 Never having been imprisoned by a judgment, except for offenses negligently committed or misdemeanor offenses.
8. The committee members may be terminated from office by:
 - 8.1 Rotation.
 - 8.2 Death or resignation.
 - 8.3 Being disqualified under Clause 7.
 - 8.4 Conducting disgraceful and being voted to remove from office by the Committee of not less than three-fourth of the Committee.

CHAPTER 5
Operation of the Committee

9. The Foundation shall be conducted through the Committee which shall consist of at least three (3) committee members but not more than seven (7) committee members.
10. The Committee shall consist of Chairman, Vice Chairman, Secretary, Treasurer, and other members, in the appropriated number under Clause 9 above.
11. Election of committee members according to clause 10 above, the existing Committee shall elect Committee and other committee members, in the appropriated numbers under clause 9 of these Regulations.
12. The committee members shall be in office for a period of three (3) years.
13. Election of the committee members shall require the affirmative vote of the majority of all existing committee members.
14. A retiring committee member is eligible for re-election.
15. A committee member who is retired from his office by rotation shall continually perform his duty until the Foundation shall complete the registration of new committee member.

CHAPTER 6
Authority of the Committee

16. The Committee shall have authority in conducting businesses of the Foundation in accordance with its objectives and regulations, and shall have authorities as follows:
- 16.1 Setting policy and conducting activities in accordance with the policy.
 - 16.2 Controlling all financial matters and property of the Foundation.
 - 16.3 Reporting operation report, financial report and profits and loss account to the registrar.
 - 16.4 Conducting activities in accordance with the resolutions of the Committee and objectives of these Regulations.
 - 16.5 Issuing rules and regulations regarding the operation of Foundation.
 - 16.6 Electing or removing one or several Sub-Committee(s) for conducting specific subject matters of the Foundation under the control of the Committee.
 - 16.7 Inviting the learned person(s) or person(s) who made goodness to the Foundation to be the honorable committee member.
 - 16.8 Inviting the honorable person to sponsor the Foundation.
 - 16.9 Inviting the learned person(s) to be an advisor of the Foundation.
 - 16.10 Electing or removing employees of the Foundation.

Resolutions under Clauses 16.7, 16.8 and 16.9 above shall require an affirmative vote of majority of the committee members present at the meeting. The advisor appointed under Clause 16.9 above shall act as advisor for the Committee who had invited him only.

17. The Chairman shall have authorities as follows:

- 17.1 To act as Chairman of the Committee Meetings.
- 17.2 To call for the Committee Meetings.
- 17.3 To be the representative of the Foundation in dealing with any third party, and signing documents, regulations, and all referenced documents of the Foundation. All such documents shall be deemed valid upon they are signed by the Chairman or assigned committee member(s).

- 17.4 To do other acts in accordance with the Regulations and resolutions of the Committee.
18. The Vice Chairman shall act for the Chairman if the Chairman could not perform his duties, or the Chairman had assigned his duties to the Vice Chairman.
 19. In the event that the Chairman and Vice Chairman could not perform their duties in any Committee Meeting, the Committee Meeting may elect one of the committee members to be Chairman of such meeting.
 20. The Secretary shall have duties in controlling and conducting of coordinating general affairs of the Foundation, keeping the rules and regulations to be conformed to, inviting the committee members to attend at the Committee Meeting as the Chairman's instruction, causing the minutes of the Committee Meeting to be proper recorded, and making all reports of the Foundation.
 21. The Treasurer shall have duties in controlling all financial matters and property of the Foundation and making a correct accounting records and accounting documents in accordance with rules imposed by the Committee.
 22. Other committee members shall have duties as to be clearly prescribed by the Committee.
 23. The committee members shall have the right to attend at any Committee Meetings or other Sub-Committee Meetings.

CHAPTER 7

Sub-Committee

24. The Committee may appoint or remove Sub-Committee as they think fit. The Sub-Committee may be appointed permanently or temporary for performing occasional work. In the event where the Committee does not appoint chairman, secretary or other positions of Sub-Committee the Sub-Committee may appoint such positions from the Sub-committee members.
25. The temporary Sub-Committee shall retain in office until the completion of the assigned works. The permanent Sub-Committee shall retain in office for a period as fixed by the Committee. Unless other stipulated herein, the Sub-Committee shall retain in office for the same period as the Committee who appointed them to be the Sub-Committee. A retiring Sub-committee member is eligible for re-election.
 - 25.1 The Sub-Committee shall have authority as to be assigned by the Committee.
 - 25.2 The Sub-Committee shall have authority in giving opinion to the Committee on the assigned works.

CHAPTER 8

Committee Meeting

26. The Committee shall hold the General Meeting within the end of October of every year. A quorum shall consist of at least a half of all committee members.
27. An Extraordinary Meeting may be called by the Chairman or when at least two committee members request the Chairman or its representative to hold a committee meeting. The quorum in Clause 26 shall apply.
28. Rules in holding of the Sub-Committee Meeting shall be fixed by the Committee. In the event where Committee does not fix the rule then the Rules in holding the Sub-Committee Meeting shall be agreed among the Sub-Committee. The quorum in Clause 26 shall apply.
29. Unless otherwise stipulated, all resolutions of the Committee Meeting or the Sub-Committee Meeting shall require the affirmative vote of majority of the committee or sub-committee members, present at the meeting. In case of equality of votes, the Chairman shall have a casting vote. For routines or trivial subject matters, the Chairman shall have the rights to request the Committee to adopt a written resolution without holding a meeting, provided that the resolutions and works which have been done under such resolutions must be proposed to the subsequent meeting. The Chairman shall consider as whether any matters shall be deemed routine or trivial.
30. In the Committee Meeting or Sub-Committee Meeting, the Chairman or Chairman of the Meeting is entitled to invite or permit any person to join the meeting as honor guest or observer for giving an explanation or advice to the meeting.

CHAPTER 9

Finance

31. The Chairman or Vice Chairman who acting for Chairman shall have the right to make payment of money not exceeding 500,000 (Five Hundred Thousand Baht Only) if excess shall be prior approved from the committee, except in the event of necessary and urgent, the Chairman shall have discretion for approval but must report to the Committee in the next Committee Meeting.
32. Treasurer shall have power to keep in each not exceed bath 10,000 (Ten Thousand Bath Only)
33. All cash or deed documents must be kept with Bangkok Bank Public Company Limited, LamLookKa Branch. or any other financial institution or convert into the government bond as the Committee deems fit.
34. Payment of cheques must be signed by the Chairman or by its representative and Secretary or Treasurer.

35. Spending Money according to the objectives of Foundation including the office 's expenses shall be paid only from the interest of the assets and money donated by Donor that is not especially intended to the Capital Contribution and income arising from Foundation activities or other income arising from the activities under the objectives of Foundation.
36. The Committee shall establish rules and regulations regarding finance, accounting, and property of the Foundation including authority in respect of the payments or receipts of money other than those stipulated in these regulations.
37. The Committee shall fix a fiscal year for the Foundation and make financial statements during the past fiscal year and propose the same to the General Meeting.

CHAPTER 10

Amendment of Regulations

38. The amendment of these Regulations can be made by the Committee Meeting only which there must be at least three-fourth of the Committee attended at the meeting. The resolutions for amending the Regulations must be approved by at least two-third of the Committee attended at the meeting.

CHAPTER 11

Dissolution

39. In the event that this Foundation have to be dissolved by the resolution of Committee or whatsoever reason, all properties of the Foundation shall be given to Ban Dai Dae Nong Foundation, Reg.No.Chor Ror 135/2554 .
40. Unless otherwise provided by the provision of laws, the Foundation can dissolve without the court order, as follows:
 - 40.1 If the Foundation has been established, but the Foundation could not receive property as promised in full.
 - 40.2 If two-third of the Committee resolved to dissolve the Foundation.
 - 40.3 If the Foundation could not have committee member as stipulated in the Regulations.
 - 40.4 If the Foundation could not carry out businesses for whatsoever reasons.
 - 40.5 If the Foundation stop conducting activities as stipulated in objectives of the Foundation for 2 years continuously.

CHAPTER 12
Miscellaneous

41. In case of doubt, the interpretation of these Regulations shall be made by majority vote of the existing committee members.
42. Unless otherwise stipulated in these Regulations, the provisions of the Civil and Commercial Code regarding Foundation shall apply.
43. The Foundation shall not carry out activities for business sharing or for any person. The Foundation shall administrate in accordance with the objectives provided herein only.

(Signed) (Signature)
(Mrs. Piyapa Erber)
Chairman of Erber Family Foundation