

Charter
Of the
Joint Foreign Chambers of Commerce in
Thailand
(JFCCT)

Final

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**Charter of the
Joint Foreign Chambers Of Commerce in Thailand (JFCCT)**

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Defined Terms

For the purposes of this document, unless contrary intention appears:

Charter means this document, including the terms and conditions herein defined in their entirety.

JFCCT means the Joint Foreign Chambers of Commerce in Thailand and includes all JFCCT Members.

JFCCT Member means a Foreign Chamber of Commerce or Business/Trade Association as described in section 5.

FCC means the Foreign Chamber of Commerce as registered under the Ministry of Commerce in Thailand and a Business / Trade Association registered under the relevant legislation in Thailand.

FCC Member means paid up member of an FCC

JFCCT Committee means a committee with a focus on an industry sector or part of the economy or other area of special concern or focus for the foreign business community in Thailand.

Chairman means the position of Chairman of the Joint Foreign Chambers of Commerce in Thailand (JFCCT).

Vice Chairman/Chairs means one of the two positions of Vice Chairman of the JFCCT

Committee Chair means the chair of a JFCCT Committee

President means the President or head of a JFCCT Member as elected according to their respective constitution.

Vote means a vote of the Presidents' Council as per the Voting Rules as described in Appendix 1

BOT means the Board of Trade of Thailand.

Internal Processes means the internal workings of the Presidents' council and all JFCCT Committees

External Communications means any communications to any organization, or audience outside of the Presidents' Council, JFCCT Members or JFCCT Committees, whether by letter, e mail, submission, speech or public comment, which contains any recommendation or opinion about policy or regulation.

Introduction

All Foreign Chambers of Commerce in Thailand are legal entities under Thai Law and are established under the relevant government department, being the Ministry of Commerce of Thailand. Business or Trade Associations are also established in Thailand.

These groups, which are composed of foreign and local businesses as well as individuals, are established to promote the interests of their members, encourage trade, investment and positive understanding between the Kingdom of Thailand and their respective country(ies), and to contribute to the economic growth and betterment of Thailand.

It is desirable for these groups to join in promoting common interests in an effort to improve the economic and social climate for their members and the country of Thailand, and to contribute to the economic growth and betterment of Thailand. With

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these basic objectives in mind the Joint Foreign Chambers of Commerce in Thailand (JFCCT) has been formed.

Nothing in this Charter mandates a single voice in all circumstances, but recognises that each FCC has its own voice. This Charter provides for this situation.

The purpose of this document is to define the structure of the JFCCT as well as the roles and responsibilities of the entities of which it is comprised.

This document also sets out the basic principles of how the JFCCT Members of Thailand work together and the various components, which have been created to serve the combined member interests of the JFCCT.

The JFCCT is Made Up of:

1. The Chairman's Office
2. The Presidents' Council
3. Committees on sectors of the economy or industries or area of specific focus
4. The JFCCT Secretariat
5. JFCCT Members

1. Chairman's office

1.1. Election of Chairman and Vice Chairs

- a) This position of the Chairman and 2 Vice Chairs shall be elected by the Presidents' Council on alternate years
- b) Any past or present committee or board member of a FCC, who is of good standing and who has been sponsored by their respective FCC is eligible for election to the position of Chairman and Vice Chairs.
- c) Voting for the election of the Chairman and Vice Chair positions shall be subject to the Voting Rules as described in Appendix 1.
- d) Term of Tenure shall begin at the end of the meeting of the Presidents' Council where the election takes place.
- e) Term of Tenure shall be two (2) years; a JFCCT Chairman and Vice Chair may stand for re-election for a further two successive terms, or if the Presidents' Council so determines, each role shall be permitted one additional successive term.
- f) A standing Vice Chairman may stand for election as the Chairman, and if successful an election for a one year Vice Chairman would be required.
- g) The JFCCT Chairman or Vice Chairs may be removed at any time by a vote of the Presidents' council under the Voting Rules as described in Appendix 1.

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1.2. Responsibilities of the Chairman and Vice Chairs

The Chairman and Vice Chairs of the JFCCT shall have the following responsibilities:

- a) The Chairman shall have delegated authority from the Presidents' Council to carry on the administration of the JFCCT.
- b) The Chairman shall remain neutral and non-biased in terms of issues related to nationality, race, gender, geographic location, industrial sector, etc.
- c) The Chairman will aim to build consensus of relevant views amongst the FCCs and at the Presidents' Council.
- d) The Chairman will speak as the unified, official spokesman of the Presidents' Council, and may on occasion delegate such authority to a Vice Chairman or the Chair of a JFCCT Committee as Subject Matter Experts. Nothing in this Charter prevents any FCC from voicing its own views, in accordance with Appendix 2.
- e) The Chairman will be the first line of communication between offices of the Thai Government and the JFCCT.
- f) Represent the JFCCT at all JFCCT events and in any discussion between the Thai Government and the various institutions thereof and the JFCCT.
- g) Mediation between JFCCT Members when necessary.
- h) Shall consult with FCC members as to which issues the JFCCT should pursue.
- i) Preparation, facilitating and chairing the Presidents' Council meetings.
- j) Facilitation and oversight of the JFCCT Committees.
- k) Manage and control JFCCT finances, report the financial status to the Presidents' Council at set intervals of not more than every three months. This includes presenting an annual budget at the November Presidents' Council meeting and end of year financial accounts at the February Presidents' council meeting.
- l) Other responsibilities as reasonably requested by the JFCCT Presidents' Council.
- m) The JFCCT Chairman may delegate certain responsibilities from time to time to a JFCCT Vice Chairman.
- n) The JFCCT Chairman and Vice Chairs shall be issued with JFCCT business cards and each shall have a JFCCT e-mail address.
- o) A Vice Chair shall be elected by the Presidents' Council when required, to fulfill the duties of the Chairman for an interim period in the event that the Chairman cannot perform their duties as required.

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1.3. Additional Positions

Additional positions may be created as required by the Presidents' Council or relevant legislation:

- a) The role and responsibility of each position must be approved by the Presidents' Council and will be added to Appendix 3.
- b) Any past or present committee or board member of a FCC, who is of good standing and who has been sponsored by their respective FCC is eligible for election to the position.
- c) Each position shall be elected by the Presidents' Council in accordance to the General Rules of Voting as described in Appendix 1.
- d) Term of Tenure shall be two (2) years and will commence at the end of the meeting of the Presidents' Council where the election takes place.
- e) The position may be terminated or modified at any time by a vote of the Presidents' Council under the general rules of voting as described in Appendix 1.

2. Presidents' Council

2.1. Presidents' Council Membership

- a) Membership is open to, and comprised of all Presidents' of FCC as defined in this Charter.
- b) Each President of a paid up JFCCT Member is automatically a member of the Presidents' Council.

2.2. Presidents' Council Objectives and Responsibilities

- a) To elect the Chair, Vice Chairs and other JFCCT positions as required.
- b) To set policy and direction for the JFCCT.
- c) To approve or otherwise all policies or positions relating to JFCCT matters
- d) Establish or disband JFCCT committees and approve objectives and direction of each committee.
- e) Allocate or assign adequate resources to ensure tabled issues are managed in an appropriate manner.
- f) Exchange information on current affairs of interest to FCC Members.
- g) Support the JFCCT objective of maintaining relevant dialogues with the various agencies of the Government of Thailand
- h) Support the high standing and integrity of the JFCCT in accordance with the "Expectations of Members" Appendix 3.

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2.3. Presidents' Council Operations

- a) Decision-making by the Presidents' Council shall aim to be done on a consensus-building basis and shall follow the process described in Appendix 1 or Appendix 1A as the case may require.
- b) Approvals within the Presidents' Council shall be in accordance with Appendix 1A.
- c) Presidents' Council meetings shall be held on a monthly basis as scheduled in the roster prepared by the Chairman, with the intention of holding eleven meetings per annum.
- d) The Presidents' Council shall be chaired by the Chairman of the JFCCT.
- e) Minutes shall be kept by the Secretariat and distributed to all President Council members
- f) In the event that an individual President is not available to attend a meeting of the Presidents' Council, then the FCC of that President may nominate one of their existing board members to attend on his behalf. This should be a Vice President as a preferred alternate; however, if he is not available, it may be a general board member of an FCC. The President of the FCC must inform the Chairman in writing, in advance and state the tenure of the delegation. The President must also specify whether or not the alternate has the full authority of their FCC to vote on any necessary matters, or whether they reserve the right to send a proxy. The FCC will take full responsibility for the outcome of any JFCCT meeting where an alternate is in attendance based on this individual's input on behalf of their FCC or any voting that may take place (if authorized). A representative of the Board of Trade of Thailand will be invited to attend Presidents' Council meetings as an observer and advisor.
- g) The Presidents' Council will review and approve the financial status presented quarterly at the Presidents' Council meeting by the Chairman, the annual budget presented at the November meeting and the end of year financial accounts presented at the February meeting.
- h) Committee Chairs will attend the Presidents' Council meeting to inform the Presidents' Council members, provide any updates, answer questions and wherever relevant, seek approval for policy setting.
- i) The language of the meetings shall be conducted in English.
- j) All reports, papers and minutes of meetings provided to the Presidents' and Chamber Directors are for distribution to FCC Boards only and must not be distributed to FCC members or the public unless specifically stated otherwise. Quarterly reports will be provided by each Committee. These reports will be available for general distribution to the boards of all JFCCT Members, which may provide them to their respective members.

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3. JFCCT Committees

3.1. JFCCT Committee Formation and Membership

- a) Formation of a JFCCT Committee must be approved by the Presidents' Council.
- b) All Committees report into the JFCCT Chairman and the Presidents' Council. A Vice Chair may assist the JFCCT Chairman in supporting any committee from time to time in order to help ensure that the committee is meeting objectives.
- c) Each committee is permanent until dissolved or reformed by decision of the Presidents' Council.
- d) JFCCT Committees shall be focused on an industry sector or part of the economy or other area of special concern for the foreign business community in Thailand.
- e) Each JFCCT Committee shall be chaired by a JFCCT Committee Chair who shall be elected by the Committee, such decision to be subject to ratification by the Presidents' Council.
- f) Where a Committee appears to have become dormant or inactive or not carrying out its intended objectives, the Presidents' Council will take corrective action as appropriate.
- g) On establishment of a new Committee and in the absence of a Chair for a period of time, the JFCCT Chairman is the default Chair of each committee. This role may be delegated to one of the two Vice Chairs, if necessary.
- h) Representation on committees is open to any JFCCT Member.
- i) Committee members must be approved by their FCC and must be a paid up member of their FCC at all times whilst a member of a JFCCT Committee. Any FCC may nominate multiple representatives for any Committee.
- j) Committee members may be removed from a committee by the Presidents' Council.
- k) Unless specifically agreed otherwise, each person should be representing one chamber only for the purposes of the Committee work, even if he/she is a member of more than one chamber.
- l) For a committee to be considered representative of the JFCCT, a quorum of not less than 5 FCC's and their representatives should be involved.

3.2. Election and Responsibilities of the Committee Chairs

- a) JFCCT Committee Chairs are elected for two year terms by the members of the committee, and from within the Committee membership. They are eligible for re-election subject to approval by the Presidents' Council.

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The Committee Chair shall have the following responsibilities:

- b) Ensure that the committee is representative of the views of JFCCT Members by encouraging participation, keeping a balance in the numbers of representatives from any one FCC and seeking input from FCC's not represented on the committee.
- c) Build consensus on the committee by listening, engaging and resolving potentially different views.
- d) Set policy, goals, direction and strategy for the Committee and review annually. This should be approved by the Presidents' Council.
- e) Attend the Presidents' Council meetings to provide updates and information and answer questions as required. Where the Chair is unable to attend the Presidents' council meeting, a brief written update should be provided. If approved by the Chairman, another committee member may attend in place of the Committee Chair.
- f) Provide subject matter expert support to the JFCCT Chairman and Presidents' at meetings with government agencies and departments as required.
- g) Ensure minutes of meetings, quarterly summary reports, position papers and other relevant documents are prepared and sent to the JFCCT Secretariat to be forwarded to the Presidents' in a timely manner.
- h) Each Committee Chair may speak publicly on behalf of the JFCCT within their area of expertise provided the JFCCT Chairman has been informed and approved prior to the event. Content is subject to approval by the JFCCT Chairman and based on positions or policy approved by the Presidents' Council.

3.3. JFCCT Committee Responsibilities

- a) To provide subject matter expertise on the industry sector, part of the economy or area of special concern for which it was formed.
- b) To make recommendations regarding policies, strategy and direction to the Presidents' Council and develop position papers around different issues.
- c) Engage with appropriate government agencies and departments to progress policies and strategies approved by the Presidents' Council.
- d) To be the JFCCT advocate within their area of expertise and JFCCT guidelines.
- e) Coordinate their activities with other JFCCT Committees as required to ensure a coherent approach.
- f) Shall at all times use reasonable endeavours to be representative of the JFCCT Members' interests.

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3.4. JFCCT Committee Operations

- a) JFCCT Committee meetings shall be held as frequently as needed, the expectation being on a monthly basis, with an expectation of ten meetings per year.
- b) Logistical Support for the Committees is the responsibility of the JFCCT, but managed at the discretion of each committee Chairman. Logistical support may include costs such as meeting location, refreshments, printing of materials, etc.
- c) The confirmed minutes of all meetings should be provided to the JFCCT Secretariat for distribution to all Presidents' and boards of FCCs. Minutes of meetings are confidential and not for general distribution beyond FCC boards.
- d) A quarterly summary update will be produced, that is suitable for general distribution to all respective FCC members, to inform them about current developments and JFCCT positions. Interim ad-hoc updates may also be produced from time to time for similar purposes and made available through the FCC's to the FCC members.
- e) Development of general position papers to explain key issues and the committee's approach to the issues to the Presidents' Council.
- f) Development of white papers, submissions or policy papers to be shared with government departments, agencies or other relevant groups to share ideas and make recommendations on key issues.
- g) The Chair of each committee is entitled to have business cards noting the role of Committee Chair. The cards will be provided by the JFCCT as required.
- h) The chair of each committee is provided an e-mail address (xxxchair@jfcct.org) with maintenance provided by the JFCCT office.
- i) Each Committee should have a web page or pages under the main jfcct.org page (e.g. www.jfcct.org/ict and www.jfcct.org/customs). Guidelines regarding content that may be posted on the website shall be approved by the JFCCT Chairman and reviewed from time to time. Maintenance of content pages (updating) is the responsibility of the committee.
- j) Page content will depend on what can be supported, but should include meeting schedules, contact details, and copies of relevant presentations, speeches, and position papers. Minutes of meetings are confidential and subject to protection or encryption. Maintenance of content pages (updating) is the responsibility of the committee.

4. JFCCT Secretariat

- a) The JFCCT shall have a Secretariat paid for from JFCCT funds. The minimum staffing shall be a JFCCT Secretary.
- b) Other positions may be created as required by the JFCCT Chair with the prior approval of the Presidents' Council

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- c) Salaries and remuneration of Secretariat staff must be approved by the Presidents' Council and will be reviewed annually at the time the budget is prepared in November.
- d) The JFCCT Secretariat reports to the Chairman and is responsible for all administrative duties to ensure the smooth functioning of the above.
- e) The JFCCT Secretariat staff shall be issued with JFCCT business cards and shall have a JFCCT e-mail address as appropriate.
- f) The JFCCT Secretariat is responsible for the maintenance and upkeep of the JFCCT website and costs associated with it. The Secretariat is also responsible for administration of JFCCT email addresses.
- g) Administrative duties include but are not limited to:
 - i) Contact with Ministries and other agencies
 - ii) Establishing and maintaining the JFCCT Member, President, and JFCCT Committee representative registers and contact information
 - iii) Recording and distribution of minutes of the Presidents' Council
 - iv) Collection and administration of JFCCT Member Fee contributions and petty cash
 - v) Prepare reports on the financial status and the use of petty cash of the JFCCT
 - vi) Preparation of JFCCT documentation and letters
 - vii) Organising functions and meetings
 - viii) Content management of the JFCCT website as required
 - ix) Organisation of JFCCT Committee meetings as required
 - x) Collection and distribution of JFCCT Committee meeting reports and minutes
 - xi) Creation and distribution of JFCCT Government and other meeting minutes and reports
 - xii) Providing some limited support for JFCCT Committees

5. JFCCT Members

5.1. Responsibilities of JFCCT Members

- a) Shall be a FCC registered under the laws of Thailand or established Business/Trade Association within Thailand.
- b) Recognise the purpose and benefit of the JFCCT and recognise and support consensus building and the achievement, wherever possible, of a single position, and respect the benefits and principle of a single voice (subject to Appendix 2).
- c) Shall pay a JFCCT Membership Fee, payable in advance, two times annually in January and June. This fee shall be reviewed for appropriateness and adequacy within the Presidents' Council at least once per annum.

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- d) Each JFCCT Member shall host the Presidents' Council lunch as per the roster prepared by the Chairman's Office at a suitable establishment in Bangkok.
- e) Shall remain in good standing with the JFCCT membership at large.
- f) Shall note the Expectations of Members as described in Appendix 3

Change of status of the JFCCT

Should the Presidents' Council decide to incorporate the JFCCT under any relevant legislation, and subject to any relevant approvals needed, this Charter shall apply to the extent which any relevant legislation allows, and such changes shall be made as may be required by such legislation, so as to maintain the existing spirit and intention of the JFCCT and its workings.

Changes

Any changes to the Charter including amendments, modifications, waivers, etc. shall be agreed to in accordance with the procedure in Appendix 1A.

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Appendix 1

Voting Procedures for Officer Elections

Voting Process

The principle of decision-making is by consensus. The only time formal voting will be utilised will be for the election of the Chairman and Vice Chairs and any Additional Positions pursuant to clause 1.3. Under this process this will be done by Secret Ballot – two voting tally members, being persons not eligible to vote, shall be appointed to ensure that voting is fair and accurate. The voting will be done based on simple majority rules.

General Rules of Voting

- a) Voting as described in the Charter shall be made within the Presidents' Council.
- b) Only the Presidents' shall be entitled to Vote and shall have one (1) Vote each.
- c) A representative of the President may Vote by proxy; however, the power given to such proxy must be made in writing and signed by the recognised President.
- d) A quorum of at least 80% of the JFCCT Members must be present in person or by valid proxy to proceed with the vote..
- e) A JFCCT Member shall only be entitled to vote if its JFCCT Membership Fee has been paid in full at the time of voting.

Elections

In addition to the above general rules of voting, the following shall apply for elections:

- a) Election of Chairman, Vice Chairs and any other JFCCT position shall always be by secret ballot except where there is only a single candidate.
- b) In the case of multiple candidates for any position, the candidate with the largest number of votes is deemed to be the winner.
- c) In the case of multiple positions and multiple candidates, the candidates with the most votes are deemed elected. For example, if there are two Vice Chair positions then the two candidates with the most votes are deemed elected.

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Appendix 1A

Presidents' Council Decisions

Consistent with this Charter, the aim of the JFCCT is to build consensus on all issues prior to taking action; however, realistically this may not always be possible on certain topics. In this regard the Chairman will ask for approval from the Presidents' Council via 'Agreement by Dissent'. Anyone disagreeing may raise his/her hand and will then have an opportunity to explain their objections. The Chairman will then call for discussion amongst the Presidents in order to address any concerns or issues a particular FCC may have on a given topic; however, following the ensuing discussion should consensus still not be reached it will be at the discretion of the Chairman to decide whether or not to proceed with the general majority outcome as well as the method(s) to be used. Should an FCC express strong dissent on a particular topic then the Chairman will formally recognize the concerns of the dissenting FCC, in a diplomatic and mutually respectful manner.

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Appendix 2

Expectations of JFCCT Members

As a JFCCT Member the following provisions shall be adhered to:

- a) Nothing in this Charter shall prevent a JFCCT Member from voicing its own view or making its own submission on any matter, but it shall not denigrate the JFCCT view or JFCCT submission in such cases and vice versa.
- b) Appropriate communication shall be made such that different views expressed or submissions made by a JFCCT Member making its own views are respectful of the JFCCT view, and vice-versa
- c) In public communications, JFCCT Members shall be respectful of other JFCCT Members.
- d) Each incoming President should read and understand the Charter

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Appendix 3

Elected Positions within JFCCT

In addition to the position of Chairman, Vice Chairs [committee chairs are elected by the committee] the following elected positions are required within JFCCT:

Position	Duties	Date Created/ Modified/Deleted

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