

**BYLAWS
of
LICENSING EXECUTIVES SOCIETY (THAILAND)**

1. These Bylaws will be called the “Bylaws of the Licensing Executives Society (Thailand).”

This Association is named in Thai “สมาคมการบริหารการอนุญาตให้ใช้สิทธิ (ประเทศไทย)” and “Licensing Executives Society (Thailand)” in English (hereinafter referred to as “Society”), with its abbreviation being “LES Thailand.”

The Society is a Member Society within the Licensing Executives Society International (“LESI”), a not-for-profit corporation of the State of Delaware, United States of America, and is affiliated with other Member Societies located in other countries. The Society is bound by the by-laws of LESI to the extent permitted by applicable law.

2. The logo of the Association is made in three oval shapes that are blue and white in color. There are the English letters L, E, and S, representing the abbreviation of the Association, contained in each form, respectively.”



3. The principal office of the Society will be located at 1 Siam Cement Road, Bangsue Subdistrict, Bangsue District, Bangkok.

OBJECTS AND PURPOSES OF SOCIETY

4. The objects and purposes of the Society are as follows:
 - (1) To provide knowledge; promote understanding, provide public relations activities, organize trainings or seminars, including arrange activities, to promote and provide knowledge of intellectual property to the members of the Society, private and government organizations, state enterprises, communities, or the general public, and to serve as a center of information and updates on intellectual property related matters, for its members and for those who are interested;
 - (2) To cooperate with private and government organizations, state enterprises, communities, or the general public to promote knowledge of intellectual property;

- (3) To promote and encourage licensing activities and gear the society toward becoming an Innovation-Driven Society;
- (4) To sensitize governmental or private agencies to the importance of licensing and other intellectual property-related issues;
- (5) To promote and encourage, by any means, education related to intellectual property, including the granting of educational scholarships at all levels in fields related to the objects and purposes of the Society; and
- (6) To take actions for publicly charitable purposes or public purposes, as deemed appropriate by the Committee of the Society.

MEMBERSHIP

5. There shall be two member categories of the Society, namely:
 - (1) *Ordinary Member*: who is a natural person who satisfies the qualification set forth in Clause 6 and applies as member, whereby the Committee has resolved to invite him/her to be an Ordinary Member of the Society under Clause 7; and
 - (2) *Honorary Member*: a natural person who has provided distinguished contributions to the Society, whereby the Committee has resolved to invite him/her to be an Honorary Member of the Society.

6. A member of the Society shall have the following qualifications:
 - (1) He/She is a natural person;
 - (2) He/She has experience in education, business, policy, laws, research and development, technology management, intellectual property or other related fields;
 - (3) He/She has reached the majority age;
 - (4) He/She is of proper conduct and behavior;
 - (5) He/She is not suffering from abominable diseases;
 - (6) He/She is not a person of unsound mind, incompetent, or quasi-incompetent;
 - (7) He/She is not adjudged bankrupt by final court judgment, nor is finally imprisoned for an offense other than a negligent or minor offense at the time of requesting or holding the membership; and
 - (8) He/She has qualities appropriate for achieving the Society's objects and purposes and does not take actions that adversely affect the Society.

7. A person who desires to become an Ordinary Member of the Society shall file an application according to the conditions and criteria of the membership application of the Society with the Secretary, who shall inspect the qualifications and submit the matter to the Committee.

Upon the Committee having adopted the relevant resolution, the Secretary shall give notice regarding the Committee's resolution to the applicant within 30 days from the date on which the Committee adopts the resolution, and no later than 60 days after the application has been submitted by the applicant to the Secretary.

8. In the event that the Committee considers approving the admission of the applicant as an Ordinary Member, the applicant shall make payment for membership fee to the Secretary within 30 days from the date of receiving notice from the Secretary. The membership of the applicant shall be from the business day following the date on which the applicant pays the membership fee within the prescribed term. In the case of a failure to make the payment within the prescribed term, the Secretary of the Society shall give notice to the applicant via electronic mail or fax requesting the latter to pay the membership fee within 30 days from the date of receipt of the notice. Upon the lapse of such term, it shall be deemed that the applicant does not desire to become an Ordinary Member of the Society and wishes to cancel his or her application for the membership of the Society.

The membership term of the Honorary Members shall commence when the letter of acceptance of the invitee, as resolved by the Committee, reaches the Society.

RIGHTS AND DUTIES OF MEMBERS

9. The Ordinary Members shall have the following rights and duties:
 - (1) To have rights and duties prescribed by the Bylaws of the Society;
 - (2) To submit opinions about the Society's business operations;
 - (3) To attend a General Meeting of the Society and have the one-vote right to vote at a General Meeting;
 - (4) To behave as appropriate as a member of the Society;
 - (5) To provide cooperation and support for business operations of the Society; and
 - (6) To protect the reputation of the Society from being impaired.
10. The Honorary Members shall have the same rights and duties as those of the Ordinary Members, except for voting rights at a General Meeting under sub-clause 9(3), and shall provide consultation in regard to the management of works so as to meet the purposes of the Society.
11. Members of all categories are not required to pay an admission fee. Members of each category shall pay the membership fee as follows:

Ordinary Members will pay THB 3,500 per year;

Honorary Members are not required to pay the membership fee.

TERMINATION OF MEMBERSHIP

12. Membership in the Society will be terminated in any of the following events:
- (1) resignation by giving prior written notice to the Committee after settlement of all payment due to the Society;
 - (2) death;
 - (3) disqualification to hold membership under Clause 6;
 - (4) discharge from government service or government organizations or agencies or private organizations on account of malfeasance; and
 - (5) removal from membership, as resolved by a General Meeting, because the member fails to perform its duties under Clause 9, Clause 10, or Clause 11 or behaves in a manner that impairs the reputation of the Society or fails to behave as appropriate as a member of the Society.

COMMITTEE

13. The Ordinary Members will elect the Committee members, totaling five (5) persons, who will have duties to manage the Society, from the Ordinary Members who are in the Annual General Meeting or in case not present in the Annual General Meeting, has provided a consent letter to be an elected Committee member to the Committee.
14. A person having been elected as a Committee member must have the following qualifications:
- (1) He/She is an Ordinary Member;
 - (2) He/She has experience in education, business, policy, laws, research and development, technology management, intellectual property or other related fields; and
 - (3) He/She has provided contributions to the activities of the Society for at least 6 months.
15. The Committee members elected under Clause 13 shall, among themselves, elect one President and Vice President(s), along with the other positions stipulated herein

(collectively, the “Officers”). Briefly, the main titles and powers of the Committee members shall be as follows:

- (1) The President shall act as a chief executive managing the Society, with the power to represent the same in all of its dealings with a third person, and shall authorize a person or persons to act in lieu with respect to any particular matter and preside at all Committee meetings and General Meetings, and act as an International Delegate of LESI representing the Society together with other International Delegate(s) appointed by the Committee in such number as determined according to the by-laws of LESI.
 - (2) The Vice President(s) shall assist the President in the management of the Society, perform such other duties as may be designated by the President, and shall act for the same in his/her absence or inability to act, provided that the Vice President(s) shall act so in the order of authority designated.
 - (3) The Secretary shall deal with the office routines of the Society and supervise the performance of duty by its Officers, carry out the instructions of the Committee, and shall act as the secretary in the meetings of the Society. The Secretary shall maintain a current list of all members, and shall submit a copy of said list as of December 31st of each year to the Secretary of LESI.
 - (4) The Treasurer shall control the financial affairs of the Society and shall prepare income statements, balance sheets, and other relevant records for auditing purposes. The Treasurer shall submit to LESI payment for the annual LESI dues for all Ordinary and Honorary members of the Society as of December 31st of each year, and any other payments that are due to LESI, in a timely manner.
 - (5) Other positions in the Committee may be designated as the Committee may think fit, provided that the total number of the Committee members (including the aforementioned) does not exceed the limit provided herein. If not so designated, the remaining members of its body shall be deemed general committee members.
16. The Committee of the Society shall normally hold office for a term of two (2) years. The tenure of a Committee member shall be from the date of election by the Annual General Meeting, and upon expiry of the term, this Committee member may be re-elected for no more than two consecutive terms.

If an existing Committee member has completed his term of office and an incoming Committee member is still seeking approval for registration from the competent authorities, an outgoing Committee member shall act as caretaker until the incoming Committee member is granted approval therefor.

17. Any vacancy in the Committee of the Society that exists prior to the expiry of the term shall be filled by an Ordinary Member appointed by the Committee. The replacing Committee member shall be in office for the remainder of the term that the person he/she replaces is entitled.
18. A Committee member of the Society shall cease to hold office in any of the following events:
 - (1) death;
 - (2) resignation;
 - (3) expiration of the term ;
 - (4) termination of membership under Clause 12; and
 - (5) removal from office by resolution passed in a General Meeting due to being absence of the Committee meetings more than 50% of the total meetings per year.
 - (6) removal from office by resolution passed in a General Meeting due to other causes in addition to Clause 18(5)
19. A Committee member of the Society who wishes to resign shall tender a letter of resignation to the Committee, and such resignation shall be effective from the date the Committee acknowledges the resignation.
20. The powers and duties of the Committee shall be as follows:
 - (1) To establish the rules and regulations of the Society that shall apply to all of its members, provided that the rules and regulations are not against any of the Bylaws provided herein;
 - (2) To appoint and remove any Officers of the Society;
 - (3) To appoint advisers or working subcommittees who shall hold office for a term not more than that of the appointing Committee;
 - (4) To call a General Meeting, whether annual or extraordinary;
 - (5) To designate the rest of the positions in the Committee not herein provided;
 - (6) To direct the affairs of the Society in the attainment of its objectives and to do such other acts as herein provided;
 - (7) To be responsible for the operations of the Society, including its financial affairs and properties;
 - (8) To prepare documents and evidence related to the finance, property, and business operations of the Society accurately in an academic manner; and
 - (9) To perform other duties prescribed by the Committee according to the objects and purposes of the Society.
21. At least one-half of the Committee members shall attend the Committee meeting to

constitute a quorum for the transaction of business.

If the Committee consists of members in less than a required number to constitute a quorum, the Society shall not be able to transact any business other than:

- 1) to appoint one or more Ordinary Members as a Committee member so that a number of the Committee members under Clause 13 will be complete providing that the term of such Committee member appointed under this Clause shall be the same as the term under Clause 17; or
- 2) to call a General Meeting.

22. In addition to what is otherwise mentioned in these Bylaws, a majority vote by the Committee members shall be deemed to be a meeting resolution of the Committee meeting. In the case of a tie, the chairman of a meeting shall have an additional vote as casting vote.
23. If the President is absent or is unable to act at any Committee meeting, a Vice President shall preside over that Committee meeting. If a Vice President is absent or unable to act thereat, the presiding chairman shall be chosen by other Committee members present thereat.

GENERAL MEETING

24. The Committee shall call a General Meeting once a year, which shall be called an "Annual General Meeting."

If necessary, the Committee shall call a General Meeting at any time or when not less than one-fifth of the total Ordinary Members make a written request to the Committee requesting a General Meeting to be held. Such letter shall contain the objectives of the meeting request. This meeting shall be called an "Extraordinary Meeting."

25. Written notice of a General Meeting specifying the date, time, and place of the meeting, including meeting agenda, shall be delivered to each member whose name is set forth in the register of the Society by the Committee by any means, e.g., via registered mail, e-mail, or fax, or delivered in person to the member not less than seven (7) days before the scheduled date of the meeting.
26. The agenda of an Annual General Meeting must at least contain the following business:
 - (1) To approve the preceding year's meeting minutes;
 - (2) To present the Society's achievements, income statement and balance sheet for

- the past fiscal year;
- (3) To present the Society's business plan, projected income statement and balance sheet for the forthcoming fiscal year;
 - (4) To elect a new Committee member when the previous one retires by the expiration of his/her term of office (if any);
 - (5) To elect an auditor and fix his/her remuneration; and
 - (6) To transact any other business (if any).
27. At least one-half of the Ordinary Members shall attend an Annual General or Extraordinary Meeting to constitute a quorum for the transaction of business.

If a quorum is not present by one hour after the time scheduled for holding the meeting, such meeting, if called by the members, shall be dissolved. If such meeting is not called by the members, such meeting shall be adjourned. The next General Meeting shall be arranged again within 14 days from the date of the first General Meeting, and a notice stating the date, time, and place of said next General Meeting shall be given and no quorum shall be necessary for the adjourned General Meeting.

A member may appoint anyone as his proxy to attend a General Meeting of the Society, proving that the proxy may not be limited to a member of the Society.

28. The President of the Society shall preside over the General Meeting. If the President of the Society cannot perform his/her duties, a Vice President shall act in lieu thereof. If the President and a Vice President cannot perform their duties, the presiding person shall be elected from among Committee members by the General Meeting. If and when none of the Committee members are present at a General Meeting, an Ordinary Member shall be elected by the General Meeting to be the chairman of such meeting.
29. In regard to voting for any issues in a General Meeting, unless specified otherwise in the Bylaws herein, a majority vote from the Ordinary present in the meeting shall prevail. In the case of a tie, the presiding chairman shall have a casting vote.

FINANCIAL AFFAIRS, ACCOUNTS, AND PROPERTY

30. The Committee shall manage the financial affairs and property of the Society. The Society's Treasurer shall deposit cash money owned by the Society (if any) with a commercial bank or financial institute as permitted by law and as approved by the Committee. The management of money, property, and accounts of the Society, other than

the keeping of money or property mentioned above, shall be according to the regulations prescribed by the Committee.

31. Any bills or checks of the Society shall be honored when countersigned by the President and the Treasurer, or in case the President is not available, by at least two (2) Committee members including the Treasurer.
32. The authority of a bank to draw money shall be in accordance with the operating authorities resolved and approved by the Committee.
33. An auditor shall not be a Committee member, an Ordinary Member or an Officer of the Society, and must be a certified public accountant.
34. The accounting period of the Society shall be from January 1st through December 31st each year.

AMENDMENTS, DISSOLUTION

35. Amendments and alterations to these Bylaws of the Society and the dissolution of the Society must be approved only in a General Meeting.
36. If the Society is dissolved by any reason, after liquidation, the rest of its property shall be vested in an organization whose objectives are for public interests, pursuant to the General Meeting's resolution, provided that such organization shall not be a Member Society within LESI and shall not have any rights to use the name associated with LES (Licensing Executives Society).

MISCELLANEOUS PROVISIONS

37. The interpretation of the Bylaws of the Society, if in doubt, shall be decided by the majority of votes cast in a General Meeting.
38. The provisions contained in the Civil and Commercial Code governing associations shall apply if there are no applicable provisions contained in the Bylaws of the Society. If any provisions are contradictory to the provisions of the Civil and Commercial Code, the Civil and Commercial Code shall prevail.
39. The Society must not have profits shared with or operate businesses for any person or organization other than for the purposes of the Society.

TRANSITORY PROVISIONS

40. These Bylaws of the Society will take effect on the date the Society has been admitted by Board of Delegates of LESI as a Member Society within LESI and has been registered as a juristic person.

41. When the Society has been registered with the competent authorities as a juristic person, all of its registered founding members shall automatically become Ordinary Members and the membership of the established Committee shall be effective on and from the date of registration.

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