

Articles of Association (B.E. 2556)

of

The Association of Private Power Producers

The Association of Private Power Producers has been established under the Trade Association Act B.E.2509 (1966) and under supervision of the Office of Trade Association, Bangkok.

Chapter 1

General

Clause 1 Trade Association Name this trade association shall be referred as “the Association of Private Power Producers”,
written in English as “The Association of Private Power Producers”
called in English as “The Association of Private Power Producers”
“Association”, hereby, shall be referred as “The Association of Private Power Producers”

Clause 2 The Office of the Association is located at 88, Greyhard Link Building, 15th Floor, Krungthepkreeta Road, Hua Mak Sub-District, Bang Krap District, Bangkok Metropolis 10240.

Clause 3 The Stamp of the Association has the symbol as follows:



Stamp of the Association

The stamp of the Association has the English letters of APPP which stands for “The Association of Private Power Producers” with the full English name of the Association. The stamp has the maroon color, representing energy and steady. Green color represents the Association’s objectives and its members for environment conservation.

Chapter 2

Objectives

Clause 4 The following are the Association's objectives.

- (1) Promote the power generation and distribution.
- (2) Support and help the members in solving any issues, including negotiating with other parties in order to achieve the mutual benefits when conducting the power generation and distribution business. Oversee and monitor the movement of domestic and international markets in generating and distributing power for benefits of the trade, financial, economy and stability of the country.
- (3) Conduct a research on power generation and distribution business, exchange academic information, including information regarding power generation and distribution business.
- (4) Collect statistical data or documents or information from the members regarding power generation and distribution with the consent from the members.
- (5) Promote the quality and services of power generation and distribution of the members to meet the standards. Promote the research and development and enhance production and service processes.
- (6) Encourage the members to consider the environment preservation and conservation when generating and distributing power.
- (7) Cooperate with the Government in promoting power generation and distribution business.
- (8) Enhance the effectiveness of power generation and distribution and ensure that adequate quantities to meet the requirements of domestic and international markets with the approval from the Government.
- (9) Encourage the understanding or set regulations to be complied by all members or the exceptions in order to set the standards for power generation and distribution business.
- (10) Compromise any disputes amongst the members or between the members and external parties engaging into power generation and distribution business.
- (11) No objective on having the billiard or pool table.

Chapter 3 Member and Membership

Clause 5 Types of Membership The members of the Association can be categorized into 3 groups with the qualifications as follows:

- (1) Ordinary member: A juristic person registered under the Thai laws with qualifications specified under Clause 6 (1) whereby such juristic person shall have objectives in conducting power generation and distribution business and have produce and distribute the power according to the power contract with EGAT, MEA and/or PEA unless such juristic person receives two-third of the votes of the Board of Directors to be the ordinary member.
- (2) Honorary member: Scholars or the persons who have made generous support to the Association whereby such members have been invited by the Board and have accepted the Board's invitation.
- (3) Extra-ordinary member: A juristic person registered under the Thai laws with qualifications specified under Clause 6 (1) whereby such juristic person shall have objectives in conducting power generation and distribution business and has been selected by the Ministry of Energy and/or the Energy Regulatory Commission (ERC) to be the power producer and distributor. However, such juristic person has not started produce and distribute the power to EGAT, MEA and/or PEA according to the power contract specified under Clause 5 (1).
- (4) Associate member: A Juristic person registered under Thai laws with qualifications specified under Clause 6 (1) whereby such juristic person shall have objectives in conducting power generation and distribution business and has been selected by the Ministry of Energy and/or the Energy Regulatory Commission (ERC) to be Small Power Producer (SPP) or Very Small Power Producer (VSPP) by using renewable energy. However, such juristic person has started produce and distribute the power to EGAT, MEA and/or PEA

Clause 6 Member Qualifications

- (1) The ordinary and extra-ordinary members shall have the following qualifications.
 - 1.1) Shall be a juristic person whose less than 50% shares are held by the private sector.
 - 1.2) Shall have not been declared bankrupt.
- (2) The honorary member shall have the following qualifications.

The qualifications specified under item 1.3) of Clause 6 (1) shall be applied to the authorized person of the juristic person who has been appointed to conduct any business on behalf of the juristic person under Clause 10.

Clause 7 Membership Admission Any person who would like to be the member of the Association shall submit an application (the form stipulated by the Association) to the Secretary General or the Director acting Secretary-General with at least 2 signatures of the ordinary members.

Clause 8 Application Consideration After received applications, the Secretary-General or the Director acting as Secretary-General shall present such applications to the next Board's meeting. Whether the resolution has passed to approve or disapprove the membership of such person, the Secretary-General shall inform such person in writing within 15 days after the resolutions has passed.

Clause 9 Commencement of Membership The membership shall commence on the date where an applicant has paid for registration fee and annual membership fee.

Clause 10 Juristic Person Member A juristic person shall appoint no more than 3 proxies to perform any business on its behalf. Such proxies cannot delegate or appoint other persons to perform on their behalf.

In case the proxy appointed under the first paragraph cannot attend the meeting, the member can appoint other person as their proxy whereby such person shall be appointed from the authorized persons of the member.

The same person can be appointed as proxy of more than one member.

Clause 11 Termination of Membership The membership shall be terminated under the following cases.

- (1) Dead or no longer be juristic person.
- (2) Lack of qualifications specified under Clause 6.
- (3) Resign by submitting s resignation letter to the Chairman of the Association.
- (4) Has been declared bankrupt on the final judgment of the court.
- (5) Has been ordered by the court to be a incompetent or quasi-incompetent person.
- (6) Has been imprisoned on the final judgment of the court, except for petty offense or offence with punishment less than those of petty offense or negligent offense.
- (7) The Board has passed the resolution to delete a name of the member from the member registration in one of the following cases. The votes no less than two-third of the total number of the directors are required.
 1. Perform in any ways that intentionally causes the disgrace to the reputation of the Association.
 2. Intentionally violate regulations.
 3. Has not paid an annual membership fee and has received a notice from the Association's officer for 30 days.

Clause 12 Member Registration The Secretary-General or other person assigned by the Secretary-General shall do the member registration and keep at the Association Office. The member registration shall comprise of the following information.

- (1) Name and nationality of the members
- (2) Name and type of their business
- (3) Location of the members' office
- (4) Membership date
- (5) Name of the member's proxy

Chapter 4
Rights, Roles and Responsibilities of Members

Clause 13 Member Rights

- (1) Receive support and help on power generation and distribution business from the Association as deemed appropriate.
- (2) Propose opinions or suggestions to the Association or the Board about ANY topics specified in the objectives of the Association.
- (3) Only the ordinary members have the rights to investigate business and assets of the Association by sending a letter to the Secretary-General or the Director acting Secretary-General.
- (4) Attend the meeting, participate in the discussion, question the director and propose the agenda for the General Meeting.
- (5) Have the rights to use the Association's symbol.
- (6) Only ordinary members have the rights to vote in the Annual General Meeting and can be elected as directors.
- (7) An extra-ordinary member may change its status to an ordinary member if such member can produce and distribute the power, according to the power contract, to the EGAT. An extra-ordinary member who later can fulfill the specified qualifications and would like to change its status to an ordinary member. A request for status change shall be sent to the Secretary-General in order to present to the Board for consideration. The resolution passed from the Board with the votes casting according to Clause 21 shall be considered an approval on status change of such extra-ordinary member. After approved by the Board to change the status, such member shall have the rights of the ordinary member specified in this Articles of Association.

Clause 14 Member Roles and Responsibilities

- (1) Strongly comply with the regulations of the Association, the resolutions passed at the Annual General Meeting, the Board's resolutions, and roles and responsibilities assigned by the Association.
- (2) Maintain the honors and benefits of the Association, including the confidentiality of the meeting or code of the Association. Do not disclose any information that may cause the disgrace and damage to the Association.
- (3) Promote and support the Association's business.
- (4) Maintain good relationships among the members and conduct the business with honesty. Provide assistance to other members.
- (5) Pay an annual membership fee to the Association accordingly.
- (6) Any members who have changed their name, last name, nationality, address, office's address, type of their business or proxy shall inform the Secretary-General in writing within 15 days starting from the change.

Chapter 5
Registration and Annual Membership Fee

Clause 15 Registration and Annual Membership Fee

- (1) The ordinary member shall pay a registration fee of 30,000 Baht and an annual membership fee of 40,000 Baht.
- (2) The honorable member shall not pay any registration fee or annual membership fee.
- (3) The extra-ordinary member shall pay a registration fee of 30,000 Baht and an annual membership fee of 20,000 Baht.
- (4) After an extra-ordinary member has changed its status to the ordinary members according to Clause 13 (7), such member shall be exempted from a registration fee specified under Clause 15 (1) and shall pay an annual membership fee of 40,000 Baht after the status has been changed.

Clause 16 Special fees The Association may request for special fee from the members from time to time with the resolution passed at the Annual General Meeting with the votes no less than two-third of the total number of the ordinary members attending the meeting.

Chapter 6
The Board of the Association

Clause 17 The Board is set in order to manage the Association in accordance with its objective and represent the Association when conducting the business with other parties. The Board shall comprise of no less than nine ordinary members who have been elected at the Annual General Meeting.

Unless the resolution of the Annual General Meeting otherwise requires, the secret voting shall be conducted for the election of the directors. The ordinary member shall propose an ordinary member to be re-elected as the director with the reference of at least 2 ordinary members to the meeting. The persons with the highest votes and the runners up shall be elected as directors according to the number of directors specified in the first paragraph and according to the resolution passed at that Annual General Meeting. In case the persons have a tie vote for the last position of the directors, the meeting shall conduct another voting for these persons with a tie vote. If they have a tie vote again, the meeting shall do the lucky draw.

The Board shall comprise of the Chairman, two Vice-Chairman, one Secretary-General, one Deputy Secretary-General, one Academic Director, one Finance Director, one Public Relations Director, one Environment Director, two Administrative Directors and other directors as deemed appropriate under their specified responsibilities with the consent from the Board.

The Board of the Association has 2-year term and after they have been released from the posts. The new Board shall be elected within 180 days starting from the completion of the term.

By the virtue of Section 19 and Section 33 of the Trade Association Act B.E.2509 (1966), the directors who have been released from their posts may be re-elected or re-appointed to be directors.

The member can be appointed as the director for two consecutive terms.

Clause 18 Retired Director The director may leave the post under the following cases.

- (1) Completion of the term.
- (2) Resignation.
- (3) Termination of membership.
- (4) Resolution passed at the Annual General Meeting to release such director from the post
- (5) By the virtue of Section 33 of the Trade Association Act B.E. 2509 (1966), the Minister of Commerce has ordered the release.
- (6) Has been imprisoned by the final judgment of the court under the Trade Association Act B.E.2509 (1966).

Clause 19 In case the directors have left the post before their terms. The Board may appoint the proxy of any ordinary members to be the director. The appointed director shall be in the post for the remaining term of the retired director.

In case All members of the Board have left the post before their terms, the Board shall hold the Annual General Meeting to elect the new Board within 180 days. In this case, Clause 24 shall be applied.

The Board who has been elected under the first paragraph shall be in the post for the remaining period of the retired Board.

Clause 20 Quorum of the Board Meeting The Board meeting shall comprise of at least 50% of the total number of the directors, therefore, the quorum is constituted.

In case there are less than 50% of the total number of the directors, the remaining directors can only perform certain duties regarding the election of one or more ordinary members to be directors or call for the Annual General Meeting or perform any business which is only to protect the benefit of the Association.

Clause 21 Resolution Passed at the Board Meeting The resolution shall comprise of the majority of the votes whereby one director has one vote. In case of the tie vote, the Chairman of the meeting shall cast the vote. In case the resolution passed at the meeting violates laws and/or this Articles of Association, such resolution shall not be complied.

Clause 22 Chairman of the Meeting The Chairman of the Association shall act as the Chairman of the meeting. In case the Chairman of the Association is absent or unable to perform the duty, the Vice-Chairman of the Association shall be in charge. If both the Chairman and the Vice-Chairman of the Association are absent or unable to perform the duty, the meeting shall appoint any director to be the Chairman of the meeting for that meeting.

Clause 23 The Board Meeting The Board meeting shall be held at least every 3 months. In case of necessity, the Chairman of the Association or the Director acting Chairman or at least five directors may call for the meeting.

Clause 24 The Board's Appointment After the election of the new Board, the Board who has just left the post or the new Board and/ or the resolution passed at the Annual General Meeting shall appoint one member to register the new Board to the Bangkok Trade Association Registrar within 30 days from the election date. The

responsibilities shall be transferred to the new Board within 30 days after the Registrar has registered.

If the Registrar has not yet registered the new Board and the retired Board has not transferred the responsibilities specified in the first paragraph, the retired Board shall continue to manage the operations of the Association until the new Board has been registered and transferred the responsibilities. Responsibility transfer shall be done in writing.

Clause 25 Roles and responsibilities of the Board are as follows:

- (1) Manage the operations and assets of the Association to be in accordance with the Articles of Association and resolutions.
- (2) Elect the directors for the positions in the Board.
- (3) Develop operating guidelines to be in accordance with the objectives.
- (4) Recruit, appoint and terminate the employment of the Board's consultant, committee, officers and staff for a particular operation or consider other topics that are in the scope of the Association's operations. The abovementioned Board's consultant and committee shall appoint the director or the member of the Association or the external party.
- (5) Approve to have a juristic person as an ordinary member specified under Clause 5 (1) with the votes of two-third.
- (6) Approve for the status change from an extra-ordinary member to an ordinary member specified under Clause 13 (7) with the votes according to Clause 21.

Clause 26 Roles and responsibilities of the directors are as follows:

- (1) The Chairman of the Association is responsible for facilitating the operations of the Association to be in accordance with the Articles of Association and operating regulations of the Association. Moreover, the Chairman has been appointed by the Board to perform any business with the external party and to be the Chairman of the Board meeting and the Annual General Meeting.
- (2) The Vice-Chairman of the Association shall assist the Chairman of the Association in all chairman's duties. Moreover, the Vice-Chairman shall act as Chairman when the Chairman is absent or unable to perform his duties.
- (3) The Secretary-General shall oversee the operations of the Association's officers in the following areas.
 - Correspond the letter and keep other document of the Association.
 - Be the secretary of the Board meeting and the Annual General Meeting.
 - Responsible for the Association's finance.
 - Prepare accounting.
 - Store and distribute the parcels of the Association.
 - Perform the member registration and other registration which is not the Association's finance.
 - Obtain the request of the change of status from the extra-ordinary member to ordinary member according to Clause 13 (7).

- Oversee the office of the Association.
 - Organize the location and meeting venue, manage guest books and provide welcome reception.
 - Perform other duties assigned by the Board.
- (4) The Deputy Secretary General shall assist the Secretary-General in all duties and shall act as the Secretary-General when the Secretary-General is absent or unable to perform the duty.
 - (5) The Finance Director is in charge of accounting and finance of the Association, coordinate on the membership fee payment, comply with the finance and accounting regulations, review and approve the accounting and the financial statement of the Association.
 - (6) The Public Relations Director is responsible for encouraging the members to promote the works and business of the Association and performing other duties assigned by the Board.
 - (7) The Academic Director is responsible for studying and collecting data, conducting statistics, coordinating the research study, organizing the library and/or the data center on power generation and distribution business.
 - (8) The Environmental Director is responsible for coordinating with the National Environment Agency in order to develop the policy, guidance and operating procedures on the regulations and other constraints regarding the environmental control and protection that may impact the public.
 - (9) The Administrative Director is responsible for coordinating with the relating external agencies e.g. Energy Policy and Planning Office (EPPO), EGAT, PTT PCL., etc. Moreover, the Administrative Director shall study and develop the strategy in coordinating with external parties, organizing and facilitating the meeting, taking notes of the members' suggestions and comments in order to further proceed.

Clause 27 By the virtue of this paragraph, the Chapter 7 Annual General Meeting shall be applied.

Chapter 7
Annual General Meeting

Clause 28 Annual General Meeting The Annual General Meeting shall be held at least every 12 month and referred as the Ordinary Annual General Meeting.

Other annual general meetings besides the abovementioned meeting in the first paragraph shall be referred to the Extra-Ordinary General Meeting.

Clause 29 Annual General Meeting Schedule

- (1) The Annual General Meeting shall be held annually within 120 days starting from the year ended of the accounting period.
- (2) In case the Board has approved or there are more than one-fourth of total members whereby they have made a request to the Secretary-General or the Director acting Secretary-General in writing, the Board shall hold an extra-ordinary general meeting within 15 days from the date where the resolution has passed or the Secretary-General has received the request.

Clause 30 Meeting Invitation Letter of the Meeting The Board shall send all members invitation letters of the meeting. Letters shall state the date, time, venue and agenda of the Annual General Meeting. This letter shall be sent via registered mail to the members' mailing address specified in the registry or personally sent to the members before the commencement of the Annual General Meeting no less than 7 days.

The copy of the minute of the previous Annual General Meeting (if any) shall be sent to all members together with the invitation letter specified in the first paragraph. In case of an Ordinary Annual General Meeting, additional documents i.e. a copy of an annual report and balance sheet, including an income-expense account audited by the certified public accountant shall be sent.

Clause 31 Quorum of Annual General Meeting The quorum is constituted if the Annual General Meeting comprises at least 50% of the total number of the ordinary members attending the meeting, both in persons and by proxy.

Clause 32 If the quorum cannot be constituted at the first meeting If a quorum cannot be constituted at an hour after the stated time of the commencement of the meeting, the meeting shall be adjourned if such meeting has been held due to the request of the members. However, if such meeting has not been held by the request of the member, the meeting shall be postponed and rescheduled. The date, time and venue of the next Annual General Meeting shall be stated within 15 days starting from the first Annual General Meeting. At this meeting, a quorum shall be constituted regardless of the numbers of the members attending the meeting.

Clause 33 Chairman of the Meeting The Chairman of the Association shall act as the chairman of the meeting. In case the Chairman of the Association is absent or cannot perform the duty, the Vice-Chairman of the Association shall be the chairman of the meeting. In case both the Chairman and the Vice-Chairman of the Association are absent or cannot perform the duty, the meeting shall appoint one director to be the Chairman of the meeting. If there is no director attending the meeting, the meeting shall appoint any member to be the chairman of the meeting especially for that meeting.

Clause 34 Voting at the Annual General Meeting Only the ordinary members shall be entitled to vote and one ordinary member has one share.

At any meeting, voting shall be done by raising hand or any other methods that disclose the votes of the member unless the Board has agreed or at least 2 ordinary members have request for a secret voting before or during raising hands.

Clause 35 Resolution Passed at the Annual General Meeting Unless the context in this articles of association otherwise requires, the resolution shall comprise of the majority votes. In case of a tie vote, the chairman of the meeting shall cast the vote.

Clause 36 At the Annual General Meeting, the following activities shall be performed

- (1) Approve the minute of the previous Annual General Meeting.
- (2) Consider the annual report and acknowledge the company's operations for the past year (if any).
- (3) Consider and approve the balance sheet (if any).
- (4) Elect the Board (at the completion of the term).
- (5) Appoint the Association's consultants and auditor for that year, and determine the remuneration (if any).
- (6) Perform other duties due to the resolution passed at the Annual General Meeting.

Clause 37 Minute of the Meeting The Secretary-General shall be responsible for the minute of the Board meeting, the Annual General Meeting, other member meetings and committee meetings. These minutes shall be approved by the Board at the next meeting. The members can read the approved minute during the working hours.

Chapter 8
Finance, Extra funds and Accounting of the Association

Clause 38 End of Accounting Period The end of accounting period of the Association shall be on 31 December of every year.

Clause 39 Balance Sheet The balance sheet shall be prepared as of the end of accounting period by the Board and sent to the auditor by February of every year. The auditor shall complete auditing the balance sheet at least 30 days before the commencement of the Annual General Meeting.

After the auditor audited and certified, the Board shall present to the Ordinary Annual General Meeting for approval within 120 days starting from the end of the accounting period.

After presented the balance sheet, the Board shall present the annual report and the operations of the Association to the meeting.

The Association shall send the copy of the annual report with the operations of the Association and balance sheet to the Bangkok Trade Association Registrar within 30 days starting from the Annual General Meeting date.

The annual report with the operations of the Association and balance sheet shall be kept at the office of the Association for inspection by the members.

Clause 40 Auditor' s Authority The auditor have the authorities to examine all accounting books and documents relating to the Association's finance and ask the directors and all officers whose work are relating to accounting and such documents. The directors and officers shall assist, support and facilitate the auditor.

Clause 41 Accounting Book and Finance Documents shall be kept at the Association Office and shall be under the responsibility of the Secretary-General or the person appointed by the Secretary-General.

Clause 42 Association's Finance Cash of the Association shall be deposited at commercial banks located in Bangkok under the name of the Association with the approval from the meeting.

Clause 43 Extra funds The Association may raise extra funds in order to promote its growth by inviting external parties and members to donate/ make contributions or conducting other activities whereby the Board has approved and this shall comply with the law.

Chapter 9
Amendment of the Articles of Association, Termination of the Association and
Liquidation

Clause 44 The amendment of the Articles of Association shall be performed only the resolution passed at the Annual General Meeting with the votes of no less than two-third of the total numbers of the ordinary members attending the meeting.

Clause 45 The Termination of the Association The Association shall be terminated under the following cases.

- (1) In case of the resolution passed at the meeting with the votes of three-fourth of total ordinary members attending the meeting.
- (2) In case of bankruptcy.
- (3) By the order of the Minister of Commerce to terminate the Association according to the Section 36 of the Trade Association Act B.E.2509 (1966).

Clause 46 Liquidation After the Association is terminated due to the abovementioned reasons specified in Clause 45, the provision of the Trade Association Act B.E.2509 (1966) shall be applied when conducting the due diligence.

In case the Association is terminated under Clause 45 (1), the appointment of the person who performs the due diligence shall be considered and approved at that Annual General Meeting. In case of the termination under Clause 45 (3), all directors who are acting as the last Board registering as directors to the Bangkok Trade Association Registrar shall be the person performing the due diligence.

If there are any assets left after the due diligence, such assets shall be given to any Thai juristic person whose objective is for charity of one or more organizations according to the resolution passed at the meeting.

Chapter 10
Transitory provision

Clause 47 After the Bangkok Trade Association Registrar has approved the establishment of the Association, all co-founders of the Association shall be the Board for a temporary period until there is an election of the Board under this Articles of Association. Such election shall be held within 120 days starting from the approval of the establishment of the Association.

By the virtue of the first paragraph, in case the meeting has elected the first board within less than 3 months from the end of the accounting period of the Association, as such the end of the accounting period shall be set as the starting date of the directors' term specified under the forth paragraph of Clause 17.

Clause 48 By the virtue of Clause 7 of this Articles, all co-founders shall be recognized as ordinary members.

Clause 49 This Articles of Association shall be effective from the date that the Bangkok Trade Association Registrar approves the establishment of the Association onwards.
