

**(Translation)<sup>+</sup>**

**ACT PRESCRIBING OFFENCES RELATED TO REGISTERED PARTNERSHIPS, LIMITED PARTNERSHIPS,  
LIMITED COMPANIES, ASSOCIATIONS AND FOUNDATIONS,  
B.E. 2499 (1956)**

BHUMIBOL ADULYADEJ, REX;  
Given on the 13<sup>th</sup> Day of November B.E. 2499;  
Being the 11<sup>th</sup> Year of the Present Reign.

His Majesty King Bhumibol Adulyadej is graciously pleased to proclaim that:

Whereas it is expedient to revise the law on offences related to registered partnerships, limited partnerships, limited companies, associations and foundations;

Be it, therefore, enacted by the King, by and with the advice and consent of the House of Representatives, as follows.

**Section 1.** This Act is called the “Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations, B.E. 2499 (1956)”.

**Section 2.** This Act shall come into force as from 1<sup>st</sup> January 1957.

**CHAPTER I**

**OFFENCES RELATED TO REGISTERED PARTNERSHIPS, LIMITED PARTNERSHIPS  
AND LIMITED COMPANIES**

**Section 3.** Any registered partnership or limited partnership which uses a name in a seal, a name board, an advertisement, a letter, a notice or any other document related to the business of the partnership in the following manner:

(1) in the case of characters in Thai, without using the expression “Juristic Person Ordinary Partnership” or “Limited Partnership”, as the case may be, as part of its name;

(2) in the case of characters in a foreign language, without using the expression denoting “Juristic Person Ordinary Partnership” or “Limited Partnership”, as the case may be, in accordance with the Notification of the Ministry of Commerce, as part of its name,

\* shall be liable to a fine not exceeding fifty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until its due compliance with legal requirements.

\*\***Section 4.** Any person who uses a name or trade name with Thai characters as part of the expression “Juristic Person Ordinary Partnership” or “Limited Partnership” or with foreign-language characters of such connotation in a seal, a name board, an advertisement, a letter, a notice or any other document related to business without forming a registered partnership or limited partnership shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until discontinuance of such use or until due compliance with legal requirements, as the case may be, unless such use is made in the registration related to the formation of a partnership.

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<sup>+</sup> Translation by Dr. Pinai Nanakorn, Faculty of Law, Thammasat University, for the Department of Business Development, Ministry of Commerce

<sup>\*</sup> As amended by section 3 (1) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

<sup>\*\*</sup> As amended by section 3 (2) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\* **Section 4/1.** Any registered partnership or limited partnership fails to register under section 1064/2 or section 1078/2 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

**Section 5.** Any limited company other than a bank uses a name in a seal, a name board, an advertisement, a letter, a notice or any other document related to the business of the company in the following manner:

(1) in the case of characters in Thai, without using the expression “Company” before the name and “Limited” at the end of the name;

(2) in the case of characters in a foreign language, without using the expression denoting “Limited Company” in accordance with the Notification of the Ministry of Commerce, as part of its name,

\*\* shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until discontinuance of such use or until due compliance with legal requirements, as the case may be.

\*\*\* **Section 6.** Any person who uses a name or trade name with Thai characters as part of the expression “Limited Company”, “Company” or “Limited” or with foreign-language characters of such connotation in a seal, a name board, a letter, a notice or any other document related to business without forming a limited company shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until discontinuance of such use or until due compliance with legal requirements, as the case may be, unless such use is made in the registration related to the formation of a company, a prospectus or an advertisement.

\*\*\*\* **Section 7.** Any limited company which fails to cause forfeited shares to be sold by public auction or fails to apply the proceeds of the sale to the payment of the call and interest due or fails to return the surplus to the shareholder in accordance with section 1125 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\*\*\*\* **Section 8.** Any limited company which fails to prepare and deliver to each shareholder certificates for shares held by such shareholder or demands payment of a fee in excess of the amount stipulated under section 1127 of the Civil and Commercial Code or fails to prepare share certificates in accordance with section 1128 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

\*\*\*\*\* **Section 9.** Any limited company which issues certificates to bearer in contravention of section 1134 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\*\* **Section 10.** Any limited company which fails to keep a register of shareholders in accordance with section 1138 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

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\* As added by section 3 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 3), B.E. 2549 (2006).

\*\* As amended by section 3 (2) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As amended by section 3 (3) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\* As amended by section 3 (4) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\*\* As amended by section 4 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\***Section 11.** Any limited company which fails to keep a register of shareholders or, fails to cause a register of shareholders to be open for inspection by shareholders upon their request in accordance with section 1139 paragraph one of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\***Section 12.** Any limited company which owns its own shares or takes its own shares in pledge in contravention of section 1143 of the Civil and Commercial Code shall be liable to a fine not exceeding one hundred thousand Baht.

\***Section 13.** Any limited company which fails to undertake registration in accordance with section 1146, section 1157, section 1228, section 1239 or section 1241 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\***Section 14.** Any limited company which fails to have a registered office or fails to give the notice in accordance with section 1148 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\***Section 15.** Any limited company which fails to print or indicate its capital in contravention of section 1149 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\***Section 16.** Any limited company which fails to summon the meeting in accordance with section 1171 paragraph one of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\***Section 17.** Any limited company which fails to publish a notice summoning a general meeting or fails to send the notice to shareholders or fails to specify in the notice the place, day and time of the meeting and the nature of the business to be transacted in accordance with section 1175 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

**Section 18.** Any limited company which:

(1) fails to make a balance-sheet in accordance with section 1196 of the Civil and Commercial Code;

(2) fails to cause its balance-sheet to be examined by auditors, fails to submit the balance-sheet for adoption by a general meeting, fails to send a copy of the balance-sheet or fails to have copies of the balance-sheet in accordance with section 1197 of the Civil and Commercial Code; or

(3) fails to distribute a copy of a balance-sheet to any person wishing to obtain the same in accordance with section 1199 paragraph one of the Civil and Commercial Code.

\* shall be liable to a fine not exceeding twenty thousand Baht.

\***Section 19.** Any limited company which pays dividends in contravention of section 1201 of the Civil and Commercial Code or distributes dividends in contravention of section 1202 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

Any sum, other than the amount paid on shares, paid or distributed to shareholders as such shall be deemed as the dividend under this section.

\***Section 20.** Any limited company which fails to give a notice of dividends that may have been declared in accordance with section 1204 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

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\* As amended by section 3 (3) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (5) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\* **Section 21.** Any limited company which fails to offer new shares allotted to existing shareholders in accordance with section 1222 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\* **Section 22.** Any limited company which fails to publish or send a notice indicating the proposal to reduce its capital in accordance with section 1226 paragraph one of the Civil and Commercial Code or proceeds with a reduction of its capital in contravention of section 1226 paragraph three of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\* **Section 23.** Any limited company which issues debentures in contravention of section 1229 of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

\*\* **Section 24.** Any limited company which fails to publish or send a notice indicating the particulars of the proposed amalgamation in accordance with section 1240 paragraph one of the Civil and Commercial Code or proceeds with an amalgamation in contravention of section 1240 paragraph three of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

\*\* **Section 25.** In the case where a limited company commits any offence under section 7 to section 24. Directors of such company or any person responsible for the operation of business of such company shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\*\* **Section 26.** Any director of a limited company who fails to send a copy of the list of all shareholders and those who have ceased to be shareholders in accordance with section 1139 paragraph two of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

\* **Section 27.** Any director of a limited company who fails to summon an extraordinary meeting in accordance with section 1172 paragraph two or section 1174 paragraph one of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

**Section 28.** Any director of a limited company who:

(1) fails to send a copy of every balance sheet in accordance with section 1199 paragraph two of the Civil and Commercial Code;

(2) fails to cause true accounts to be kept in accordance with section 1206 of the Civil and Commercial Code; or

(3) fails to cause minutes to be duly entered in the books or fails to keep such books in accordance with section 1207 of the Civil and Commercial Code,

\*\* shall be liable to a fine not exceeding fifty thousand Baht.

\* **Section 29.** Any limited company which sends a notice to shareholders to subscribe for new shares in contravention of section 1223 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

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\* As amended by section 3 (3) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (6) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As amended by section 5 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\* As amended by section 3 (4) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\* **Section 30.** Any shareholder who accepts or agrees to accept any special benefit for himself or any other person in return for voting or refraining from voting at a general meeting of a limited company shall be liable to a fine not exceeding ten thousand Baht.

Any person who gives or promises to give any special benefit to a shareholder in return for such shareholder voting or refraining from voting at a general meeting of a limited company shall be liable to the same penalty.

\*\* **Section 31.** Any auditor of a registered partnership, limited partnership or limited company who incorrectly certifies a balance-sheet or any other account or makes a false report shall be liable to imprisonment for a term not exceeding one year or to a fine not exceeding ten thousand Baht or to both.

\*\*\* **Section 31/1.** Any a registered partnership or limited partnership which fails to publish or send a notice indicating the proposed transformation in accordance with section 1246/1 (2) or proceeds with the transformation in contravention of section 1246/1 paragraph two of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\*\* **Section 31/2.** Any managing partner of a registered partnership or limited partnership fails to comply with section 1246/3 of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\* **Section 31/3.** Any board of directors of a limited company which fails to register the transformation within the time prescribed under section 1246/4 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\*\*\*\* **Section 32.** Any auditor of a registered partnership, limited partnership or limited company who fails to take action under section 1253 of the Civil and Commercial Code shall be liable to a fine not exceeding eighty thousand Baht.

\*\*\*\*\* **Section 33.** Any auditor of a registered partnership, limited partnership or limited company who fails to register in accordance with section 1254, section 1258, section 1262 or section 1270 paragraph two of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\*\*\* **Section 34.** Any auditor of a registered partnership, limited partnership or limited company who fails to apply to the Court in accordance with section 1266 of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

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\* As amended by section 3 (4) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (7) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As added by section 3 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 4), B.E. 2551 (2008).

\*\*\*\* As amended by section 3 (8) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\*\* As amended by section 3 (6) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

**Section 35.** Any auditor of a registered partnership, limited partnership or limited company who:

(1) fails to make a balance-sheet or to summon a general meeting in accordance with section 1255 of the Civil and Commercial Code;

(2) fails to make the report or cause the report to be open for inspection in accordance with section 1267 of the Civil and Commercial Code;

(3) fails to make the report, to summon a general meeting or to give explanations in accordance with section 1270 paragraph one of the Civil and Commercial Code; or

(4) fails to deposit books, accounts and documents in accordance with section 1271 paragraph one of the Civil and Commercial Code,

\* shall be liable to a fine not exceeding fifty thousand Baht.

\*\* **Section 36.** Any auditor of a registered partnership, limited partnership or limited company who fails to summon a general meeting, to make a report or to give explanations in accordance with section 1268 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

\*\*\* **Section 37.** Any auditor of a registered partnership, limited partnership or limited company who divides the property in contravention of section 1269 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

\* **Section 38.** Any director or liquidator of a limited company who dishonestly represents any falsehood to, or conceals any truth from, a general meeting as to any matter in connection with financial standing of the company shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\*\* **Section 38/1.** Any person who, in the course of business, uses the name of a registered partnership, limited partnership or limited company which has been struck off the register, with the intent to cause the public to understand that such registered partnership, limited partnership or limited company has not been struck off the register shall be liable to a fine not exceeding fifty thousand Baht and to an additional fine at a daily rate not exceeding one thousand Baht until discontinuance of such use.

\*\*\*\*\* **Section 39.** Any person who, being responsible for the operation of affairs of a registered partnership, limited partnership or limited company, takes away, damages, destroys, causes depreciation of a value of or renders useless the property pledged by such juristic person, shall be, if the act is committed with an intent to cause loss to the pledgee, liable to imprisonment for a term not exceeding three years or to a fine not exceeding sixty thousand Baht or to both.

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\* As amended by section 3 (6) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (4) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As amended by section 3 (3) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\* As added by section 4 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 4), B.E. 2551 (2008).

\*\*\*\*\* As amended by section 3 (9) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

**Section 40.** Any person who, being responsible for the operation of affairs of a registered partnership, limited partnership or limited company, does any of the following acts knowingly that the creditor of such juristic person or the creditor of any other person intending to exercise the right of the creditor of such juristic person enforces the debt against such juristic person or brings or is likely to bring an action before a Court to claim payment of a debt:

(1) diverting, concealing or transferring to any other person the property of such juristic person; or

(2) pretending that such juristic person is in debt, which is untrue,

\* shall be, if the act is committed to prevent the creditor from receiving full or partial payment, liable to imprisonment for a term not exceeding three years or to a fine not exceeding sixty thousand Baht or to both.

\*\* **Section 41.** Any person who, being responsible for the operation of affairs of a registered partnership, limited partnership or limited company, does any act or omits to do any act, with an intent to seek any benefit otherwise unobtainable by a lawful means for himself or for any other person and thereby causes loss to such juristic person shall be liable to a fine not exceeding fifty thousand Baht.

**Section 42.** Any person who, being responsible for the operation of affairs of a registered partnership, limited partnership or limited company, commits or gives consent to any of the following acts:

(1) damaging, destroying, altering, lessening or forging any account, document or security of the partnership or company or in connection with the partnership or company; or

(2) making false entries or failing to enter essential particulars in an account or a document of the partnership or company or in connection with the partnership or company,

\*\*\* shall be, if the act or the consent thereto is committed or given with an intent to fraudulently deprive the partnership, the company, partners or shareholders of due benefits otherwise obtainable, liable to imprisonment for a term not exceeding seven years or to a fine not exceeding one hundred forty thousand Baht or to both.

\*\* **Section 43.** Any person who issues an invitation to subscribe for shares in contravention of section 1102 of the Civil and Commercial Code shall be liable to a fine not exceeding fifty thousand Baht.

**Section 44.** (Repealed by section 7 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992)).

**Section 45.** (Repealed by section 7 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992)).

**Section 46.** Any person who, in an advertisement, makes a reference to a person, position, account, report or undertaking in connection with a register partnership, limited partnership or limited company in a manner of presenting a material falsehood or concealing material information with an intent to:

(1) fraudulently deprive any interested person in such partnership or company of due benefits otherwise obtainable therefrom;

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\* As amended by section 3 (9) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (6) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As amended by section 3 (10) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

(2) induce a person to become a partner or shareholder, give or furnish property to such partnership or company or become surety or give property as security for such partnership or company,  
 \* shall be liable to imprisonment for a term not exceeding three years or to a fine not exceeding sixty thousand Baht or to both.

\*\* **Section 47.** Any person who attends a statutory meeting or a general meeting of a limited company and votes or refrains from voting by impersonating a subscriber for shares, a shareholder or any person entitled to vote on behalf of a subscriber or a shareholder shall be liable to a fine not exceeding ten thousand Baht.

Any person who provides assistance to the commission of an offence under paragraph one by presenting a document evincing the subscription for shares or a share certificate which has been used for such purpose shall be liable to the same penalty.

\*\*\* **Section 48.** Any person who dishonestly fixes the value of the service or property as a contribution to a registered partnership, limited partnership or limited company in lieu of money payable on shares in an amount higher than its actual value shall be liable to a fine not exceeding fifty thousand Baht.

\*\*\*\* **Section 48/1.** All offences under Chapter I of this Act which are only punishable by a fine may be settled, by way of payment of a fine, by Director-General of the Department of Business Development or a person entrusted by Director-General of the Department of Business Development; and, upon payment of the fine by the offender, the case shall be deemed settled under the Criminal Procedure Code.

If the offender fails to consent to the settlement or, upon consent thereto, fails to pay the fine within the time specified, legal proceedings shall be continued.

\*\*\*\* **Section 48/2.** The Minister of Commerce shall have charge and control of the execution of the provisions of this Chapter.

## CHAPTER II

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### OFFENCES RELATED TO ASSOCIATIONS AND FOUNDATIONS

**Section 49.** Any person who uses the expression “Association” as part of a name in a seal, a name board, a letter, a notice or any other document related to business without forming a registered association under the Civil and Commercial Code or under any other law shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until discontinuance of such use, unless such use is made in the registration related to the formation of an association or in the translation of foreign-language characters into Thai characters with the foreign-language characters being displayed together therewith.

**Section 50.** Any person who, in carrying out the business of any group of persons, does any act to cause any other person to believe that such business is a registered association under the Civil and Commercial Code shall be, if such act is likely to cause loss to any other person or the public, liable to imprisonment for a term not exceeding two years or to a fine not exceeding forty thousand Baht or to both.

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\* As amended by section 3 (9) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\* As amended by section 3 (4) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\* As amended by section 3 (6) of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 2), B.E. 2535 (1992).

\*\*\*\* As added by section 5 of the Act Prescribing Offences Related to Registered Partnerships, Limited Partnerships, Limited Companies, Associations and Foundations (No. 4), B.E. 2551 (2008).



**Section 51.** Any person who becomes a member of any group of persons which, by its name used, holds itself out as an association, knowingly that it is an association not registered under the Civil and Commercial Code, shall be liable to a fine not exceeding one thousand Baht.

**Section 52.** Any association which fails to comply with section 80 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until due compliance with legal requirements.

**Section 53.** Any association which fails to register alterations of or additions to its regulations with the Registrar within the time prescribed under section 84 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

**Section 54.** Any association which fails to register the appointment or alteration of its directors with the Registrar within the time prescribed under section 85 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

**Section 55.** Any association which fails to allow its member to inspect its business and property under section 89 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

**Section 56.** Any director of an association who operates the business of the association in contravention of its objects shall be, if the operation of such business endangers public peace or national security, liable to imprisonment for a term not exceeding three years or to a fine not exceeding sixty thousand Baht or to both.

**Section 57.** In the case where the Committee of an association fails to notify the Registrar of the dissolution of the association within the time prescribed in section 105 of the Civil and Commercial Code, each director of such association shall be liable to a fine not exceeding ten thousand Baht, unless the director of such association proves that the failure to give the notification has not resulted from his action.

**Section 58.** Any person who distributes the remaining assets of an association after its liquidation to its member or transfers such assets to other persons in contravention of section 107 of the Civil and Commercial Code shall be liable to imprisonment for a term not exceeding one year or to a fine not exceeding twenty thousand Baht or to both.

**Section 59.** Any person who continues to hold himself out as being a director or member of an association knowingly that the Registrar has struck the name of such association off the register in accordance with section 102 of the Civil and Commercial Code or that the Court has given an order for dissolution of the association in accordance with section 104 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht.

**Section 60.** Any person who uses the expression "Foundation" as part of a name in a seal, a name board, a letter, a notice or any other document related to business without forming a registered foundation under the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until discontinuance of such use, unless such use is made in the registration related to the formation of a foundation or in the translation of foreign-language characters into Thai characters with the foreign-language characters being displayed together therewith.

**Section 61.** Any person who, in carrying out business, does any act to cause any other person to believe that such business is a registered foundation under the Civil and Commercial Code shall be, if such act is likely to cause loss to any other person or the public, liable to imprisonment for a term not exceeding two years or to a fine not exceeding forty thousand Baht or to both.

**Section 62.** Any foundation which fails to comply with section 113 of the Civil and Commercial Code shall be liable to a fine not exceeding twenty thousand Baht and to an additional fine at a daily rate not exceeding five hundred Baht until due compliance with legal requirements.

**Section 63.** Any foundation which fails to register the appointment or alteration of its directors with the Registrar within the time prescribed under section 125 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

**Section 64.** Any foundation which fails to register the amended regulations with the Registrar within the time prescribed under section 126 of the Civil and Commercial Code shall be liable to a fine not exceeding ten thousand Baht.

**Section 65.** Any person who violates or fails to comply with the order of the Registrar or the competent official given under section 128 paragraph one (1) of the Civil and Commercial Code or fails to facilitate the performance of duties of the Registrar or the competent official in the course of the inspection of the business of the foundation under section 128 paragraph one (2) of the Civil and Commercial Code shall be liable to imprisonment for a term not exceeding one month or to a fine not exceeding ten thousand Baht or to both.

**Section 66.** Any director of a foundation who operates the business of the foundation in contravention of its objects shall be, if the operation of such business is likely to endanger public peace or national security, liable to imprisonment for a term not exceeding three years or to a fine not exceeding sixty thousand Baht or to both.

**Section 67.** In the case where the Committee of a foundation fails to notify the Registrar of the dissolution of the foundation within the time prescribed in section 132 of the Civil and Commercial Code, each director of such foundation shall be liable to a fine not exceeding ten thousand Baht, unless the director of such foundation proves that the failure to give the notification has not resulted from his action.

**Section 68.** Any person who transfers the remaining assets of a foundation after its liquidation to other persons in contravention of section 134 of the Civil and Commercial Code shall be liable to imprisonment for a term not exceeding one year or to a fine not exceeding twenty thousand Baht or to both.

**Section 69.** The provisions of section 31 to section 42 shall apply to persons responsible for the operation of the business of an association or a foundation *mutatis mutandis*.

Countersigned by:

Field Marshal P. Piboonsongkram

Prime Minister

**Note:** - The reason for the promulgation of this Act is as follows. Whereas the offences related to registered partnerships, limited partnerships, limited companies, associations and foundations which form part of the Penal Law R.E. 127 shall be repealed by the Act Promulgating the Penal Code, B.E. 2499 (1956) and the new draft Penal Code does not contain provisions on such offences and, in addition, in foreign law, offences related to registered partnerships, limited partnerships, limited companies, associations and foundations are not incorporated into the Penal Code, it is therefore expedient to provide such offences in a separate Act.