

**ACT DETERMINING OFFENCES RELATING TO THE REGISTER PARTNERSHIP,  
LIMITED PARTNERSHIP, LIMITED COMPANY, ASSOCIATION,  
AND FOUNDATION, B.E. 2499 (1956)**

**Translation**

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 offence relating to the registered partnership, limited partnership, limited company, association, and foundation;

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

**Section 1**

This Act is called the "Act Determining Offence Relating to Registered Partnership, Limited Partnership, Limited Company, Association, and Foundation, B.E. 2499".

**Section 2**

This Act shall come into force as from the 1st day of January B.E. 2500 (1957)

**Part 1**

**Offences Relating to the Registered Partnership,  
Limited Partnership and Limited Company**

**Section 3**

A registered partnership or limited partnership, as the case may be, expresses its name on its commercial seal, sign name, brochure, letter, notification or other documents relating to its business;

- (1) in Thai without the word "registered partnership" or "limited partnership" as the case may be;
- (2) in other languages without words or phrases which mean "registered partnership" or "limited partnership," as the case may be, according to the notification of the Ministry of Commerce; shall be liable to a fine for not exceeding fifty thousand Baht and shall be fined for not exceeding five hundred Baht daily until the requirements under this Section have been fulfilled.

**Section 4**

A person who expresses his or her name or trade name with Thai words "registered partnership" or "limited partnership," or with foreign words having the same meaning, on his or her commercial seal, sign name, brochure, letter, notification or other documents relating to his or her business whereby he or she is not registered partnership or limited partnership, except for the purpose of registration, shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until stop doing such that or until the requirements under this section have been fulfilled.

## **Section 5**

A limited company, except Bank, expresses its name in its commercial seal, sign name, brochure, letter, notification or any other document relating to its business;

- (1) in Thai without the word "company" in front of its name and the word "limited" after its name;
- (2) in other languages without words or phrases which means "limited company" according to notification of the Ministry of Commerce, shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until stop doing such that or the requirements under this section have been fulfilled.

## **Section 6**

A person who expresses his or her name or trade name with Thai words "company limited," "company," or "limited," or with foreign words or phrases having the same meaning, on his or her commercial seal, sign name, brochure, letter, notification or any other document relating to his or her business whereby he or she is not limited company, except for the purpose of registration or in the prospectus, shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until stop doing such that or the requirements under this section have been fulfilled.

## **Section 7**

A limited company, which sells the forfeited share by auction but does not apply the proceeds to the payment of the call and interest due, or does not return the surplus to the shareholders under Section 1125 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

## **Section 8**

A limited company, which does not deliver a certificate to each shareholder for the share held by him or collect fee for that purpose for more than rate as determined by Section 1127 of the Civil and Commercial Code, or its certificate does not comply with Section 1128 of the Civil and Commercial Code, shall be liable to a fine for not exceeding ten thousand Baht.

## **Section 9**

A limited company, which fails to issue certificate to bearer under Section 1134 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

## **Section 10**

Any limited company, which does not have a register of shareholders under Section 1138 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

## **Section 11**

A limited company, which does not keep a register of shareholders or does not open a register to inspection by the shareholders under Section 1139 paragraph one of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

## **Section 12**

A limited company, which owns its own shares or take them in pledge as prohibited by Section 1143 of the Civil and Commercial Code, shall be liable to a fine for not exceeding one hundred thousand Baht.

## **Section 13**

A limited company, which fails to register under Section 1146, Section 1157, Section 1228, Section 1239, or Section 1241 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 14**

Any limited company, which does not have registered office, or do not notify the Registrar for changing of registered office under Section 1148 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 15**

A limited company, which fails to print or mention the capital under Section 1149 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 16**

A limited company, which fails to call general meeting according to Section 1171 paragraph one of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 17**

A limited company which fails to publish notice of the summon of every general meeting, or fails to send such notice by post to every shareholders, or fails to specify the place, the day and the hour of meeting and the nature of the business to be transacted in such notice as prescribed in Section 1175 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 18**

A limited company which:

- (1) fails to make the balance-sheet under Section 1196 of the Civil and Commercial Code;
- (2) fails to send the balance-sheet to the auditor for examination, fail to propose the balance-sheet to the general meeting for approval, fails to submit the balance-sheet to every person entered in the register of shareholders, fails to keep the balance-sheet under Section 1197 of the Civil and Commercial Code; or
- (3) fails to sell the copy of its latest balance-sheet to requested person under Section 1199 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 19**

A limited company, which fails to distribute the dividend under Section 1201 or Section 1202 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

Any money, which is distributed to any shareholder as the company shareholders, except money paid for a call, shall be deemed as the dividend under this Section.

#### **Section 20**

A limited company, which fails to make a notice of any dividend that may have been declared under Section 1204 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 21**

A limited company, which fails to offer its new shares to the shareholders under Section 1222 of the Civil and Commercial Code, shall be liable to a fine for not exceeding twenty thousand Baht.

#### **Section 22**

A limited company which fails to publish in newspaper, or sends to all creditors, a notice for proposal to reduce its capital under Section 1226 paragraph one of the Civil and Commercial Code, or fails to proceed with the reduction of its capital under Section 1226

paragraph three of the Civil and Commercial Code, shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 23**

A limited company, which fails to issue the debentures under Section 1229 of the Civil and Commercial Code, shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 24**

A limited company, which fails to publish in newspapers, or send to all creditors, a notice for amalgamation under Section 1240 paragraph one of the Civil and Commercial Code, or fails to proceed with the amalgamation of limited company under Section 1240 paragraph three of the Civil and Commercial Code, shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 25**

In the case where a limited company commits an offence under Section 7 to Section 24, a director or any person who is responsible for the carrying out of business of such limited company shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 26**

A director of a limited company who fails to send the Registrar a copy of the list of all persons who are shareholders and those who have ceased to be shareholders under Section 1139 paragraph two of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

### **Section 27**

A director of a limited company who fails to summon the extraordinary meeting under Section 1172 paragraph two or Section 1174 paragraph one of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

### **Section 28**

A director of a limited company who fails:

- (1) to send a copy of a balance-sheet to the Registrar under Section 1199 paragraph two of the Civil and Commercial Code;
- (2) to keep an account under Section 1206 of the Civil and Commercial Code; or
- (3) to provide a minute of all proceeding and resolutions of meeting, or to keep the book of record under Section 1207 of the Civil and Commercial Code, shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 29**

A limited company which fails to make the notice inviting the shareholders to subscribe for its new shares under Section 1223 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

### **Section 30**

A shareholder who accepts or agrees to accept the special benefit for himself or herself or for other persons in response of his voting or abstaining in the general meeting of a limited company shall be liable to a fine for not exceeding ten thousand Baht.

Any person who gives or promises to give the special benefit to the shareholders in response of his or her voting or abstaining in the general meeting of a limited company shall be liable to the same penalty.

### **Section 31**

An auditor of the registered partnership, limited partnership, or limited company who certifies an incorrect balance sheet or account, or makes false report, shall be liable to imprisonment for a term not exceeding one year, or to a fine for not exceeding twenty thousand Baht, or to both.

### **Section 32**

A liquidator of the registered partnership, limited partnership, or limited company who fails to comply with Section 1253 of the Civil and Commercial Code shall be liable to a fine for not exceeding eighty thousand Baht.

### **Section 33**

A liquidator of the registered partnership, limited partnership, or limited company who fails to register under Section 1254, Section 1258, Section 1262 or Section 1270 paragraph two of the Civil and Commercial Code shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 34**

A liquidator of the registered partnership, limited partnership, or limited company who fails to apply to the Court under Section 1266 of the Civil and Commercial Code shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 35**

A liquidator of the registered partnership, limited partnership, or limited company who fails:

- (1) to make a balance-sheet or summon the general meeting under Section 1255 of the Civil and Commercial Code;
- (2) to make or open the report under Section 1267 of the Civil and Commercial Code;
- (3) to make the report, summon the general meeting, or give explanation relating to the affairs of the partnership or company under Section 1270 paragraph one of the Civil and Commercial Code; or
- (4) to deposit an account and documents under Section 1271 paragraph one of the Civil and Commercial Code, shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 36**

A liquidator of the registered partnership, limited partnership, or limited company who fails to summon the general meeting, make a report, or give an explanation of details under Section 1268 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

### **Section 37**

A liquidator of the registered partnership, limited partnership, or limited company who fails to divide properties of the partnership or the company under Section 1269 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht.

### **Section 38**

A director or a liquidator of the limited company who, in bad faith, makes false statement or conceal the truth relating to financial status of the company to the general meeting shall be liable to a fine for not exceeding fifty thousand Baht.

### **Section 39**

Any person having responsibility in the carrying out of business of the registered partnership, limited partnership, or limited company who takes away, causes damage, destroys, vitiates, or renders useless of property in which such juristic person pledge to the pledgee, and such act cause damage to the pledgee, shall be liable to imprisonment for a term not exceeding three years, or to a fine for not exceeding sixty thousand Baht, or both.

### **Section 40**

Any person having responsibility in the carrying out of business of the registered partnership, limited partnership, or limited company who knows whether the creditor of

such juristic person, or the creditor of other persons performing as the creditor of such juristic person, institute or is going to institute his or her claim to the Court, and, with an intention to cause damage to the creditor:

- (1) move, conceal, or transfer to other persons of property of such juristic person; or
- (2) make such juristic person to have unreal obligation, shall be liable to imprisonment for a term not exceeding three years, or to a fine for not exceeding sixty thousand Baht, or to both.

#### **Section 41**

Any person having responsibility for the carrying out of business of the registered partnership, limited partnership, or limited company who, for unlawful benefit of him or her or other persons, acts or refrains from acting something which cause damage to such juristic person shall be liable to a fine for not exceeding sixty thousand Baht.

#### **Section 42**

In the case where a person who is responsible for the carrying out of business of the registered partnership, limited partnership, or limited company, acts or consents to act, with an intention to deceive partnership, company, each partner of partnership, or shareholders about their untrue benefits, whereby such acts:

- (1) cause damage, destroy, change, cut off, or falsify of the accounts, documents, or securities of the partnership or company or in relating to the partnership or company ;
- (2) make false statements or omit to record important substances in the accounts or documents of partnership or company or in relating to partnership or company, shall be liable to imprisonment for a term not exceeding seven years, or to a fine for not exceeding one hundred and forty thousand Baht, or to both.

#### **Section 43**

A person who fails to invite public to subscribe for its shares under Section 1102 of the Civil and Commercial Code shall be liable to a fine for not exceeding fifty thousand Baht.

#### **Section 44**

Repealed

#### **Section 45**

Repealed

#### **Section 46**

A person who, in public, makes false statement or conceals important statement by referring to a person, position, account, report, or affairs of the registered partnership, limited partnership, or limited company, with the following purposes:

- (1) to deceive the interested party in such partnership or company about their lawful benefits; or
- (2) to invite other persons in order to be partners or to subscribe as shareholders or to give or submit property to such partnership or company or to be guarantor of such partnership or company or to give security for such partnership or company, shall be liable to imprisonment for a term not exceeding three years, or to a fine for not exceeding sixty thousand Baht, or to both.

#### **Section 47**

A person who attends and votes or abstains voting in the statutory or general meeting of the company by deceiving that he or she is a promoter, shareholder, or person entrusted by the promoter or shareholder shall be liable to a fine for not exceeding ten thousand Baht.

A person who gives aid to a person under paragraph one by giving him documents of subscription or certificates shall be liable to the same penalty.

#### **Section 48**

A person who, in bad faith, determines value of services or properties contributed to the registered partnership, limited partnership, or limited company higher than their real value shall be liable to a fine for not exceeding fifty thousand Baht.

### **Part II**

#### **Offences Relating to an Association and Foundation**

#### **Section 49**

A person, who is not an association registered under the Civil and Commercial Code or other laws, expresses the word "association" with his or her name on his or her commercial seal, sign name, brochure, letter, notification or any other documents relating to his or her business, except for the purpose of registration or translation from foreign language into Thai with foreign alphabets thereon, shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until stop doing such that.

#### **Section 50**

A person who carries out business of a group of person by deceiving other persons that the business thereof is the business of an association registered under the Civil and Commercial Code, and such deceiving may cause damage to other persons or public, shall be liable to imprisonment for a term not exceeding two years, or to a fine for not exceeding forty thousand Baht, or to both.

#### **Section 51**

A person with knowledge that a group of person named association in which he or she is a member is not an association registered under the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

#### **Section 52**

An association, which fails to comply with Section 80 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until the requirements under that Section have been fulfilled.

#### **Section 53**

An association, which fails to register an amendment of its regulations within a period as prescribed in Section 84 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

#### **Section 54**

An association, which fails to register an appointment of the new member of the Board of Directors or any change of the Board of Directors within a period as prescribed in Section 85 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

#### **Section 55**

An association, which refuses the request of its members to examine into condition of its business and property under Section 89 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

### **Section 56**

A director of an association who carries out business of the association beyond its objectives, and such business may cause damage to good moral or public order or the security of the State, shall be liable to imprisonment for a term not exceeding three years, or to a fine for not exceeding sixty thousand Baht, or to both.

### **Section 57**

In the case where the Board of Directors fail to notify the dissolution of the association to the Registrar within a period as prescribed in Section 105 of the Civil and Commercial Code, each director shall be liable to a fine for not exceeding ten thousand Baht, except where he or she can prove that the failure to do so is not his or her mistake.

### **Section 58**

A person who fails to comply with Section 107 of the Civil and Commercial Code by, after liquidation, distributing the remaining assets to members of the association, or transferring such assets to other persons, shall be liable to imprisonment for a term not exceeding one year, or to a fine for not exceeding twenty thousand Baht, or to both.

### **Section 59**

A person who, after the Registrar withdraw the name of the association from the register under Section 102 of the Civil and Commercial Code or the Court have an order dissolving the association under Section 104 of the Civil and Commercial Code, expresses that he or she is a director or a member of the withdrawn or dissolved association shall be liable to a fine for not exceeding twenty thousand Baht.

### **Section 60**

A person who is not a foundation registered under the Civil and Commercial Code but express the word "foundation" with his or her name on his or her commercial seal, sign name, brochure, letter, notification or other documents relating to his or her business, except for the purpose of registration or translation from foreign language into Thai with foreign alphabets thereon, shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until stop doing such that.

### **Section 61**

A person who carries out any business by deceiving other persons that such business is the business of a foundation registered under the Civil and Commercial Code, and such deceiving may cause damage to other persons or public, shall be liable to imprisonment for a term not exceeding two years, or to a fine for not exceeding forty thousand Baht, or to both.

### **Section 62**

A foundation, which fails to comply with Section 113 of the Civil and Commercial Code shall be liable to a fine for not exceeding twenty thousand Baht and shall be fined for not exceeding five hundred Baht daily until the requirements under that Section have been fulfilled.

### **Section 63**

A foundation, which fails to register an appointment of the new Board of Director or any change thereof to the Registrar within a period as prescribed in Section 125 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.

### **Section 64**

A foundation, which fails to register an amendment of its regulations within a period as, prescribed in Section 126 of the Civil and Commercial Code shall be liable to a fine for not exceeding ten thousand Baht.



### **Section 65**

A person who fails to comply with an order of the Registrar or the competence official made under Section 128 paragraph one (1) of the Civil and Commercial Code, or fails to facilitate the Registrar or the competence official who inspect the management 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 for not exceeding ten thousand Baht, or to both.

### **Section 66**

A director of a foundation who carries out business of the foundation beyond its objectives and such business may cause damage to good moral or public order or the security of the State shall be liable to imprisonment for a term not exceeding three years, or to a fine for not exceeding sixty thousand Baht, or both.

### **Section 67**

In the case where the Board of Directors fail to notify the dissolution of the foundation to the Registrar within a period as prescribed in Section 132 of the Civil and Commercial Code, each director shall be liable to a fine for not exceeding ten thousand Baht, except where he or she can prove that the failure to do so is not his or her mistake.

### **Section 68**

A person who fails to comply with Section 134 of the Civil and Commercial Code by, after liquidation, transferring the remaining assets of the foundation to other persons shall be liable to imprisonment for a term not exceeding one year, or to a fine for not exceeding twenty thousand Baht, or to both.

### **Section 69**

The provisions of Section 31 to Section 42 shall be applied mutatis mutandis to any person who is responsible for the carrying out business of the association or foundation.

Countersigned by

Filed Marshal P. Pibulsongkram

Prime Minister

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