

CIVIL AND COMMERCIAL CODE

SPECIFIC CONTRACTS

Alterations made in the text printed 1919
as finally agreed between Dr. James and
the Commission.

(fifth and last instalment: sections 1129 up to
the end)

Submitted
to the Revising Committee
October 1923.

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1129. - A contract for the organization of a
partnership or company..... etc.

1139. - Until such publication has been made,
no advantage ~~can~~ may be, etc.

However, the partner or shareholder who,
and the partnership or company which, etc.

1148. -
..... ~~can~~ may be made except by the
consent of all the partners unless there is
~~be~~ an agreement to the contrary.

1149. -
..... provided that no partner ~~can~~
may enter into a contract to which another
partner objects.

In such case, ~~every~~ each partner is a
managing partner.

1151. -
..... no managing partner ~~can~~ may do etc.

1152. - Managing partners ~~can~~ may be removed
from their position only by the consent of
all the other partners, unless there ~~be~~ is
an agreement to the contrary.

1129. - A contract for the organization of a
partnership or company etc.

[Sec.1012](#)

1139. - Until such publication has been made,
no advantage ~~can~~ may be, etc.

[Sec.1023](#)

However, the partner or shareholder who,
and the partnership or company which, etc.

1148. -
..... ~~can~~ may be made except by the
consent of all the partners unless there is
~~be~~ an agreement to the contrary.

[Sec.1032](#)

1149. -
..... provided that that no partner ~~can~~
may enter into a contract to which another
partner objects.

[Sec.1033](#)

In such case, ~~every~~ each partner is a
managing partner.

1151. -
..... no managing partner ~~can~~ may do etc.

[Sec.1035](#)

1152. - Managing partners ~~can~~ may be removed
from their position only by the consent of
all the other partners, unless there ~~be~~ is
an agreement to the contrary.

[Sec.1036](#)

1153. -
 ~~every~~ each non-managing partner etc.
1154. - No partner ~~can~~ may etc.
1157. -
 unless there ~~be~~ is etc.
1163. -
 unless there ~~be~~ is etc.
1165. - A partner ~~can~~ may etc.
1179. -

 5) The names of the managing partners,
~~if only some~~ in case fewer than all of the
 partners have been appointed as such etc.
1189. -
 the creditors of a partner ~~can~~
may etc.. After dissolution they ~~can~~ may etc.
1191. - When a registered partnership has de-
 cided to amalgamate, the partnership must

1153. —  [Sec.1037](#)
 ~~every~~ each non-managing partner etc.
1154. — No partner ~~can~~ may etc.  [Sec.1038](#)
- 1157.—  [Sec.1040](#)
 unless there ~~be~~ is etc.
1163. —  [Sec.1046](#)
 unless there ~~be~~ is etc.
1165. — A partner ~~can~~ may etc.  [Sec.1048](#)
1179. —  [Sec.1064](#)

 5) The names of the managing partners,
~~if only some~~ in case fewer than all of the
 partners have been appointed as such etc.
1189. —  [Sec.1072](#)
 the creditors of a partner ~~can~~
may etc. After dissolution they ~~can~~ may etc.
1191. — When a registered partnership has de-
 cided to amalgamate, the partnership must  [Sec.1074](#)

publish twice at least in a local etc.

.....
.....

If an objection is raised, the partnership ~~can~~ may not proceed etc.

1194. - A limited partnership is that kind of partnership in which ~~is entered between~~ there are:

Etc.

1204. - No dividend or interest ~~can~~ may be etc.
If the capital of the partnership has been reduced by losses, no dividend or interest ~~can~~ may be etc.

Etc.

1229. - To add a second paragraph as follows:

"They shall, at least seven days before the day on which the meeting is to be held, forward to the subscribers a statutory report containing all particulars of the business to be transacted at the statutory meeting under the following section. Copy of the same shall be forwarded at the same time to the Registrar."

1230. - No. 5) To delete the words "otherwise than in money".

publish twice at least in a local etc.

If an objection is raised, the partnership ~~can~~ may not proceed etc.

1194. - A limited partnership is that kind of partnership in which ~~is entered between~~ there are:

Etc.

1204. - No dividend or interest ~~can~~ may be etc.
If the capital of the partnership has been reduced by losses, no dividend or interest ~~can~~ may be etc.

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"They shall, at least seven days before the day on which the meeting is to be held, forward to the subscribers a statutory report containing all particulars of the business to be transacted at the statutory meeting under the following section. Copy of the same shall be forwarded at the same time to the Registrar."

1230. - No. 5) To delete the words "otherwise than in money".

[Sec.1077](#)

[Sec.1084](#)

[Sec.1107](#)

[Sec.1108](#)

1231. - First paragraph redrafted as follows:

"A promoter or subscriber cannot take part in the vote if he has in the question. a special interest".

1232. -
.....

The directors shall thereupon cause the promoters and subscribers to pay forthwith ~~pay~~ etc.

1242. -
....., any interested person ~~can~~ may enter a claim for compensation against the promoters of the Company and ~~can~~ may ask etc.

1258. -
.....
5) The name of the shareholder or a ~~mention~~ statement that the certificate is to bearer.

1261. - The company ~~can~~ may etc.

1264. -
.....

1231. - First paragraph redrafted as follows:

"A promoter or subscriber cannot take part in the vote if he has in the question. a special interest".

1232. -
.....

The directors shall thereupon cause the promoters and subscribers to pay forthwith ~~pay~~ etc.

1242. -
....., any interested person ~~can~~ may enter a claim for compensation against the promoters of the Company and ~~can~~ may ask etc.

1258. -
.....
5) The name of the shareholder or a ~~mention~~ statement that the certificate is to bearer.

1261. - The company ~~can~~ may etc.

1264. -
.....

 [Sec.1109](#)

 [Sec.1110](#)

 [Sec.1115](#)

 [Sec.1128](#)

 [Sec.1130](#)

 [Sec.1133](#)

- 1) No transferor shall be liable etc.
- 2) No transferor shall be liable etc.

1270. - Every ~~registered~~ limited company etc.

1271. - To add a third paragraph as follows:

"It shall be the duty of the directors to send once at least in every year to the Registrar, and not later than on the fourteenth day after the ordinary meeting, a copy of the list of all persons who are shareholders at the time of such meeting and of those who have ceased to be shareholders since the date of the last ordinary meeting. Such list shall include all the particulars specified in the foregoing section".

1283. - At the first ordinary ~~meeting~~ after the registration of the company and at the first ordinary ~~meeting~~ etc.

1301. - Claims against the directors for compensation for injury caused by them to the company ~~can~~ may etc.

1304. - ~~and paragraph~~ Such meeting is called an ordinary ~~meeting~~.

1) No transferor shall be liable etc.

2) No transferor shall be liable etc.

1270. - Every ~~registered~~ limited company etc.

[Sec.1138](#)

1271. - To add a third paragraph as follows:

[Sec.1139](#)

"It shall be the duty of the directors to send once at least on every year to the Registrar, and not later than on the fourteenth day after the ordinary meeting, a copy of the list of all persons who are shareholders at the time of such meeting and of those who have ceased to be shareholders since the date of the last ordinary meeting. Such list shall include all the particulars specified in the foregoing section".

1283. - At the first ordinary ~~general~~ meeting after the registration of the company and at the first ordinary ~~general~~ meeting etc.

[Sec.1152](#)

1301. - Claims against the directors for compensation for injury caused by them to the company ~~can~~ may etc.

[Sec.1169](#)

1304. - Second paragraph: Such meeting is called an ordinary ~~general~~ meeting.

[Sec.1171](#)

1305. - The directors ~~can~~ may etc.

1306. - Extraordinary ~~general~~ meetings must be etc.

1307. - Whenever a requisition for the summoning of an extraordinary ~~general~~ meeting etc.

1311. - A ~~general~~ meeting ~~can~~ may not etc.

1313. -
.....
..... the shareholders present
~~can~~ may etc.

1314. -
..... no business ~~can~~ may be etc.

1315. - ~~Every~~ Each shareholder has one vote for ~~every~~ each share held by him.

1318. - Redrafted as follows:

"A shareholder who has in a resolution a special interest cannot vote on such resolution."

1305. - The directors ~~can~~ may etc.

[Sec.1172](#)

1306. - Extraordinary ~~general~~ meeting must be etc.

[Sec.1173](#)

1307. - Whenever a requisition for the summoning of an extraordinary ~~general~~ meeting etc.

[Sec.1174](#)

1311. - A general meeting ~~can~~ may not etc.

[Sec.1178](#)

1313. -
.....

[Sec.1180](#)

..... the shareholders present
~~can~~ may etc.

1314. -
.....no business ~~can~~ may be etc.

[Sec.1181](#)

1315. - ~~Every~~ Each shareholder has one vote for ~~every~~ each share held by him.

[Sec.1182](#)

1318. - Redrafted as follows:

[Sec.1185](#)

"A shareholder who has in a resolution a special interest cannot vote on such resolution."

1319. - Holders of certificates to bearer ~~may~~
may not etc.

1320. - ~~Every~~ Any shareholder may vote by proxy
provided the power given to such proxy ~~is~~ is
in writing.

1320. - No. 1) To say:
"..... to confirm the directors or man-
aging partners....."

1320. -
....., provided that the ap-
plication ~~is~~ is entered within one month after
the date of the resolution.

1333. - On submitting the balance-sheet etc.

1334. - To add a second paragraph, as follows:
"It shall be the duty of the directors
to send to the Registrar a copy of every
balance-sheet, not later than one month
after it has been adopted by the general
meeting."

1344. - The auditors shall be elected every year
by the ordinary ~~general~~ meeting.

1319. - Holders of certificates to bearer ~~can~~
may not etc. [Sec.1186](#)

1320. - ~~Every~~ Any shareholder may vote by proxy
provided the power given to such proxy ~~is~~ is
in writing. [Sec.1187](#)

1392. - No. 1) To say:
"..... to confirm the directors or man-
aging partners....." [Sec.1256](#)

1330. -
....., provided that the ap-
plication ~~is~~ is entered within one month after
the date of the resolution. [Sec.1195](#)

1333. - On submitting the balance-sheet etc. [Sec.1198](#)

1334. - To add a second paragraph, as follows:
"It shall be the duty of the directors
to send to the Registrar a copy of every
balance-sheet, not later than one month
after it has been adopted by the general
meeting." [Sec.1199](#)

1344. - The auditors shall be elected every year
by the ordinary ~~general~~ meeting. [Sec.1209](#)

1346. - "..... summon an extraordinary ~~general~~ meeting.....".

1348. -
..... He can in relation to with
regard to such books and accounts he may
examine etc.

1349. - The auditors must make a report to the
ordinary ~~general~~ meeting.....etc.

1350. -
.....
The Minister may, before appointing any
such inspector, may require etc.

1355. - A limited registered company etc.

1356. - No new shares of a ~~registered~~ limited
company can may be etc.

1359. -
.....
7); such
amount can may not be etc.

1346. - "..... Summon extraordinary
~~general~~ meeting ".

1348. -
..... He can in relation to with
regard to such books and accounts he may
examine etc.

1349. - The auditors must make a report to the
ordinary ~~general~~ meeting.....etc.

1350. -
.....
The Minister may, before appointing any
such inspector, may require etc.

1355. - A limited registered company etc.

1356. - No new shares of a ~~registered~~ limited
company can may be etc.

1359. -
.....
7); such
amount can may not be etc.

[Sec.1211](#)

[Sec.1213](#)

[Sec.1214](#)

[Sec.1215](#)

[Sec.1220](#)

[Sec.1221](#)

[Sec.1223](#)

1360. - A limited company ~~can~~ may etc.

1361. - The capital of the company ~~can~~ may
not etc.

1362. - To say:
"..... seven times at least etc."

1365. -
..... must be registered by the
company within fourteen days after its date
by the care of the company.

1366. - Debentures ~~can~~ may not etc.

1367. - The total amount of debentures ~~can~~ may
not etc.
If the capital,
the total amount of debentures ~~can~~ may not
etc.

1368. - The amount of a debenture ~~can~~ may not
etc.

1372. - The provisions of sections 1256 to 1261,
inclusive, and 1263 to 1268, inclusive, etc.

1360. - A limited company ~~can~~ may etc.

[Sec.1224](#)

1361. - The capital of the company ~~can~~ may
not etc.

[Sec.1225](#)

1362. - To say:
"..... seven times at least etc."

[Sec.1226](#)

1365. -
..... must be registered by the
company within fourteen days after its date
by the care of the company.

[Sec.1228](#)

1366. - Debentures ~~can~~ may not etc.

[Sec.1229](#)

1367. - The total amount of debentures ~~can~~ may
not etc.
If the capital,
the total amount of debentures ~~can~~ may not
etc.

[Sec.1230](#)

1368. - The amount of a debenture ~~can~~ may not
etc.

[Sec.1231](#)

1372. - The provisions of sections 1256 to 1261,
inclusive, and 1263 to 1268, inclusive, etc.

[Sec.1234](#)

1372. - ~~Every~~ Each certificate
 sub-sections 1 to 5, inclusive, of
 section 1370.

1374. - (Suggestion by the Commission) To add -
final paragraphs as follows:

"4) if the number of the shareholders is
 reduced to less than seven.

However, in the case of default in filing
 the statutory report or in holding the sta-
 tutory meeting, the Court may, instead of dis-
 solving the company, direct that the statu-
~~report be filed or the statutory~~
 tory meeting be held as it may think fit."

1375. - A limited company ~~can~~ may not etc.

1377. - To say:
 "..... seven times at least etc."

1389. - No. 1) To say:
 "..... advertisement at least etc."

1392. - No. 2) To say:
 "To adopt the balance-sheet."

1373. - ~~Every~~ Each certificate
 sub-sections 1 to 8, inclusive, of
 section 1370.

👉 [Sec.1235](#)

1374. - (Suggestion by the Commission) To add
final paragraphs as follows:

👉 [Sec.1237](#)

"4) if the number of the shareholders is
 reduced to less than seven.

However, in the case of default in filing
 the statutory report or in holding the sta-
 tutory meeting, the Court may, instead of dis-
 solving the company, direct that the statu-
 tory report be filed or the statutory meeting
 be held as it may think fit."

1375. - A limited company ~~can~~ may not etc.

👉 [Sec.1238](#)

1377. - To say:
 "... seven times at least etc."

👉 [Sec.1240](#)

1389. - No. 1) To say:
 "..... advertisement at least etc."

👉 [Sec.1253](#)

1392. - No. 2) To say:
 "To ~~examine~~ adopt the balance-sheet."

👉 [Sec.1256](#)

1393. -

 Liquidators ~~shall~~ whether appointed by the
 Court or not etc.

1395. - No. 3) To say:
 "To sell the property of the etc."

1397. -

, no act of the liquidators is valid
~~except if~~ unless done by them jointly.

1401. - The liquidators ~~can~~ may require etc.

1401 - 1402. - To be joined in one and the same
section by the word "and".

1403. -
, the assets ~~shall be~~ are
 insufficient etc.

1404. -
 a report of their ~~dealings~~
activities etc.

1393. - [Sec.1257](#)

Liquidators ~~either~~ whether appointed by the
 Court or not etc.

1395. - No. 3) To say: [Sec.1259](#)

"To sell the ~~movable and immovable~~ property
 of the etc."

1397. - [Sec.1261](#)

....., no act of the liquidators is valid
~~except if~~ unless done by them jointly.

1401. - The liquidators ~~can~~ may require etc. [Sec.1265](#)

1401 - 1402. - To be joined in one and the same
section by the word "and". [Sec.1265](#)

1403. - [Sec.1266](#)

....., the assets ~~shall be~~ are
 insufficient etc.

1404. - [Sec.1267](#)

....., a report of their ~~dealings~~
activities etc.

1405. -
 a report of their ~~dealings~~
activities etc.

1410. - The provisions of sections 1205 to 1327,
inclusive, 1330 and 1342, inclusive, etc.

1414 bis. - (A new section suggested by the
 Commission).

Whoever being a promoter of a Limited
 Company, fails to comply with the provisions
 of section 1229 concerning the statutory re-
 port shall be punished with fine not exceed-
 ing one thousand baht.

1415. - If a ~~registered~~ limited company etc.

1418. -

 or section 1280 ~~providing how~~ concerning the
way in which the capital etc.

1419. - If a company acquires its own shares or
 takes them in pledge contrary to the provisions
of section 1294 etc.

1405. -
, a report of their ~~dealings~~
activities etc.

☞ [Sec.1268](#)

1410. - The provisions of sections 1205 to 1327,
inclusive, 1330 and 1342, inclusive, etc.

☞ [Sec.1273](#)

1414 bis. - (A new section suggested by the
 Commission).

☞ Sec.—

Whoever being a promoter of a Limited
 Company, fails to comply with the provisions
 of section 1229 concerning the statutory re-
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 ing one thousand baht.

1415. - If a ~~registered~~ limited company etc.

☞ Sec.—

1418. -

 or section 1280 ~~providing how~~ concerning the
way in which the capital etc.

☞ Sec.—

1419. - If a company acquires its own shares or
 takes them in pledge contrary to the provisions
of section 1294 etc.

☞ Sec.—

1424. — Redrafted as follows:

If default is made in complying with the provisions of sections 1271 and 1224 which concern the copies to be sent to the Registrar, or with any of the provisions of section 1289 etc.

1437. —
..... appear to be responsible persons whose ~~standing~~ position corresponds to the object and ~~importance~~ standing of the association.

1441. —
..... ~~can~~ may be made etc.

1446. — have to pay subscriptions, each subscription is due etc.

1451. — If a resolution has been passed ~~by an association~~ contrary to ~~its~~ the regulations of an association or etc.

1452. — 4) By a resolution to dissolve passed ~~by the association~~ in general meeting.

1424. — Redrafted as follows:

Sec.—

If default is made in complying with the provisions of sections 1271 and 1224 which concern the copies to be sent to the Registrar, or with any of the provisions of section 1289 etc.

1437. —
..... appear to be responsible persons whose ~~standing~~ position corresponds to the object and ~~importance~~ standing of the association.

Sec.1280

1441. —
..... ~~can~~ may be etc.

Sec.1283

1446. — have to pay subscriptions, ~~the whole of~~ each subscription is due etc.

Sec.1288

1451. — If a resolution has been passed ~~by an association~~ contrary to ~~its~~ the regulations of an association or etc.

Sec.1291

1452. — 4) By a resolution to dissolve passed ~~by the association~~ in general meeting.

Sec.1292

1458. - 2) If, for any reason whatsoever, the management of the association cannot be ~~any more managed~~ continued.

3) If the association or any of its members or managers acts contrary to law in pursuance of their common undertaking.

6) are not responsible persons whose standing position corresponds to the object and importance standing of the association.

1455. - Sections 1385 to 1388 inclusive, 1889 No. sub-section 1. 1390, 1392 to 1400 inclusive etc.

1459. - If the notification matters prescribed required by this Title XXIII to be registered are not made notified to the Registrar within the proper time, etc.

1462. - Cancelled.

1463. - Cancelled.

1464. - The Minister responsible for the local administration is empowered to issue Regulations in order to fix fees to be paid in respect of registration.

He is empowered also to grant an ex-

1453. - 2) If, for any reason whatsoever, the management of the association cannot be ~~any more managed~~ continued.

5) If the association or any of its members or managers acts contrary to law in pursuance of their common undertaking.

6) are not responsible persons whose standing position corresponds to the object and importance standing of the association.

1455. - Sections 1385 to 1388 inclusive, 1889 No. sub-section 1. 1390, 1392 to 1400 inclusive etc.

1459. - If the notification matters prescribed required by this Title XXIII to be registered are not made notified to the Registrar within the proper time, etc.

1462. - Cancelled.

1963. - Cancelled.

1464. - The Minister responsible for the local administration is empowered to issue Regulations in order to fix fees to be paid in respect of registration.

He is empowered also to grant an exemption of registration, or an exemption of payment of fees for registration to any association which shall appear to be established for the benefit of the public, such as philanthropic or religious associations.

Sec.1293

Sec.1294

Sec.—

Sec.—

Sec.—

Sec.1297

Schedule A (for section 324): see here-
after.

Schedule A to become Schedule B.

Schedule B to become Schedule C.

Schedule A (for section 324): see here-
after.

Schedule A to become Scpedule B.

Schedule E to become Schedule C.