



CIVIL AND COMMERCIAL CODE

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SPECIFIC CONTRACTS

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Alterations made in the text printed 1912  
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 1922.

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  
~~is~~ 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 ~~is~~ is  
an agreement to the contrary.

1153. - .....  
 ..... ~~if~~ each non-managing partner etc.

1154. - No partner ~~can~~ may etc.

1157. - .....  
 ..... unless there ~~is~~ is etc.

1163. - .....  
 ..... unless there ~~is~~ is etc.

1165. - A partner ~~can~~ may etc.

1179. - .....  
 .....

5) The names of the managing partners,  
 if ~~any~~ 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

publish twice at least in a local etc.

.....  
 .....

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

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

Etc.

1204. - No dividend or interest ~~shall~~ may be etc.

If the capital of the partnership has been reduced by losses, no dividend or interest ~~shall~~ 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. - โดย Shion (no. 5) To delete the words "otherwise than in money".

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 ~~person~~ statement that the certificate is to bearer.

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

1264. - .....  
.....

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

1201. - Claims against the directors for compensation for injury caused by them to the company ~~may~~ may etc.

1204. - ~~and~~ and paragraph Such meeting is called an ordinary ~~meeting~~ meeting.

1305. - The directors ~~can~~ may etc.
1306. - Extra<sup>a</sup>ordinary ~~extraordinary~~ meetings must be etc.
1307. - Whenever a requisition for the s<sup>o</sup>mm<sup>o</sup>ning of an extraordinary ~~extraordinary~~ meeting etc.
1311. - A ~~general~~<sup>gene-</sup>ral 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 re-  
 solution."

1319. - Holders of certificates to bearer ~~may~~  
may not etc.
1320. - ~~Any~~ 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....."
1330. - .....  
....., 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. - TUDC The auditors shall be elected every year  
by the ordinary ~~meeting~~ meeting.

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 ~~may~~ may be etc.

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

1260. - 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 ~~can~~ 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.

1272. - ~~Each~~ Each certificate .....  
 ..... sub-sections 1 to 5, inclusive, of  
 section 1270.

1274. - (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-  
<sup>report be filed or the statutory</sup>  
 tory meeting be held as it may think fit."

1275. - A limited company ~~may~~ may not etc.

1277. - To say:

"..... seven times at least etc."

1289. - No. 1) To say:

"..... advertisement at least etc."

1292. - No. 2) To say:

"To adopt the balance-sheet."

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  
~~shall~~ ~~not~~ unless done by them jointly.

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

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

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

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

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

1410. - The provisions of sections 1205 to 1227,  
inclusive, 1230 and 1242, 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 1220 concerning the statutory re-  
 port shall be punished with fine not exceed-  
 ing one thousand baht.

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

1418. - .....  
 .....  
 or section 1280 ~~prohibits~~ 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 1254 etc.

1424. - Redrafted as follows:

If default is made in complying with the provisions of sections 1271 and 1284 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. - .....  
 ..... ~~it~~ 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 ~~the~~ the regulations of an association or etc.

1457. - 4) By a resolution to dissolve passed ~~by the association~~ in general meeting.

1458. - 2) If, for any reason whatsoever, the  
~~management~~ of the association cannot be ~~any~~  
~~more~~ 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 per-  
 sons whose ~~standing~~ position corresponds to  
 the object and ~~appropriate~~ standing of the  
 association.

1455. - Sections 1385 to 1388 inclusive, 1389  
~~sub-section~~ sub-section 1. 1390, 1392 to 1400 in-  
clusive etc.

1459. - If the ~~provisions~~ matters prescribed  
 required by this Title ~~XXVII~~ to be registered  
 are not ~~made~~ notified to the Registrar with-  
 in the proper time, etc.

1462. - Cancelled.

1463. - Cancelled.

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

He is empowered also to grant an ex-

Schedule A (for section 224): see here-  
after.

Schedule A to become Schedule B.

Schedule B to become Schedule C.