

THE CONSTITUTION
OF THE
ASEAN AUTOMOTIVE FEDERATION
(AAF)

THE CONSTITUTION OF THE ASEAN AUTOMOTIVE FEDERATION

NAME & PURPOSE

1. The name of the organization is the ASEAN AUTOMOTIVE FEDERATION, and hereinafter referred to as AAF.

2. The AAF is an affiliate of the Asean Chamber of Commerce and Industry (ASEAN-CCI). It is the Regional Industry Club recognized by the ASEAN-CCI to represent the automotive business in ASEAN.

3. The objectives of the AAF are as follows :

a. To promote and encourage growth and development in the Automotive business through joint approaches, endeavours and actions amongst its members.

b. To foster and promote closer relationship and cooperation between and amongst the automotive business sectors in ASEAN.

c. To establish a coherent AAF perspective and voice on global and regional trade and investment affecting the Automotive business.

d. To provide guidance and advice to each Automotive business organization in dialogues and exchange of view between business representative and related government organization of each country.

e. To promote the compilation and circulation of statistics and other information relevant to the Automotive business.

f. To maintain close relationship and cooperation with regional and international organizations having similar aims and objectives.

MEMBERSHIP

1. The membership of AAF shall consist of constituent members, representing the automotive business community from each of the ASEAN member countries. Each constituent member shall be the national association or organization representing the automotive business community in that country.

COUNCIL

1. The affairs of AAF shall be managed by the Council which shall, unless otherwise determined by members in a general meeting, consist of the following officers :

- a. President
- b. Vice Presidents nominated by each constituent member
- c. Two to five nominees from each constituent member
- d. Secretary General

2. The President shall be elected by the Council from amongst the Vice Presidents and shall hold office for a period of two years.

3. The Secretary General shall be appointed by the Council for a period of two years.

4. The officers of the Council shall be citizens of Asean member countries.

PROCEEDINGS OF THE COUNCIL

1. The President, or in his absence a Vice-President nominated by those present at the Council Meeting, shall be the Chairman of the Council.

2. The decisions of the Council shall be arrived at by consensus with each nominated representative of each constituent member having one vote.

3. The quorum necessary for the transaction of the business of the Council shall be the attendance of nominees from at least four (4) constituent members.

4. The Council shall meet at least once a year or at such times as it may deem necessary.

POWERS AND DUTIES OF THE COUNCIL

1. The management of business and funds of the AAF shall be vested in the Council who, in addition to the powers given by these articles, may exercise such powers and do such acts and things as may be exercised or done by the AAF in General Meeting. Without prejudice to the

foregoing, the Council shall be empowered to make by-laws or rules for the conduct of its business.

2. The Council may establish any committee comprising of two or more persons for managing any of the affairs of the AAF and may lay down, vary or annul such rules and regulations as it may think fit for the conduct of business thereof.

GENERAL MEETINGS

1. The General Meeting shall be held once every two years.

2. The business of the General Meeting shall be to receive and consider the accounts and report of the Council and to nominate official representatives, appoint auditor(s) and to transact any other business which under these articles ought to be transacted at the General Meeting.

3. No business shall be transacted at a General Meeting unless all members are represented at the time when the meeting proceeds to business.

4. The decisions of the General Meeting shall be arrived at by consensus with each nominated representative of each constituent member having one vote each.

5. The President, or in his absence a Vice-President, shall preside as Chairman at every general meeting.

SECRETARIAT AND SECRETARY GENERAL

1. The Secretary General shall be the Chief Executive Officer of the Secretariat and is appointed by the Council on such terms and conditions and with such duties and powers as may be determined by the Council.

2. The location of the Secretariat shall be decided by the Council.

FINANCE

1. The income and property of AAF whensoever derived shall be applied solely towards the promotion of the objectives of AAF as set forth in Article 3 under heading Name & Purpose

2. True accounts shall be kept of the sums of moneys received and spent by the AAF. Once at least in every year the accounts of AAF shall be examined and the correctness of the financial statements ascertained by the duly appointed auditor(s).

3. The AAF shall be financed through subscriptions from constituent members. The amount of such subscriptions shall be determined by the Council from time to time.

4. Donations, grants and other monetary sponsorships may be accepted at the discretion of the Council.

ACCOUNTS AND REPORTS

1. The Council shall cause proper books of accounts to be kept at the Secretariat of the AAF and in the charge of such person as the Council may from time to time direct.

2. The financial year of the AAF shall be the year ending 31st December of each year.

3. The appointed auditor(s) shall audit the accounts and financial records of the AAF and of all funds connected with and controlled by the AAF.

AMENDMENT

1. The Council may propose additions and/or amendments to the Constitution by inclusion of such additions and/or amendments in the notice convening the General Meeting. Such notice shall be in writing and shall be served to all constituent members at least 30 days before the meeting.

2. No amendment, addition or alteration to the Constitution shall be effective unless approval has been given by members at the General Meeting.

RATIFICATION

The amended Constitution of the ASEAN Automotive Federation has been adopted and agreed upon by the constituent members, on Friday 19th, April 1996 at the Central Plaza Hotel in Bangkok, THAILAND.

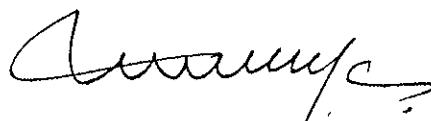
The meeting likewise agreed that for purposes of pursuing the business of the AAF, Mr. Ninnart Chaithirapinyo has been designated as the interim President of the Federation.

Representing Indonesia :



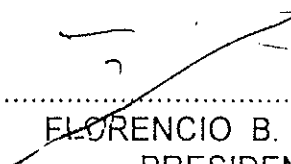
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HERMAN Z. LATIF
PRESIDENT PRESIDUM
FEDERASI OTOMOTIF Indonesia
(Indonesian Automotive Federation)

Representing Malaysia :



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MOHAMAD KHALID ABDULLAH
CHAIRMAN
AUTOMOTIVE FEDERATION OF MALAYSIA

Representing the Philippines :



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FLORENCIO B. JURADO
PRESIDENT
PHILIPPINE AUTOMOTIVE FEDERATION, INC.

Representing Thailand :

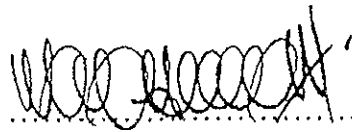


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NINNART CHAITHIRAPINYO
CHAIRMAN
AUTOMOTIVE INDUSTRY CLUB
THE FEDERATION OF THAI INDUSTRIES
PRESIDENT
THE THAI AUTOMOTIVE INDUSTRY ASSOCIATION

SUPPLEMENTARY RATIFICATION

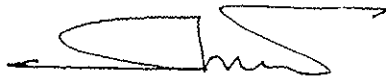
The amended Constitution of the ASEAN Automotive Federation has been adopted and agreed upon by the new members -- Vietnam and Singapore -- on Thursday, 25th July 1996 at the Century Park Hotel in Jakarta, Indonesia, in addition to the ratification already made by Indonesia, Malaysia, the Philippines and Thailand on Friday, 19th April 1996 at the Central Plaza Hotel in Bangkok, Thailand.

Representing Singapore



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TAY KHENG LOCK, DAVID
PRESIDENT
SINGAPORE MOTOR TRADERS ASSOCIATION

Representing Vietnam

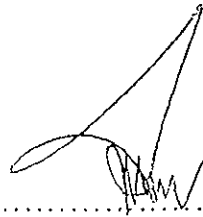


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NGUYEN XUAN CHUAN
VICE CHAIRMAN
VIETNAM SOCIETY OF AUTOMOTIVE ENGINEERS

SUPPLEMENTARY RATIFICATION

The amended Constitution of the ASEAN Automotive Federation has been adopted and agreed upon by the new member – Brunei Darussalam, on Thursday, 9th April 1998 at the Central Plaza Hotel in Bangkok, Thailand, in addition to the ratification already made by Indonesia, Malaysia, the Philippines, Thailand on Friday, 19th April 1996 at the Central Plaza Hotel in Bangkok, Thailand and the supplementary ratification of Singapore and Vietnam made on Thursday 25th July 1996 at Century Park Hotel in Jakarta, Indonesia.

Representing Brunei Darussalam



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Simon D. Gelan

Chairman

Brunei Automobile Traders Association