



SOUTH WIND

Charter Granted 7 August 1961

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No. 2668
8 September 2017

Today's Topic: "The State of the Thai Hotel and Tourism Industry"
Kevin Beauvais

MEETINGS : EVERY FRIDAY AT NOON

AVOIDING LEGAL DISASTERS IN THAILAND



PP Michael shared three more interesting cases from his growing client file. Today, as in the past, he shared valuable lessons to learn from each case.

Once upon a time, there was a Thai supplier a company whose majority shareholders were Thai.

In 1999, a Canadian parent acquired the majority of the Thai company shares and continued operations as before, without checking if they could operate in this business sector. Fast forward 14 years and now the Canadian company is to be acquired by a major private equity firm which conducts due diligence and 'the problem' is uncovered.

The company has been involved in a restricted sector and according to the Foreign Business Act Section 37, "any foreigner who operates a business in

violation of operating the business under List 3 without any approval shall be liable to imprisonment for a term not exceeding three (3) years or to a fine of one hundred thousand (100,000) Baht to one (1) million Baht or to both".

The board members in the Canadian company were very, very upset. The fines were not the problem, but the jail time was. While Michael did not share if they were able to get out of this nightmare, but did share his first lessons: 'Plan for change.'

Lessons Learned:

1. Violations involving Ministry of Commerce are not like Revenue Department problems and it is very risky to come clean.

2. When you buy a business and if you are the majority shareholder, ensure it is a business you can be in and if not, get approval or perhaps best, move on.

Once upon a time, there was a factory in Thailand owned by two French shareholder groups. The factory was the only facility producing specialty goods for the overseas shareholders. A dispute broke out among the shareholder groups and a fight for control of the Thailand factory ensued.

A minority shareholder, also the factory director closed the factory and put a pad lock on the front door. The French company is now losing 50,000 USD per day as the factory is not in operation.

The French shareholders tried to fire the

Director and send in employees to start up work, but this did not go very far as company articles need 30-day notice to call a shareholder meeting to remove directors.

Lessons learned:

1. To replace a director a shareholder meeting must be called in which notice requirements apply.

2. Company shareholders do not have legal authority to conduct or oversee company operations.

Once upon a time, an American invested 3M USD in property in Koh Samui

In 2008, an American entered into a lease agreement and a construction agreement with a developer and paid the 3M USD. According to terms of the lease, the developer had the duty to register the 30-year lease but did not do it. Fast forward to 2014, the developer sells the property to a third party. The aggrieved American fought back but was only able to see 25 per cent returned.

Lessons Learned:

1. Any lease for more than three years is only enforceable if the lease is registered on the land title, which is not very popular with land owners and it involves paying tax.

2. The statute of limitations for normal contract disputes is three years, so if you are having problems do not sit around waiting too long.



SNAPSHOTS FROM RCBS LUNCH, 1 SEPTEMBER, 2017



SAA Mike getting all dolled up for his duties



Acting President Prasert catching up with RTN Ron after his summer in Canada



An increasingly mobile RTN John and his guest Dan McKay



A somber looking PP Nick and PE Dean

A bemused Rtn Lalit and the charity collector and escort



RTN Marcel was the lucky Eddie Charity winner

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RCBS NEW MEMBERS NIGHT WEDNESDAY, 20 SEPTEMBER 2017



- WHAT:** RCBS New Members Night
- WHEN:** Wednesday, 20 September 2017 18.00 to 21.00
- WHERE:** Roadhouse Barbecue, corner of Surawongse Road
- WHY:** Find and attract new members to join the club
- WHO:** Any Rotarian and any potential Rotarian
- COST:** THB 650 Net (Craft Beer and BBQ) per Rotarian, plus One 'potential' member guest free of charge, but bring as many as you like

We urge you to bring people you like to spend time with, people who could bring something to the club, sponsors who seem to like the club and many others we meet all the time but may have been scared away by attendance requirements.

Food

Pizza Vegetarians Cocktail Style
Caesar Salad
Hickory Smoked BBQ Ribs
Pulled Pork Sandwiches - mini
Tri Colored Pasta Salad
Spicy & Smokey Chicken Wings
Chicken Quesadilla
Sliced Grilled Sausages
Chips & Salsa

Free Flow Drinks

Beer – Heineken / Singha
Wine – Red & White
House Pours – JW Red Whiskey and Gin
Soft Drinks



Khun Khob's Club Almanac #2668

8 SEPTEMBER 2017

Happy Birthdays:

Colin Hastings 11 September

Wedding Anniversary Greetings:

Van Tang 9 September

Attendance for 1 September 2017: 54%

Present 35, Make-up 2, Absent 32, Exemption 29, Total 98

Visiting for 1 September 2017

From Local

Eva-Maria Kerdpol RC Bangkok
 PDG Gen. Saiyud Kerdpol RC Bangkok
 Stefan Sanchez RC Bangkok

Invited Guests:

Dan McKay
 Mathew Sechect
 Suchai Laisuwan

Introduced by:

John Casella
 Alastair Timblich
 PP John Quarmby

Recent Makeups:

RC Zürich au Lac, Zürich, Switzerland, 25 August 2017:

PP Philip Baechtold

Makeups:

DG Nominating Committee, 18 August 2017:

PDG Alex Mavro

District Membership Training, 19 August 2017:

PDG Alex Mavro

RC Patumthani Charity Dinner, 26 August 2017:

PDG Alex Mavro

District Service Projects Training, 27 August 2017:

PDG Alex Mavro

Admin, 30 August 2017: Alastair Timblich, Billy Popham,

Dana Caron, PE Dean Outerson, John Casella, PP Mark Butters

COS, 1 September 2017: Adrian Topham, Billy Popham,

Frank Crocker, CP Geoff Carter, Mark Shaw, Mike Ellis,

PP Nigel Hardy, PP Niti Meyer

CLUB CALENDAR

Friday, 15 September 2017 – Classification Interviews – A chance to get to know individual members better.

Today: Rotarian Mike Ellis will be interviewed by Alastair Timblich.

Friday, 22 September 2017 – H.E. the Ambassador of the United Kingdom to Thailand Mr. Brian Davidson on Human Rights

Friday, 29 September 2017 – Debate: Is the Internet Ruining Life as We Know It? You may think so or not, or you may be swayed by the arguments of our panel, PP John Quarmby, Dr. Ian Feinwick, PE Dean Outerson and PP Michael Doyle, in this latest edition of our club's big debates.

Friday, 6 October 2017 – Oktoberfest Celebration. Our annual luncheon devoted to beer, sausages and all things Germanic.

Great Fellowship Day, come along and enjoy the beer-induced fun and games.

Friday, 13 October 2017 No Meeting – Due to Public Holiday (Anniversary of HM King Bhumipol's Passing)

Friday, 20 October 2017 – DG Visit To hold our board to account and share her Rotary visions with our club, District Governor Marase Skunliew will attend our Club Assembly and then address our club over lunch. Let's not leave our P. to fry alone out there!

For more information about Bangkok South events contact: rotarybangkoksouth.org/calendar-of-events

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