



CMKL UNIVERSITY

ARTICLES OF ESTABLISHMENT

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1. NAME

The name of the University is CMKL University.

2. REGISTERED OFFICE

The location and post office address of the registered office of the University in the Kingdom of Thailand is 1 Soi Chalongkrung 1, Ladkrabang, Bangkok 10520.

3. PURPOSE

The University is established exclusively as a joint institute for educational, scientific, research, and charitable purposes on October 25, 2017, all within the meaning of Clause 4 of the Order of the National Council for Peace and Order No. 29/2560, as the same may be amended or modified or replaced by any future laws concerning private higher education Institutions (the "Code"). In particular, the purposes of the University include

- (a) the establishment and maintenance in Thailand of a co-educational university of higher education, including a technology-focused institution, emphasizing liberal-professional education and specializing in teaching and research programs in selected areas of importance to the community and to the nation, with power to confer appropriate degrees, without contemplation of pecuniary gain or profit, incidental or otherwise, to its Trustees as such;
- (b) the administration of the trust or funds to which there has been established and maintained, and there will continue to be maintained, in Thailand, a university in order to provide for the inhabitants of the nation and for others the benefits of such a university;
- (c) the purchase, acquisition, lease as lessee and receipt by gift, grant, devise or bequest outright or in trust or funds, under such agreements, upon such conditions, for such purpose or purposes and subject to such designated memorials as may be specified in connection with any such gift, grant, devise or bequest, without limitation as to value and without respect to the amount of the annual income therefrom, of any real or personal property, or any interest therein, situated in or out of the Kingdom of Thailand, which may be appropriate to enable the University properly to maintain, administer, improve or enlarge its facilities and objectives as a university and to conduct its activities and administer its affairs, and the holding, disposition, use, administration, improvement of, and otherwise dealing with, any and all such property, real as well as personal, in such manner as from time to time the Board of Trustees of the University shall deem to be for the best interests of such university, subject to and in accordance with the terms, provisions, conditions, and agreements in connection with any gift, grant, devise or bequest by which any such property heretofore has been or hereafter shall be acquired by the University.

4. POWER AND DUTIES IN ACADEMIC PROVISIONING AND RELATED ACTIVITIES

The University has power and duties in doing businesses and transactions as per objectives referred to in Section 3. Such power and duties include, but not limited to, the following abilities:

- (1) To purchase, sell, hire, be hired, build, procure, transfer, be transferee, rent, let, buy goods on hire purchase, provide hire purchase service, support, exchange and distribute or enter into any legal binding for the benefit of the University's operation, as well as to possess, have rights to hold possessions, have rights to intellectual property or rights to property of the University and sell properties both inside and outside the Kingdom of Thailand, including receive money or intangible properties from dedicators;
- (2) To receive fee, subscription, reward, penalty fee, grant, and service charge in providing service within the power and duties of the University, including execution of agreement and provision of terms and conditions for such activities with the government, public organizations, private organizations, academic institutions, any persons or any juristic person;
- (3) To cooperate, to collaborate, to receive grants, to perform businesses with governments or private agencies or with foreign or international organizations or agencies;
- (4) To borrow, to loan with a person, property and investment as bond, commodities, mutual funds, trusts, equities, commodities, stocks, futures, derivatives or other form of investment securities for the University's affairs;
- (5) To borrow, lend, hold shares, take partnership, investment or joint venture with other persons or other organizations;
- (6) To issue bonds or other securities to raise capital or investment for the University;
- (7) To set up trusts or funds for education, research or supporting other affairs of the University;
- (8) To set up or join with other persons to set up an organization which is a juristic person as well as invest or joint venture with any person or juristic person in and out of the Kingdom of Thailand in order to conduct operation related to or relevant to the University's operation, or to advance its research and education mission, or to publicize results of researches or to exploit such results for the benefit of the University;
- (9) To determine compensations or rewards or special rewards as well as welfare, fringe benefit, and other benefit to the University officer and staff;
- (10) To govern, take care, maintain, manage, utilize, lend, rent and exploit land, real estate and other properties of or for the University;
- (11) To operate radio or television broadcasting business, telecommunications and information technology business, consulting services and/or other relevant services for the benefit of the University; and
- (12) To perform any other duties as a juristic person in pursuant of the purpose of the University.

5. PECUNIARY GAIN OR PROFIT

The University does not contemplate pecuniary gain or profit, incidental or otherwise.

6. NON-STOCK BASIS

The University is to be organized on a non-stock basis.

7. MANAGEMENT

The business and affairs of the University shall be managed by or under the direction of a Board of Trustees of the University, which can be appointed, removed or replaced by the Licensee of academic provisioning granted in accordance to Clause 4 of the Order of the National Council for Peace and Order No. 29/2560. The powers of the Board of Trustees, including the ability to modify these Articles and Bylaws, shall be as set forth in the current Bylaws. The number, term of office, and method of selection of the Board of Trustees shall also be as set forth in the Bylaws of the University. The Board of Trustees shall delegate authority and power to the Executive Committee or other entities as set forth in the current Bylaws including, but not limited to, the power to grant, modify degree programs, the power to manage and operate academic and research programs and other activities, the power to approve and authorize borrowing money and purchasing, selling, mortgaging, leasing away and otherwise disposing of any real estate or other asset. In absence of the Board of Trustees, the Licensee of academic provisioning shall have the powers of the Board of Trustees and is responsible for all management and activities of the University until the Board of Trustees has been established.

8. EARNINGS

Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the University shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the University shall be authorized and empowered to pay reasonable compensation for services rendered.

The University will set up a fund to accumulate excess earnings from annual operating expense for the benefits and future operations of the University.

9. DEGREE GRANTING AUTHORITY

The University shall have the power to confer the degrees in course, and honorary degrees, including: Bachelor, Master, Doctor and Professional Degrees, in pure and applied sciences, engineering and the arts, and such other degrees as may be approved by the Board of Trustees or any duly constituted legal authority.

10. COURSE OF STUDY

The courses of study to be pursued by students matriculating at the University shall be as stated in the most recent catalog.

11. DISSOLUTION

In the event that the University shall be dissolved or liquidated, the Board of Trustees, after paying or making provision for payment of all of the known liabilities of the University, may transfer or dispose of the University's property and assets to (a) such one or more corporations, trusts, funds, institutions, universities or other organizations and, in the sole judgment of the University's Board of Trustees, have purposes similar to those of the University or (b) the government, or to a public organization for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, and which are organized and operated for such purposes, or to the government or to a public organization for such purposes. No private individual or entity shall share in the distribution of any University assets upon sale or dissolution of the University.

12. CODE

References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future law concerning private higher education institutions and the regulations thereunder.