

Chiangmai Expats Club

Governing Document

Constitution & Rules

Written & Prepared by Richard Ravensdale,
Vice President, Association of Thailand Expats Clubs.
1 September 2005.

Chiangmai Expats Club

Governing Document

Constitution & Rules

It is hereby **AGREED** this 9th day of September 2005, under our own hands by, **Charles Boling, Alex Bomareto, Lucy Coombs, James Cox, Don Egan, Thomas Matty and John Richie** to establish a Club Constitution. Founding Board members will serve as President and Vice Presidents of the Club, Treasurer, Club Secretary, Press & PR Coordinator, Meeting Manager, Newsletter Editor, webmaster, advance speakers programme manager, discounts programme manager, corporate sponsorship manager etc. This Constitution and Rules are implemented with a purpose to form a non-profit association, by cash sums collected from membership fees, advertising sponsorships, club shirts/caps and door charges. The name Chiangmai Expats Club is exclusive to our Club, established in 2005, and we assert the right to use of its membership databases, to its website, original image and artwork.

It is **AGREED** to promote and to regulate both the Club and the Board's affairs by the regulatory clauses contained herein, to keep within the Laws of the Kingdom of Thailand.

It is further AGREED that:

1. The purpose of the Chiangmai Expats Club, or 'C.E.C.', is to exchange advice and information that will benefit the membership as a whole with the theme of "Expats Helping Expats." The Club will be run on a non-profit basis as a service to both the expatriate and the local community. The aim is to assist foreign Nationals to reside both safely and legally in Thailand, to adapt and integrate into Thai culture and society.

2. (i) The Club shall have scheduled meetings of its membership as determined by the board. The Board will attempt to schedule these meetings at a location that will provide the necessary combination of meeting space, sound/vision equipment, air-con facility and a breakfast that will be both delicious and inexpensive.

(ii) Should the Club Board decide to move locations, to obtain equally varied or better all round facilities for members use, then, as a courtesy, both parties will offer one week's notice.

3. Membership in the Club will entail a fee preset by the Board to offset all of its running costs including those for advertising, promoting, communications, printing, website and other direct costs to the Club. Fees are payable as a test of membership and become renewable at the request of the Club Treasurer. Every Club member shall be strictly forbidden to countenance any act which may subvert the peace and good order of the Kingdom of Thailand, to be obedient to the laws of Thailand, to act honorably toward other Club members, to avoid private quarrels and promote the general good.

Chiangmai Expats Club Board reserves the right to refuse any applicant admission to the Club Board, Club membership and Club meetings.

4. (i) The Board is responsible for the administration of the affairs of the club including dealing with cases of complaint, dispute and breeches of these rules and terms leading to grounds to expel a member. The Chiangmai Expats Club Board will consist of a legal minimum of seven members and a maximum of twenty members, whose responsibilities will include financial control, scheduling meetings, announcements, arranging speakers and services to continually provide the membership with interesting new ideas and information. The majority will be active positions for those offering voluntary service to develop the club. There will be Honorary Board Advisor positions for distinguished Thai nationals. Only the

active named board members are signatories bound to these Rules and to all club Constitution terms, for example to rules on regular attendance in Board Meetings.

(ii) Chairmanship of Club Board Meetings will be shared between the Club President, and Vice Presidents, in his absence, by a rota as needed, to allow for venue, travel or illness. Any Board Member may request the Club Secretary to announce a Board Meeting to be held, providing correct notice is given under these Rules. The Club President or Vice President chairing the next Board Meeting selects the venue with the approval of the Board, to have a boardroom table, and adequate facilities for each member's paperwork and individual presentations.

(iii) The Board will elect from amongst themselves a Club Treasurer or Treasurers and a Club Secretary or Secretaries, dual roles being preferred, to allow Club business to proceed in times of travel or illness by the office holders. Treasurers and Secretaries are to serve for one year before either re-election or retirement to other roles on the Board. The Treasurer(s) will announce a financial report of income and expenses to the Board membership every two months in written form and prepare annual accounts for Govt. tax and Board inspection as needed. The Treasurer(s) will keep a spreadsheet for expenditure headings and another for income headings, plus a balance sheet for assets and liabilities, together with cash receipt books.

The Treasurer, and other signatories sufficient to allow for illness and absences, will maintain a Chiangmai Expats Club bank account to receive, process and disperse all Club funds. Any two such signatories are to jointly sign for payments. Expenditure will be routinely given the following order of priority: 1. To reimburse the out of pocket expenses of Club Board Members for their immediate essential running costs of the Club and its meetings. 2. To meet other directly purchased

Club essential running costs. 3. To acquire non-essential Club assets or meet non-essential Club costs. 4. To donate funds to local charitable projects which have been assessed and approved by the Club Board. 5. To maintain a general fund for Club contingencies and future costs.

In the event of a surplus of income over expenditure in the clubs general fund at the end of a financial year, a portion as agreed by the board will go to charitable causes and a remaining portion carried over to the general fund of the following year. The general funds of the club shall be applied only to defray the costs of the club and for charitable purposes.

The club may not lend its funds or assets. An asset may be sold only by a written board resolution and the income derived must be given to the clubs general fund. No investments or property of the Club may be pledged or sold as security for loans by board members.

The Club Treasurer(s) shall collect and is custodian(s) of all moneys belonging to the Club and shall before a period of absence from Chiangmai share this responsibility with one other board member or Treasurer, to allow the normal routine dispersal of funds and payment of invoices and expenses. The board member deputised will provide an account to the Treasurer on his return, of all transactions made. Accounts must be prepared from Invoices and receipts. Receipts must verify expenditure.

(iv) The Treasurer(s) are responsible personally for all funds held under his/their control for the benefit of the Club. A Treasurer must pre-approve any expenditure above 2500B by a majority of the Board voting for it, either in a Board meeting or by a signature sheet of a majority on the Board in order to speed up funds dispersal, to cover bills due or to waiting charity projects.

(v) There is no financial compensation provided to Board Members beyond their reimbursement for actual 'out of pocket' expenses incurred for direct Club costs or for their promoting of pre-agreed fundraising expenses. Board Members will group their expense receipts to present to the Treasurer(s) monthly; only receipted expenditure is acceptable. If any Board member funds a charity fundraising project with club funds and that 'event' fails to recover the cost the Board member shall repay the Club account the amount advanced.

(vi) No Board member will solicit any enterprise or service in which they have a professional interest without he or she making a prior disclosure to the other Board members. All such presentations or solicitations should be completely clear and transparent.

(vii) If a Board member is absent from three consecutive board meetings, but at the time is in Chiangmai, and without adequate reason e.g. illness, he or she will be requested to resign, due to lack of commitment.

(viii) If a Board member lies to the Board, or publicly to the Club membership, or deliberately disrupts any business of the Club or Board, or indulges in serious 'ungentlemanly (or unladylike) conduct', such as making comments that are deemed racist or being culturally unfriendly towards our host Country and Government, or the committing of unethical business practices in their own companies, that Board member will then face dismissal.

Save for the routine production of a bi-weekly informative club E Newsletter no Board member may use the clubs membership database to send private communications to members, without a prior Board resolution agreeing to each communication separately. No negative emails are to be mailed, nor appeals to the membership over grievances and disputes. Board members shall not bring any personal private disputes before the club

membership. A Board Member has the right to object to any literature to be distributed at club meetings as defamatory, racist, sexist, anti-government, or illegal to protect their good name or the good name of the Club.

(ix) If a Board Member violates the principles stated above under section 4, clause (viii) in the eyes of another Board Member, at the request of the offended Board Member an Agenda item will be placed at the next Board meeting for a Censure Motion. This item is to be published to Board members with four days notice to allow time for the personal presentation of a defense or explanation to the Board. Following the presentation of the Censure Motion and the censured member's oral or written defense of the motion, this appeal process shall be concluded at the same meeting with a vote. If a majority of Board members concur, the accused Board member agrees, pending an Appeal to resign from the Board and Club immediately and permanently. Board members should in the first instance be encouraged to resolve conflicts informally, by the President or a Vice President as ombudsman, or to follow steps in Section 9 before bringing a Censure Motion as a final resort only.

(x) If a Board member attending a Board meeting, while not causing a censure motion on any other previous grounds in either past board meetings or at Club membership meetings, disrupts the pre-agreed Agenda of a Board Meeting, he or she will receive a verbal warning by that Board meeting Chairman to desist. If his or her disruption continues, following a second verbal warning, on any third occasion in the same meeting the Board member will be suspended and asked to leave the Board meeting.

(xi) To ensure that a varied and balanced Board serves the Club, after two years, there may be an election, to replace two of its members, should all the original Board members still be offering their services to the Club. Removal from the Board

will be based fairly upon a consensus view of how much commitment has been offered to the Club by an individual Board member in the past two years of voluntary service.

(xii) Board members may also voluntarily retire from the Board at any time before this two year term election, by informing the Club Secretary, giving one months notice. This will then allow for a new Board member to be elected to replace them, as needed, to keep to the legal minimum number of seven. In order to attract the skills needed for a Board to serve the Club, new Board members may be invited onto the Board at anytime by a Board meeting majority vote to fill vacant places to the maximum number.

New Board applicants may also be requested from any Saturday club membership meeting. A new applicant must be confirmed by being proposed and seconded by two current Board members and his or her selection is to be based on having sufficient skills and experience to be an asset to a balanced working Board. If there are a number of candidates to replace only one outgoing Board member, then the Board will hold a vote for each of the candidates. Each Board member will vote for only one candidate. The candidate with most votes on a single ballot will be elected to the Board. In the event of an equality of voting for any two candidates a second Board vote will be taken. If election remains unresolved then the Board Meeting Chairman will make a casting vote. New Board members will sign an extension page to this governing document, agreeing to its terms.

(xiii) Liability insurance may be provided for all Board members relating to activities within the Club and the expense absorbed by the Club to indemnify individual Board members against any legal claims & costs thereof.

(xiv) Board meetings will proceed by following only an agreed Agenda sent by email or letter to Board members, giving at least four days notice of a meeting. A printed copy of the

Agenda is to be supplied at each Board Meeting place setting, along with paper and pencil for note taking and water jugs and glasses provided by the venue's hospitality. There will be a minimum of six Board meetings per year. A meeting will be called only when a quorum is available (see below, clause xvii) and only when sufficient Agenda items justify all Board members time together to make policy decisions. In practice most routine work will be carried out by individual Board members acting together who can email the others, and by sub-committees. A Board member will chair each sub-committee to ensure impartiality and report back its activity from time to time to the Board. Informal progress meetings reporting back on Board resolutions or seeking approval for planning actions can be held at short notice after membership Saturday meetings.

(xv) It is the joint responsibility of an upcoming Board Meeting Chairman and the Club Secretary, to ensure an Agenda is published promptly, clearly lists the date, time and the venue of the meeting and with its Agenda title headings stated.

It is the responsibility of individual Board members wishing to have a proposal or presentation placed on the next meetings Agenda to inform the Secretary. This should be a minimum of five days from the proposed meeting date to have any item listed and published.

(xvi) Each Board meeting Agenda headings, which are to be listed below meeting date, time and venue are: 'Opening & Absences'. 'Matters Arising', then that meetings' Agenda headings, followed by 'A.O.B.' and 'Close'.

(xvii) a. No meeting may start nor business be conducted unless a quorum is present, including at all times during a meeting. A 'quorum' is the members present at the Board Meeting being a simple majority of the Board Members then elected onto the Board and at that time resident in Chiangmai e.g. 4 out of 7, 6 out of 10, 7 out of 12, 8 out of 15. A quorum will be adjusted

on opening the meeting if elected board members are known to be unavailable due to travelling outside the Kingdom of Thailand on the Board Meeting date. There will be no smoking in Board Meetings.

b. A Meeting Chairman asks one member to take minutes in note form if the Club Secretary is absent and then opens a Board meeting by stating the time, followed by the names of those present and those absent. Where absent Board members have informed their reason for absence in writing, this is stated for the Minutes under 'Apologies for Absence' section, and any vote they have indicated in writing for an Agenda item is recorded by the Secretary during voting of Agenda motions. This ensures an absent Board member is not disenfranchised by his or her absence on a vote that concerns them, providing they actively return their vote in an Apologies for Absence email or letter to the Club Secretary. However it does not allow for a general form of Proxy Voting in Board meetings. A Board member may not assign their general voting rights to another member under any circumstances.

c. After 'Apologies for Absence' the Meeting Chairman refers to a printed copy of the last meetings Minutes and asks if there are 'Matters Arising'. Any incorrectly or inaccurately stated points from those Minutes are corrected and noted and then the Meeting Chairman signs his or her copy of the last meetings Minutes indicating it to be 'a true record'. Minutes shall not be the subject of any motion nor debate, on decisions previously made, except under the meetings 'Matters Arising' section, regarding accuracy of the record.

d. Individual Board Members are then called upon by the Meeting Chairman to present the Agenda item(s) they have proposed. Sufficient time is allocated for any Board Member it concerns to fairly give opposing views to any motion before a vote is taken. The Board Meeting Chairman shall decide who is to speak next from a show of hands, after the presentation of

an agenda item is concluded and give the floor to a new speaker. A vote is taken by a show of hands except in a censure motion when a secret ballot can be applied.

e. Speeches must be relevant to an Agenda item and not repeat previously advanced arguments. The Board Meeting Chairman shall judge the relevance and following a time warning ask a member to cease speaking. Board Members shall vote on all matters in accordance with worthy conduct and in the best interests and good name of the Club. Agenda items may be deferred to a new meeting if time is short.

f. Motions must be proposed, seconded and accepted by the Meeting Chairman for a vote to be taken. No motion begun shall be postponed except where just cause is shown and a date to resume the motion is clearly given. An adjournment of a motion must be voted by a majority of those present. A motion already decided upon shall not be reversed or considered again for 3 months. No motion to alter, amend or repeal any Rule herein or to enact a new one, involving amendments to this Constitution shall be allowed at any board meeting for 12 months from the date of signing and only then by a two thirds majority of those board members elected, or who have voted via an apology for absence letter to the Club Secretary.

g. Motions that derive from the presentation of Agenda Items may be made orally, but an accurate wording of a resolution passed of an oral motion must be agreed upon and entered into the Meeting Minutes and read back by the Secretary. A motion proposer has the right of reply to any substantive amendment to a motion before it is voted. Amendments to motions may be proposed except where this is inconsistent with the business or which alters a decision already taken in the last 12 months by a two-thirds majority of the Board. The proposer of an Agenda item must be present, irrespective of which Board Member proposes a motion connected to that

item. If the Agenda item proposer is absent that item must be struck off the business of the meeting.

h. Any Board Member sensing a motion is being voted on before proper discussion has finished, or who spots any procedural error, calls a 'Point of Order'. In this circumstance debate stops. The Board Member calling a Point of Order is promptly recognised by the Board Meeting Chairman and allowed to speak to explain and correct any issue at fault with reference to a copy of this governing document to be on hand in all meetings. It is a function of the Constitution to ensure application of rules is balanced, consistent and impartial to personal interests of any one board member. Board members using these Rules as a practical guidebook may draw attention to any infraction to Club Rules that could affect the Club's and Board's good reputation.

i After items on the printed Agenda, the Board Meeting Chairman asks if there is 'Any Other Business', to take into account any minor or topical items not proposed in time to go on to the advertised Agenda. The Meeting Chairman gives any member with an A.O.B. item 2 minutes presentation time only.

j. If any A.O.B. item appears to any Board Member be substantive and needing prior notice for debate it may be voted to defer the item to be a named Agenda item at the next Board Meeting. This will allow the Board time to consider it properly and fairly so important or controversial motions do not get presented without due prior notice.

k. The Meeting Chairman closes a meeting by stating the time for the Minutes. The Club Secretary types the Minutes and issues them to Board members before the next Board meeting following the standard Meeting and Agenda headings under clause (xvi).

(xviii) Voting required at Board meetings is by a simple majority. Should there be an equality of votes then the Meeting Chairman has a second and casting vote.

(xix) Board members amongst themselves will take on responsibility for sharing the remaining workload of the Club by being assigned or assigning themselves tasks within their skill areas such as Press, P.R. & publicity; marketing & promoting the club; charity projects; member discount promotions; webmaster; writer, for Newsletter and listings; rules advisor; finding speakers; security; fundraising schemes; members offers; general company contacts.

Richard Ravensdale, Vice President of The Association of Thailand Expats Clubs has been asked by the Founder President and Founder Treasurer to be the Rules Advisor to Chiangmai Expats Club.

5. To ensure secure, impartial and fair use of the clubs website and auto-responder, when the webmaster is unavailable he delegates access codes and password to one other Board Member to use this facility, to register new club members email addresses and to produce E Newsletters. To ensure members do not receive junk email, all additional items to go out to the Clubs membership via the auto-responder must have advance approval of the Club Board. Only one Club website and auto-responder is allowable. Any change of webmaster must be elected by a two-thirds majority of the elected Board.

6. I.D. cards with photograph and the member's name on will be issued to all current members on payment of their membership fee.

7. (i). Club Membership Meetings should be planned to provide interesting and informed speakers at each occasion. One of the considerations should be to keep the meetings light, entertaining and a "fun" experience. Club M.C.s and relief M.C.s are asked to sign a Code of Ethics, to ensure they keep content acceptable to the Clubs good image at all times when representing the Club in this influential public position, cutting out racism and any content derogatory to the Govt. of Thailand

or its public or law enforcement agencies or to any club member.

(ii) Ideally, upcoming Club speakers should be advertised to the membership in at least one preceding meeting and in a corresponding E Newsletter one week ahead to ensure continuing membership interest in attending Club meetings.

(iii) Duration of the meetings should not exceed 90 minutes and individual keynote speaker of the week should be scheduled to talk a maximum of 20 minutes, plus a question and answer period. Other speakers are to be given a maximum of ten minutes by the MC.

(iv) Any written information not related to the featured main speaker but to a commercial cause should be left in a place for voluntary pick-up by the members and not distributed to the members. All company leafleting involves a members joining fee, except those offering the Club members a discount, in which case that company may be offered one free basic membership.

(v) Board Members are to inform the Club Secretary or Webmaster or newsletter editor, of their announcements for a meeting, to allow production of MC notes. The MC announcements and a brief summary of the meeting are to be incorporated into the next weeks Internet Newsletter.

(vi) Agreed copy for the Press or other Club listings are to be emailed or delivered by their agreed deadlines.

(vii) Good and bad experiences with merchants and services may be exchanged amongst the membership with information relating to such topics as immigration & visas, health, house and car purchase etc shared. Questions and answers among attendees should be encouraged along with the opportunities to meet new friends.

8. (i) Additional income to the Club may be acquired from registered licensed companies, by an agreed margin from their

activities to benefit the membership. These could include sales of products or services, visa runs, weekend outings, picnics, cocktail parties and tours to interesting sites in the area.

(ii) Private profit making activities e.g. medical insurance can be promoted within the Club by qualified members provided details are kept transparent.

(iii) For a club fundraising event a one-off agreed benefit to Club members e.g. 5%, together with a percentage as a donation to the club, to assist its core costs e.g. 5%, from an agreed 10% fundraising discount negotiated, should be agreed with such companies by a majority of the Board. A similar percentage to assist club costs can also be agreed with the suppliers of ticket prices for events and tours, which have usually negotiable 'agency' rates, with the aim of partly saving member's money with a discount price and partly assisting club costs.

(iv) Preferred registered licensed companies, with the agreement of the Board, may be given a right to market a particular service or product to the Club membership, after being carefully vetted by the Board as 'Club Sponsors.' In return the company arranges for an agreed monthly donation given to assist Club running costs and charity causes, which may be terminated with the Board's agreement. However, the Club will not market any service or product directly under the name of the 'Chiangmai Expats Club'. The Board recognises that as a non-profit organisation, making profitable income directly for the Club would be in violation of Thai law. The Club exists to impart a free exchange of information and advice to its members to assist them to live safely and legally in Thailand.

(v) Any income from companies advertising on the Club's website, after website adverts set-up costs have been met, are to be paid to the Club for its running costs. The Webmaster draws expenses out to pay for all club website

hosting and running costs in the standard way as with all other Board Members via receipted expenses for printing, photocopying, communications etc.

(vi) As a guiding standard principle, all income is first paid into the Club and then expenses are later withdrawn from it, to show a process of income and expenditure and to allow annual accounts to be prepared. A Thai accountant will help prepare annual accounts for tax. Local membership fees collected in cash will be accounted for by loose membership forms, but as individual forms may be lost or misplaced, a separate receipt book with receipt given to the member and numbered counterfoils kept intact must be used for the permanent accounting record, or alternatively membership forms are to be numbered to prevent unaccountable losses.

(vii) Local restaurants and companies offering goods and services will be encouraged to provide discounts and special values to the membership in return for promotion at the meetings, in the E Newsletter and website.

(viii) The guiding principle behind all company contacts and promotions is to save the membership money by providing discounts from a wide variety of companies, recognising the Club membership card. The variety of companies offering the Club discounts should be listed to the membership periodically to encourage joining or renewing membership.

9. The resolution of any serious dispute which may arise amongst Board Members, and which may adversely split or affect the Club's membership, should be solved promptly. The aim would be to ensure the membership is not alienated by any publicly expressed disagreement. Two Board Members who are considered by a consensus of the Board to be neutral to a dispute, and who are acceptable to both sides party to a dispute, will independently evaluate it. Board Members in dispute agree to accept the result of this arbitration process promptly and to then desist from further public conflict or

face dismissal from the Board. Any Club member or Board Member expelled from the Club may lodge an appeal to the Board within 30 days. A decision after appeal is final. An agent may appear for the censured Board Member to deliver a defense objectively and competently. A secret ballot may be taken for a dismissal to discourage Board Member abstentions.

10. (i) From time to time the Board may wish to benefit the local community, by arranging charity fundraising or to stage events to benefit charitable causes for the most vulnerable: orphans, the single elderly, the rural poor, the sick or disadvantaged in Chiangmai as well as those in the expat community in distress. This will assist the Club in having a good image and reputation with our host country and community. The sums distributed each year shall not exceed the available annual income after costs of managing the Club.

(ii) The Board may wish to support Thai registered charities or local NGOs and have local charity project trustees make presentations to our Board, in order to select a beneficiary charity whose aims would appeal to our membership.

(iii) Our method would be to focus attention and publicity by targeting and providing a specific resource or facility to a specific charity project rather than to make a general non-specific donation.

(iv) Permission should be checked with local authorities before fundraising by methods, such as public street collections, as licenses may be needed. This would be the responsibility of the beneficiary Thai charity the Club adopts, to provide and advise.

(v) Charity events staged by the club to fundraise for a named charity or cause will be allowed to deduct expenses to stage and publicise the event. A small pre-agreed percentage of any remaining net amount raised for charity after event expenses are deducted, is allowable, by pre-agreement with the beneficiary organisation, to assist Club running costs. This is in

recognition that without the fundraising effort of the Club no amount would have been raised for the named good cause.

(vi) In charity law once a charitable cause has been identified and advertised to the membership or to the public, as being the object of fundraising, a 'change of purpose' is not allowable e.g. if funds are raised to benefit 'sea turtle ecology' those funds must not be given to an orphanage or Aids research, for example.

(vii) A Board Member is given responsibility for assessing and channeling prospective charity projects to the Club Board meetings for adoption as official Club projects. After adoption this Board advisor has responsibility to monitor and verify the effectiveness of the funding, to ensure it is good value for the donor's money.

11. (i) From time to time the Board in managing the running costs of the Club may need to acquire an Asset, such as a phone, fax machine, computer, card lamination machine, sports equipment or any other item to assist the Club or to provide an additional facility to members.

(ii) Any such asset becomes the property of the Club, not the property of an individual and requires Board approval for disposal or re-sale. If any Assets are approved to be sold, a receipt will be given to the buyer with a counterfoil or copy kept for our accounts and the full sale amount will be returned to the Club bank account for future use.

It is hereby concluded that the AGREEMENTS set forth above are kept as binding and obligatory on present and succeeding Board Members whose signatures are attached hereto. As with all general Board Meeting motions, any motion raised to amend or repeal clauses contained herein may only be placed once annually in subsequent years at the Board Meeting following the anniversary of the date of signing this Club governing document, unless circumstances such as changes in Thai law merit it earlier.

Hereby **AGREED** and signed under our own hands, 24th
September 2005 by:

Charles Boling
Vice President

Alex Bomareto

Lucy Coombs
Secretary

James Cox
President - Founder

Don Egan

Thomas Matty
Vice-President

John Richie
Treasurer