

pattaya expats club governing document

FINAL DRAFT

It is AGREED this 17th day of July 2002, under our own hands, by **Neils Colov, Gary Hacker, John Haerum, Preben Hansen, Pete Mills, Drew Noyes, Richard Ravensdale, Max Rommel, Malinee Suwansaenee & Dave Watson**, as members of the Pattaya Expats Clubs 'working group', to re-form as the Club Board, with the purpose of establishing a non-profit *informal association*, by a cash sum collected from new membership fees of 6181B in hand, with which to establish a Club bank account.

It is further AGREED to promote and regulate both the Club and the Boards affairs by the regulatory clauses contained herein, with an aim to keep within the Laws of the Kingdom of Thailand.

It is further AGREED that:

1. The purpose of the Pattaya Expats Club is to exchange information that will benefit the membership as a whole.

The Club will be run on a non-profit basis as a service to the expat and local Community with an aim to assist foreign Nationals to reside safely and legally in Thailand.

2. The Club has scheduled weekly breakfast meetings of its membership on Sunday mornings at 11AM. The Board will attempt to schedule the meetings at a location that will provide the necessary meeting space, sound equipment and a breakfast that will be both delicious and not expensive.

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 weeks notice - in order to rearrange staff work rotas away from Sundays, when extra staff are now employed specially to serve Club meetings, in order to adjust catering stocks and to relocate.

3. Membership in the Club will entail a fee of 100 Baht per year to offset the costs of printed information, website setup and changes, and other direct costs to the Club. A similar value fee, \$4.45 only, will be charged on the Internet to overseas members, as this attracts a facility charge of 55c by the Pay Pal service, so a member should pay no more than \$5.

4. (i) The "Board" will consist of a legal minimum of seven members and a maximum of ten members, whose responsibilities will include: financial control, scheduling meetings and announcements; arranging speakers and services to continually provide the membership with interesting new ideas and information.

(ii) Chairmanship of the Club Board will revolve with each Board meeting, amongst members who can host a venue with a boardroom table, or any adequate table space sufficient for each members paperwork and individual presentations.

(iii) The Board will elect from amongst themselves a Club Treasurer and a Club Secretary to serve for one year before either re-election or retirement to other roles. The Treasurer will announce a brief financial report to the membership once a month and prepare annual accounts for Govt inspection as needed. The Treasurer 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.

(iv) A bank account will be opened in the sum of 6181B with all Board members who volunteer to be signatories. Any two members may jointly sign out payments and cheques, to allow for absences by the Treasurer, who would be the usual signatory with one other Board member. A minimum of three Board members consulting together will approve any expenditure above 500B to any one Board member or company.

(v) There is no financial compensation provided to Board Members beyond their reimbursement for 'out of pocket' expenses made for direct Club costs or for their promoting of pre-agreed fundraising expenses. Members will group their expenses receipts to present to the Treasurer monthly; only receipted expenditure is acceptable. As under Charity Law, a Board member acts as a *de facto* trustee of public funds, so if involving the club in any financial losses, for example by financing specific fundraising projects & events which fail to recoup expenditure, that Board member agrees to return losses to the club privately, if club money has already been provided to that Board members project.

(vi) No Board member will solicit any enterprise or service in which they have a professional interest, nor one which provides personal profit to an individual Board member, without he or she making a prior advance disclosure to the other Board members. All such presentations or solicitations should be completely clear and transparent.

(vii) All Board members should refrain from promoting any service to our Club membership that could be interpreted by anyone as an attempt for personal gain, or face dismissal under the terms given herein, clause 4(vii). If a Board member is absent from three consecutive meetings but is residing in Pattaya he or she will be requested to resign. If a Board member lies to the Board or publicly to the Club membership, or deliberately disrupts any business of Club or Board, or indulges in any comparable and serious 'ungentlemanly conduct', such as making comments that are deemed racist or being culturally non-friendly towards our host Country and their Government, that Board member will then face dismissal. If a Board member attending a Board meeting disrupts its pre-agreed Agenda he or she will receive a verbal warning by the Chairman to desist. If his or her disruption continues, following a second warning, on any third occasion in the same meeting the Board member is suspended and asked to leave the meeting.

If a Board Member violates the principles stated above in the eyes of the other Board Members, he or she will first be suspended temporarily from Board and Club activities, to allow time for the personal presentation of an Appeal to the Board. Following the censured members explanation, the Appeal process is concluded with a vote, and if all other Board members concur, the accused member agrees to resign from The Board and Club immediately and permanently.

(viii) To ensure that a revolving, varied and balanced Board serves the Club, an internal election will be called after two years, 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 or how little work and commitment has been offered to the Club by an individual Board member in the past two years of service.

(ix) Board members may also voluntarily retire from the Board at any time before this two year term election, by writing under their own hand to 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. New Board applicants will be requested from any Sunday club membership meeting. Any 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 several 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 and will sign an extension page to this governing document, agreeing to its terms. In the event of an equality of voting for two candidates a second Board vote will be taken. If election remains unresolved then that meetings Chairman will alone make a third and casting vote.

(x) Liability insurance will 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.

(xi) Board meetings will proceed by following only an agreed printed Agenda sent by email or letter to Board members, giving at least four days notice of a meeting. There will be a minimum of six Board meetings per year. A meeting will be called only when a quorum of four is available and only when sufficient Agenda items justify all Board members time together to make policy agreements. In practice most routine work will be carried out by individual Board members who can email the other nine, 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.

(xii) It is the joint responsibility of an upcoming meetings Chairman and the Club Secretary, to ensure an Agenda is published promptly and clearly lists the date, time and the venue of the meeting and with its Agenda headings stated. The Chairman must ensure

ahead of an Agenda being sent out, that a quorum of at least four Board members can attend, or a meeting not be called on that date. It is the responsibility of individual Board members wishing to have a proposal placed on the next meetings Agenda to inform the Chairman or Secretary. This should be a minimum of five days from the proposed meeting date to have any item listed.

(xiii) Each Board meetings 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 ‘AOB’ and ‘Close’.

(xiv) A Chairman asks one member to take minutes in note form 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 in the Minutes under Apologies for Absence, and any vote they indicate for an Agenda item recorded. The Chairman refers to a printed copy of the last meetings Minutes and asks if there are matters arising. Any incorrectly stated points from these Minutes are stated and noted and then the Chairman signs his or her copy of the last meetings Minutes indicating it to be a true record.

Individual Board members are then called upon to present the Agenda items 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. Any member sensing a motion is being voted on before proper discussion has finished, or who spots any procedural error calls for a point of order and is promptly recognized by the Chairman and allowed to speak to explain and correct any issue at fault with reference to a copy of this governing document on hand in all meetings.

After items on the printed Agenda, the Chairman asks if there is ‘any other business’, to take into account any minor or topical items not proposed in time to go on the Agenda. Any member with an AOB item is given 2 minutes presentation time only.

The Chairman closes a meeting by stating the time for the Minutes. The person agreeing to take Minutes then gives his or her notes to the Club Secretary to type up and issue to Board members before the next meeting and following the Agenda headings.

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

(xvi) 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 matters; restaurant promotions; webmaster/writer, for Newsletter and listings; finding speakers; fundraising schemes; members offers; general company contacts – such as real estate, cars, insurance; and safety net for expats in difficulty.

5. To ensure impartial and fair use of the clubs website and auto-responder the Club Secretary with the Boards approval uses this facility or delegates responsibility to a webmaster on all items to go out to the Clubs membership. Only one Club website and auto-responder is allowable.

6. ID cards with photograph and the members name printed on will be issued to all current members. Memberships will be collected annually from the date of joining, if known, and members sent a prior reminder by the webmaster or Club Secretary. Two members collect cash income at Club meetings.

7. 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.

(i) Upcoming speakers should be advertised to the membership in at least one preceding meeting and in a corresponding Internet Newsletter one week ahead to ensure continuing membership interest in attending Club meetings.

(ii) 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. The keynote speaker will be offered one complimentary breakfast from Club funds as an appreciation for their time. Other speakers are to be given a maximum of ten minutes by the MC.

(iii) 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 100B members fee.

(iv) Board members are to inform the club Secretary of their announcements for a meeting by Saturday 2pm to allow production of printed MC notes. The MC announcements and a brief summary of the meeting are either dealt with by the Secretary or given by the Secretary to the webmaster to send out, to be incorporated into the next weeks Internet Newsletter.

(v) Agreed copy for the Pattaya Mail or other Club listings are to be emailed or delivered by the club Secretary by 4pm each Monday.

(vi) Good and bad experiences with merchants and services may be exchanged amongst the membership with information relating to 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. 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.

(i) Private profit making activities eg medical insurance, can be promoted within the Club by members (exclusive of the Board) provided all details & profits are kept transparent.

(ii) A discount benefiting members eg 5%, together with a percentage as a donation to the club to assist core costs eg 5% from an agreed 10% discount offered, should be negotiated with such companies benefiting from promoting to members at meetings, excluding those under clause 8(vi) below. 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 members money with a discount price and partly assisting club costs.

(iii) Registered licensed companies, with the agreement of the Board, may be given an 'exclusive' right, or sole franchise, to market a particular service or product to the Club membership, after being carefully vetted by the Board. In return the company arranges for an agreed percentage of the cover price of their product or service, be given to assist Club running costs. However, the Club will not market any service or product directly under the name of the Pattaya Expats Club. It is recognized by the Board, that as a non-profit organization, making profitable income for either the Club or individual Board members, would be in violation of Thai law unless the Club is registered as a Company itself.

(iv) Any net income from companies advertising on the Clubs website, after its set-up costs have been met, are divided 10% to the Clubs running costs to provide facilities for the membership, and the rest to the webmaster for his efforts. Income from Internet memberships via its Pay Pal account, goes to the webmaster for his efforts and expenses.

(v) As a guiding standard principle, income is first paid into the Club account and then expenses are later withdrawn from it, to show a process of income and expenditure and to allow annual accounts to be prepared from Club bank statements. 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.

(vi) Local restaurants will be encouraged to provide discounts and special values to the membership in return for promotion at the meetings. A restaurant owners sub-committee is to be chaired by a Board member, reporting initiatives back to the Board, not chaired by any individual restaurant owner. Similar specialist business sub-committees should be supervised by Board members, to ensure impartiality, not by individual dealers in the same product or service.

(vii) The guiding principle behind all company contacts and promotions, is to save the membership money by providing discounts from a wide variety of companies, recognizing 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 Clubs membership, should be solved promptly. The aim would be to ensure the membership is not alienated by any publicly expressed disagreements. Two Board members who are considered by a consensus of the Board to be neutral to the 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.

10. 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 poorest, sick or disadvantaged in Pattaya. This will assist the Club in having a good image and reputation with our host country and community.

(i) The Board may wish to support Thai registered charities 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.

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

(iii) 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.

(iv) Charity events staged by the expats club to fundraise for a named charity or cause, will be allowed to deduct expenses to stage and publicize 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 organization, 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 caused.

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

11. 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, sports equipment or any other item to assist the Club or to provide an additional facility to members.

(i) 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.

12. No financial investments of the club funds will be allowable except a bank deposit accounts Interest.

Agreed and signed under our own hands by:

Neils Colov

Gary Hacker

John Haerum

Preben Hansen

Pete Mills

Drew Noyes

Richard Ravensdale

Max Rommel

Malinee Suwansaenee

Dave Watson