

CONSTITUTION AND RULES

It is AGREED on this 24th day of April 2005, by Max Rommel, Richard E. Smith, Thor Halland, Roger Fox, Andre Machielsen, John Fishback, Richard Silverberg and Allan Sherratt as members of the Pattaya City Expats Club Governing Board, to revise the Governing Document, Constitution and Rules dated 13 July 2003.

This is the revised Governing Document of the Pattaya City Expats Club. It shall be in effect as of 24 April 2005.

The name of the Club is The Pattaya City Expats Club.

The name Pattaya City Expats Club is exclusive to this Club, and may not be used by any other individual or organization for any purpose without the printed approval of the Pattaya City Expats Club Governing Board. The Pattaya City Expats Club is located at Henry J. Beans Restaurant, 4 North Pattaya Beach Rd., Moo 9, Pattaya City, Chonburi, 20260, Thailand.

This document is intended to promote and to regulate both the Pattaya City Expats Club and its Governing Board's affairs solely by the regulatory clauses contained herein, and to observe, respect, and function within the Laws, Rules and Regulations of the Kingdom of Thailand.

1. The purpose of the Pattaya City Expats Club is to exchange 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 local Community. The aim is to assist foreign Nationals to reside safely and legally in Thailand, help them adapt and integrate into Thai culture and society and to aid, whenever possible, the people of Thailand.

In this document the term "Club" shall mean "The Pattaya City Expats Club". The term "Board" shall mean the "Governing Board of the Pattaya City Expats Club". The Governing Board is charged with the responsibility to run The Pattaya City Expats Club.

2. The Club will schedule weekly meetings of its membership.

3. Every member shall: be strictly forbidden to countenance any act which may subvert the peace and good order of the Kingdom of Thailand; be obedient to the laws of Thailand; act honorably toward other Club members; avoid private quarrels, and promote the general good.

4. (a) The Board is responsible for the policies and administration of the affairs of the club. This includes, but is not limited to, the establishment of rules of conduct for members and Board members, setting administration fees, arranging for appropriate meeting facilities, arranging for speakers, publishing a weekly newsletter, maintaining an Internet site, the recording of and making available membership information, expense accounting and recording, and dealing with cases of complaint, disputes, and breeches of Club rules which may lead to grounds to expel a member.

(b) The Board shall consist of a minimum of nine and a maximum of eleven members. They shall be elected at the Annual General Meeting. Board members shall serve two year terms, except at the first election following final approval of this document, half of the Board shall serve for one year, and the other half serve for two years as directed by the Board.. Procedures for the election of Governing Board members are set out in section XXX of this document, and are a part of this document.

If a Board member resigns from the Governing Board, or is removed from the Governing Board, the remaining

members of the Governing Board may propose and elect, by the procedures herein, a replacement member to serve until the next Annual General Meeting.

Replacement members of the Board shall be selected from the general membership, proposed by a minimum of two current Board members, and approved by a majority vote of the current Board. New Board members are to be selected based on their participation in Club activities, and experience or skills which may be valuable to the Club. If there is more than one candidate for a single Board position, the Board will vote for all candidates, and the one receiving the largest number of votes is elected.

(c) Approval of matters before the Board shall be by majority vote. In the event of a tie, the Chairman has a second vote. A quorum of the Board is five (5) if there are nine members and six (6) if there are ten or eleven members. No meeting may start nor business be conducted unless a quorum is present, and a quorum is required at all times during a meeting.

(d) If a Board member is absent from three consecutive regular Sunday meetings, or three Board meetings, while in Pattaya, and without adequate notice and reason, such as illness; he or she will be requested to resign due to lack of commitment.

(e) There will be a minimum of six Board meetings per year.

(f) A meeting of the Board may be called by any member of the Board. The Secretary shall publish the meeting place and date. Meetings require a minimum of seven days notice from the date of the announcement. If the request for a Board meeting is not honored, the Chairman must state his reasons, in detail, by email to all Board members. Board members should consult with the Chairman about issues, convenient dates and locations in order to secure maximum attendance at Board meetings.

(g) Board meetings will proceed by following only the printed Agenda sent by the Secretary by email or letter to Board members at least four days before the meeting date. Board members may submit requests to add Agenda items up to six days before the meeting. The location for Board meetings should be convenient and/or known to most members of the Board, and should have adequate facilities for private discussion, note-taking and refreshment.

(h) A meeting will be called only when the required quorum of Board members is available and only when sufficient Agenda items justify using all Board members' time to make policy decisions, or to comply with the requirement to hold six Governing Board meetings each year. In practice most routine work will be carried out by individual Board members, then advising other members of the Board of significant matters by email or letter. A Board member will chair each committee established by the Board, to ensure its impartiality and to report back its activity to the Board.

(i) The Board will grant any person in good standing, upon request to the Chairman, access to the file of approved minutes of the Governing Board kept by the Chairman. The Chairman will decide whether the person making the request meets the requirement 'in good standing'. If the Chairman considers it necessary, he may consult with the Board about the request. Upon approval by the Chairman, access may then be granted, at a reasonable time during normal office hours, and at a reasonable location set by the Chairman, to the approved minutes of the Governing Board. No removal of documents or photocopying will be allowed, but the person requesting the viewing of the minutes may take notes.

5. (a) The Board will elect from within itself a Chairman, Co-Chairman, Treasurer and Secretary. The Board may also designate or elect other Board members as Alternates for each Officer position, and that person may assume the duties and responsibilities of the elected Officer if he or she is not available. Election of Officers

shall be by a majority vote of the Board.

The Board may also appoint a Sergeant-at-arms to assist in the control of the Meetings. The Sergeant-at-Arms shall have the power to prohibit the entry of any person considered to be a danger or a distraction to the Members or the Meeting. The Sergeant-at-Arms shall also review the items on the Information Table, and remove any that are not appropriate to the aims of the Pattaya City Expats Club.

(b) Officers of the Club, and alternates, shall serve until the next Annual General Meeting. They may be re-elected at the end of their term.

(c) The Chairman, or a committee of Board members, selects Regular Meeting venues. Changes in Regular Meeting venues require the approval of the Board.

(d) The Chairman, or his designee, shall chair all Board Meetings.

(e) The Secretary announces Board Meetings, prepares Minutes of each Board Meeting, and distributes the Minutes of the Board Meeting to the Members of the Board. He or she helps the Treasurer or other Board members in welcoming new members, helps with filling out membership forms, creates the new member discount cards and keeps a file of all membership forms and photographs. He or she also submits the new member's names and email addresses to the Web site so the new member will receive the Club Newsletter, and sends a monthly statement of the total number of members, Newsletter only recipients, and new members for the month, to all Board members.

(f) The Treasurer will record any money received by the Club, and present a financial report, in written form, of income and expenses to all Board members at each Board meeting. The Treasurer will prepare annual accounts for Government and Board inspection as needed. In the event of a surplus of income over expenditure in the club's 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.

(g) The Club Treasurer shall collect and be sole custodian of all monies belonging to the Club. He shall, before a period of absence from Pattaya, delegate this responsibility to his alternate or one other board member, to allow the normal routine dispersal of funds and payment of invoices and expenses to continue in his absence. The board member deputized will provide an account to the Treasurer on his return of all transactions. Accounts must be prepared from Invoices and receipts. Receipts must verify expenditures.

(h) The Treasurer is responsible personally for all funds held under his control for the benefit of the Club. The Board must pre-approve any single expenditure of more than 2500 Baht by a majority of the Board voting for it in a Board meeting.

6. 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 club's general fund. No investments or property of the Club may be pledged or sold as security for loans by board members.

7. (a) There is no financial compensation provided to Board Members beyond their reimbursement for actual 'out of pocket' expenses incurred for direct Club costs or promotional expenses. Board Members will group their expense receipts to present to the Treasurer monthly; only receipted expenditures are acceptable.

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

completely clear and transparent.

8. The Board may appoint another Board Member or a regular member to publish a Newsletter intended to inform the membership of the activities of the Club, report on the Sunday meetings, include information which would be helpful to members, announce speakers for future meetings, list coming events, and to promote our Internet site.

9. The Board may appoint another Board member or a regular member to establish, maintain, edit, update and improve an Internet site and membership mailing list. Except for the routine publishing of the Club newsletter, no Board or regular member may use the club's membership database to send any communication to members without prior approval of the Board, by a motion of the Board approving each communication separately. No negative emails are to be published, nor appeals to the membership over grievances and disputes. Board members shall not bring any personal or private disputes before the Club membership using the membership mailing list. Board Members violating this trust are subject, upon proof, to immediate dismissal from the Board and the Club.

10. The Board also reserves the right to disapprove and remove anything distributed at club meetings.

11. (a) Member Discount Cards with a photograph and the member's name will be issued to all members on payment of their annual administration fee. The renewal verification may be a sticker or other device clearly showing the renewal date and the expiration date. The member Discount Card shall run from January 1 of the current year to December 31 of the same year. The annual administration fee shall be set yearly by the Board, and shall be set to cover the cost of issuing Member Discount Cards, their renewal and the expected expenses of the Club for the following year.

(b) All income is first paid into the Club, and accounted for by the Treasurer. Expenses are later withdrawn, to show a process of income and expenditure, and to allow quarterly and annual accounts to be prepared by the Treasurer. Local administration fees collected in cash will be accounted for by membership forms, but as individual forms may be lost or misplaced, a separate receipt book with receipts shall be given to the member receiving the cash and the numbered copies shall be kept intact, and must be used for the permanent accounting record.

12. An Annual General Meeting shall be held on the first Sunday in July of each year to elect; by secret ballot, Board members to replace those whose term of office have expired; present a report from the Treasurer on the Funds spent and currently on hand; answer questions from the members at the meeting about the operation of the Club, and to solicit suggestions for improvement.

13. (a) Board Meeting procedures – At the start of the Board Meeting, the Chairman asks one member to take minutes in note form if the Secretary is absent, then opens the Board meeting by stating the time, followed by the names of those present and those absent. If absent Board members have informed the Secretary of their reason for absence, this is stated for the Minutes under Opening and Absentees. Any vote they have given to the Secretary for an Agenda item is recorded by the Secretary during voting on that Agenda item. This ensures that an absent Board member is not disenfranchised by his or her absence on a vote that concerns them, providing they actively return their vote by email to the Club Secretary. A Board member may not assign their general vote to another member under any circumstances. A Board member may vote by phone (cell or telephone) if they are adequately informed of the issue. Their vote by phone shall be noted by the Secretary.

(b) After 'Opening and Absentees', the Chairman, or his designee, shall refer to the printed copy of the last Board meetings Minutes and ask if there are any corrections. Corrections are made, and a vote to approve the previous meeting notes is taken. The Chairman signs his or her copy of the last meeting's Minutes indicating it

to be a true record. Minutes of previous meetings may be the subject of a motion or debate as to the substance or meaning of a motion or action taken at that meeting.

(c) Individual Board members are then called by the Chairman, or his designee, to present the Agenda items they have proposed. There is a 15 minute time limit per agenda item. Sufficient time is allocated for any Board member to fairly give opposing views to any motion before a vote is taken. The chairman shall decide who is to speak next from a show of hands upon presentation of an agenda item. Voting on motions may also be taken by a show of hands, except in a censure motion when a secret ballot can be requested.

(d) Discussion should be relevant to the Agenda item and should not repeat previously advanced arguments. The Chairman, or his designee, shall judge the relevance of a comment, and after a time warning, asks a member to cease speaking. Board members shall vote on all matters in accordance with the best interests and aims of the Club. Agenda items may be deferred to a new meeting by a vote of the Board members if time is short.

(e) Motions must be proposed, seconded and accepted by the Chairman or his designee for a vote. No motion begun shall be postponed except where just cause is shown, and a date to resume the motion is given. The postponement must be agreed to by a majority vote of those present.

(f) Motions that derive from the presentation of Agenda items may be made orally, but an accurate wording of an oral motion must be agreed upon and entered into the Meeting Minutes and read back by the Secretary. The member who proposes a motion has the right to reply to an amendment to their motion before it is voted upon.

(g) Any member believing that a motion is being voted on before proper discussion has finished, or who spots any procedural error, calls for a 'Point of Order'. Debate stops, the Board member is promptly recognized by the Chairman, and allowed to speak to explain and correct any issue at fault.

(h) A copy of this Governing Document must be on hand at all Board meetings. It is a responsibility of the Chairman to ensure that the application of rules is balanced, consistent and impartial.

(i) After consideration of the 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 to the Agenda. The Chairman gives any member with an A.O.B. item 2 minutes presentation time only. If any A.O.B. item appears to any member be substantive and needing prior notice for debate, it may be deferred by a majority vote of the Board to the next meeting.

(j) The Chairman closes a meeting by asking for a motion to close the meeting. If the motion passes, the Chairman states the closing time, and the meeting is closed to any further business.

(j) The Club Secretary types the Minutes and issues them to Board members before the next Board meeting within one week of the end of the meeting.

14. Board members are encouraged to take responsibility for sharing the workload of the club by being assigned or assigning themselves tasks within their skill areas, such as - P.R. & publicity; marketing & promoting the club; charity projects; restaurant promotions; rules advisor; finding speakers; security; fundraising; members offers; and general company contacts, such as real estate, cars, insurance, and a safety net for expats in difficulty.

15. (a) If a Board or regular member lies to the Board, lies publicly to the Club membership, deliberately

disrupts any business of the Club or Board, indulges in any serious “ungentlemanly conduct”, such as making comments that are deemed racist or being culturally unfriendly towards our host Country and their Government, or is proved to be involved in unethical business practices, or other activities which may affect the standing of the Club in the Community, that Board or regular member may be subject to dismissal from the Board or the general membership by a two-thirds majority vote of the Board. The Board reserves the right to ask a member of the Board to suspend themselves from participation on the Board, pending the outcome of an investigation into the activities leading to the request. If the member refuses to suspend himself as requested by the Board, the Board is empowered to vote to bring a censure motion against the member refusing the suspension request, and thereafter to follow the procedures for a Censure Motion.

(b) If a Board Member violates the principles of the Club in the eyes of another Board Member, the complaining Board member may request that an Agenda item be placed at the next Board meeting for a Censure Motion. This item is to be published to Board members with a minimum of four days notice from the time the meeting notice is sent out, 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, the appeal process shall be concluded at the same meeting with a vote. If a majority of Board members concur, the accused member loses his or her membership on the Board. If a request is then made for an Appeal, the member is temporarily removed from membership until the Appeal process is completed. If the member loses on his or her Appeal, their membership on the Board is terminated immediately. Board members are encouraged to resolve conflicts informally, by using the Chairman or other Board members as mediators, or to follow the steps in Section 9 before bringing a Censure Motion as a final resort only.

(c) If a Board member attending a Board meeting or a Club member or guest attending a Club meeting improperly 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 verbal warning, on the third occasion, at the same meeting, the Club or Board member may be suspended from the meeting and asked to leave the meeting.

16. Liability insurance may be provided for all Board members relating to their activities within the Club. The cost of such insurance shall be paid by the Club.

17. (a) The Club will not market any service or product directly in the name of the Club, or by use of the name of the Club. The Board recognizes that as a non-profit organization, profit making is a violation of Thai law unless the Club is registered as a Company. It is the decision of the Board that the Club shall not be formed as a Company. It is further the decision of the Board that the Club shall not be formed as a Company at any time in the future unless it is approved by a two-thirds majority vote of the Board.

(b) The guiding principle behind all company contacts and promotions should be to provide discounts for services for members from a wide variety of companies by an agreement with that company or service to a predetermined discount when a member presents the Club Member Discount Card. The variety of companies offering the Club discounts should be listed to the membership periodically to encourage joining or renewing membership.

18. From time to time the Board may need to acquire an Asset, such as a phone, fax machine, computer, sports equipment or other item to assist the Club in its operations or to provide an additional facility to members. Any such asset becomes the property of the Club, not the property of an individual, and requires Board approval for purchase, 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.

19. To help ensure that the Club and its Board have reference to a regular set of parliamentary rules, in the

event the rules herein are not deemed adequate by the Board, the rules and regulations contained in Roberts' Rules of Order are to be used as the final reference. Roberts Rules of Order are hereby incorporated into this Governing Document, are attached and made a part of this document.

20. Conduct of the Election of new Governing Board members at the Annual General Meeting.

(a) The election shall take place as the first item of business at the Annual General Meeting on the first Sunday of July.

(b) Anyone holding a current valid Pattaya City Expats Club discount card shall be eligible to vote in the election.

(c) The Governing Board shall, by a two thirds vote of its members, appoint an Electoral Officer to organize and supervise the Annual General Meeting election process. The Electoral Officer may appoint as many sub-officers as necessary to his Election Committee to assure a speedy and accurate identification of members, proper voting procedures, and counting of the votes, using the procedures herein.

(d) (1) The members of the Election Committee shall, as members arrive at the AGM meeting, check each member's card to assure it is current - then issue a voting slip to that member.

(2) Voting slips will be numbered, and the Electoral Officer will keep a list of voters who have been issued a voting slip at that meeting. That list will be kept secret until the voting is complete. If any candidate challenges the method of voting or any of the votes cast, the candidate and their representatives may check the list of eligible voters in the presence of the Electoral Officer, and any other two persons the Election Officer may request, to assure there is no tampering with the voter record.

(e) The Electoral Officer shall ensure that the numbered voting slips are prepared, and a list of eligible members for candidature and voting are prepared by or at the last Sunday in June - so as to be ready for the Annual General Meeting on the first Sunday in July.

(f) Anyone who has held a valid PCEC discount membership card for one year or more shall be eligible to stand for election to the Governing Board. Any out-going member of the Board who has a valid PCEC discount membership card may stand for re-election.

(g) Registration of candidates shall take place during the first three weeks of June - the last date for registration shall be the end of the regular meeting on the next to last Sunday in June.

(h) Candidates may be nominated by regular members at the first three meetings in June. Those nominated must agree to their candidacy. All candidates must be approved and seconded by two members of the out-going board.

(i) If there are more candidates than places on the Board, each candidate shall have an opportunity at the last meeting prior to the AGM to make a short speech, and to distribute any literature (at their own expense) that may be appropriate to support their candidature. The Electoral Officer is empowered to stop the issuance or distribution of any literature that he deems to be inappropriate. His decisions as to what is appropriate shall be guided by a desire for fairness and openness in the election.

(j) Candidates or their representatives may be present to observe the vote count but shall not interfere in the counting process.

(k) The out-going Secretary shall be designated as the Returning Officer for the Election. When the voting is complete, the Electoral Officer shall cause a final report to be prepared for the Secretary/Returning Officer. The Secretary/Returning Officer may announce the results of the election to the Club members as soon as is practicable during the meeting, or delegate this task to the out-going Chairman. The Secretary shall record the results of the voting in the Official Minutes of the Governing Board.

(l) The elected Governing Board members will elect a Chairman, Co-Chairman, Secretary, Treasurer and any other Officers they deem necessary, from their number, at a meeting of the new Board scheduled within two weeks after the Annual General Meeting.

21. This is the complete Governing Document. Additions, deletions or changes may only be made by a two-thirds majority vote of the Board, assembled in a meeting properly announced and scheduled as specified in this Governing Document.