

Pattaya City Expats Club

Governing Document

Constitution & Rules

It is AGREED on this 27th day of July 2003, by Max Rommel, Gary Hacker, Andre Machielsen, Drew Noyes, and Richard Smith, as members of the Pattaya Expats Club Board, to re-form itself as the Pattaya City Expats Club Board, with the purpose of establishing a non-profit service association, using a cash sum collected from membership & sponsorship fees of record in the former Pattaya Expats Club and Board with which to establish the new Club. The name of the new club is The Pattaya City Expats Club. The Pattaya City Expats Club is located at Henry J. Beans Restaurant, North Pattaya Beach Rd., Pattaya City, Chonburi 20260, Thailand. 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 Board.

It is further AGREED to promote and to regulate both the Club and its Boards affairs by the regulatory clauses contained in this document, and to observe, respect, and function within the Laws, Rules and Regulations of the Kingdom of Thailand.

To assist the membership, The Pattaya City Expats Club asserts the right to the use of membership lists and fees of the former Pattaya Expats Club and its Website.

It is further AGREED that:

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 “Board of the Pattaya City Expats Club”. The Board is charged with the responsibility to run The Pattaya City Expats Club.

2. The Club will schedule weekly breakfast meetings of its membership on Sunday mornings.

3. Every 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.

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 membership 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, dues collection, expense accounting and recording, and dealing with cases of complaint, disputes, and breeches (and terms) of Club rules which may lead to grounds to expel a member.

(b) The Board shall consist of a minimum of seven and a maximum of nine members. New 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.

Founder Pete Mills is recognized as an Honorary Founder of the Pattaya Expats Club and the Honorary Founder of the Pattaya City Expats Club. He is an (honorary) member of the Board of the Pattaya City Expats Club.

(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 four if there are seven members, and five (5) if there are eight or nine members. No meeting may start nor business 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 reason, such as illness; he or she will be requested to resign, due to lack of commitment.

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

(e) 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.

(f) Board meetings will proceed by following only the printed Agenda sent by the Secretary by email or letter to Board members. A printed copy of the Agenda is to be supplied each member at least five 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.

(g) A meeting will be called only when a quorum is available and only when sufficient Agenda items justify all Board members time to make policy decisions. 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.

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. 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 Announcement 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 for a period of twelve (12) months. They may be re-elected at the end of their 12 month term. Election to office shall be by a majority vote of the Board.

(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 the Co-Chairman in his absence, chairs 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 welcoming new members, helps with filling out membership forms, creates the new members membership 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 dues and other income to the Club, and forward a financial report of income and expenses to all Board members once each month in written form. The Treasurer will prepare annual accounts for Govt. and Board inspection as needed.

He or she will assist the Secretary in welcoming guests and new members, aid in the creation of membership cards, and record and give the Treasurer any membership dues he collects at the door.

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.

(g) The Club Treasurer shall collect and be sole custodian of all moneys 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 Treasurer must pre-approve any expenditure above 2500 Baht by a majority of the Board voting for it in a Board meeting.

6. (a) 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.

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 he or she making a prior disclosure to the other Board members. All such presentations or solicitations should be completely clear and transparent.

8. (a) 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, to list coming events, and to promote our Internet site.

9. (a) 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 clubs membership database to send an communications 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 Club.

10. (a) The Board also reserves the right to approve of anything distributed at club meetings.

11. (a) Membership cards with photograph and the member's name will be issued to all members on payment of their annual fees. The renewal verification may be a sticker or other device clearly showing the renewal date and the expiration date. The membership card shall run from July 1 of the current year to June 30 of the following year. The membership fee and the renewal fee shall be set yearly by the Board, and shall be set to cover the cost of issuing membership 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 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 copies kept intact, and must be used for the permanent accounting record.

12. (a) An Annual General Meeting of the membership shall be held once each year, to explain the structure of the Club, the basis for the dues, to answer any questions the membership may have about 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 indicate for an Agenda item is recorded by the Secretary during voting of that Agenda item. 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 by email to the Club Secretary. A Board member may not assign their general vote to another member under any circumstances.

(b) After 'Opening and Absentees, refers to the printed copy of the last meetings Minutes and asks 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 meetings 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 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 it concerns 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, after the presentation of an agenda item. A vote may also taken by a show of hands, except in a censure motion when a secret ballot can be applied.

(d) Discussion should be relevant to the Agenda item and not repeat previously advanced arguments. The Chairman shall judge the relevance of an comments, and after a time warning, ask 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 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 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. A motion proposer 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. Reference to 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.

(h) 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.

(i) The Chairman closes a meeting by asking for a motion to close the meeting. If the motion passes, the Chairman states the 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. (a) 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, 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 the committing of unethical business practices in their own companies, that Board or regular member will be subject to dismissal from membership.

(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 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. If a request is 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 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 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 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 unanimous vote of the Board.

(bJ) The guiding principle behind all company contacts and promotions should be 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.

18. (a) 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. (a) 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 adequate, 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, by reference, into this Governing Document.

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

A signature page is attached to this Document and made a part of it. This Governing Document is Agreed upon on July 27, 2003 at the Henry J. Bean's Restaurant at the Amari Hotel by the following persons –

Max Rommel, Drew Noyes, Richard Smith, Andre Machielsen, and Gary Hacker