

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

## CONSTITUTION

### § 1. NAME, LOCATION, PURPOSE AND INCOME

- 1 The name of the Club shall be: **“UDON THANI EXPATS CLUB”**, as a property.  
  
The Club, named **“Udon Expat Club”** at its founding, was established in 2008 by Lars Erik Brandt, and is an independent, non-profit-making, non-governmental organization (NGO).
- 2 The Club is located in Udon Thani, Thailand, and all Club activities shall be within the Laws of the Kingdom of Thailand, and the Club's **CONSTITUTION AND BY-LAWS**.
- 3 The purpose of the Club is to exchange and provide information that will benefit its members and the local community as a whole with the theme; **“EXPATS HELPING EXPATS”**.
- 4 This purpose shall be fulfilled by monthly meetings, including the December party, and by promoting regular get-togethers, and other informal activities.  
  
The monthly meetings shall be planned by the Board of the Club (see § 3) to provide interesting and informative speakers for each occasion that will be advertised before said meeting.
- 5 The Club shall not support any religious or political agenda.
- 6 To cover the expenses of running the Club:
  - The members have to pay their membership fee. The rate is to be determined at each Annual Membership Meeting. The membership fee cannot be refunded should a member resign or be suspended or be expelled from the club;
  - Sponsorship;
  - Income from promotional items;
  - Gifts.

### § 2. MEMBERSHIP

- 1 All expatriates who are socially involved or have a residence in Udon Thani or any other Isan province may apply for membership if they don't, to the Club's knowledge, have any pending criminal investigation.  
  
If any member lies publicly to the club membership, or deliberately disrupts any business of the Club, or indulges in serious “un-gentlemanly” conduct, such as making comments that are deemed racist or being culturally

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

unfriendly toward our host country and government, or our members, or the committing of un-ethical practices in their own businesses, that member will then face suspension or even expulsion from the Club.

There shall be four (4) categories of membership:

- Lifetime membership. Such members shall pay one-time dues and have a vote.
- Annual membership. Such members shall pay yearly dues and have a vote.
- Associate membership. Such members shall pay yearly dues and have no vote.
- Honorary membership. Such members shall not pay dues and have no vote.

Membership includes spouses, children and significant others who do not have the right to vote.

An "Associate membership" is available for those members who do not have the opportunity to attend membership meetings more than 4 months in a row, but still wish to support the Club and been kept informed about the Club.

Any Annual Member, of the age of 80 or more who paid membership fees for at least five (5) consecutive years, will automatically be upgraded to a Life-time member, and retain voting power.

2 Potential members will be given a Club [CONSTITUTION AND BY-LAWS](#) and may apply at any monthly meeting by filling out a written application, both also available on-line, and returning it to a member of the Membership Committee.

3 Following the approval of the application by the Membership Committee, a membership card will be issued when full payment has been received for the following membership term.

The last time to receive payment for each successive membership term is the membership meeting following the end of that term, unless a valid reason for later payment is received by the Club Board. Failure to do so will result, after expiration of a written reminder (30 days), in immediate termination of membership.

Any member who resigns loses all membership rights regardless of their category of membership.

Any member who resigned may, with a freeze of at least 6 months, apply for Membership again.

4 Suspension. A member may be suspended from the Club.

If suspension is in question the Club Board shall prepare the case; and the decision will be taken by vote at the next Club Board meeting, and needs a 2/3 majority vote from the Club Board members present and voting.

All parties in the conflict may be heard.

Possible reasons for suspension may be: inappropriate social behavior (see § 2.1 above), or any breach of this [CONSTITUTION AND BY-LAWS](#).

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

5 Expulsion. A member may be expelled from the Club.

If expulsion is in question, the Club Board shall prepare the case, and shall seek agreement from 50% or more Leaders of the Committees, and present the case for a decision to be taken by vote at the next monthly membership meeting, and needs a 2/3 majority vote from the members present and voting.

All parties in the conflict may be heard.

Possible reasons for expulsion may be: breaking the laws of Thailand or any other country, inappropriate social behavior (see § 2.1 above), or breach of this [CONSTITUTION AND BY-LAWS](#).

6 No member of the Club may use the Club for any personal or private business or use the membership data base for any private communication. Members cannot bring any personal or private disputes before the Club membership.

## § 3. ORGANIZATION

1 The structure of the Organization is formed by a [“CLUB BOARD”](#) and a number of [“COMMITTEES”](#).

2 The Club Board shall have five (5) members, nominated by the Nominating Committee and each separately elected at the Annual Membership Meeting, or at a Monthly Membership Meeting when properly announced at least 1 month in advance. To be elected to the Club Board each candidate must have been a Club member, in good standing, for at least 6 months before being elected.

Nominations from the membership shall be forwarded to the Nominating Committee, at least one (1) month in advance of the Annual Membership Meeting or a Monthly Membership Meeting.

There shall not be any nominations from the floor at the Annual Membership Meeting or a Monthly Membership Meeting.

The Club Board of five (5) will consist of a Chairman, a 1<sup>st</sup> Vice Chairman, a 2<sup>nd</sup> Vice Chairman, a Treasurer and a Secretary.

Members of the Club Board ought to have a 1 year Thai visa and should be living in Isan or have a legal residence there.

The duties of the Club Board will be to take care of the routine work of the Club.

3 An Assistant Treasurer and an Assistant Secretary shall be nominated by the Treasurer and the Secretary respectively, and must be elected by the General Membership, and are not a member of the Club Board, and only have voting power in the Club Board in case the Treasurer or the Secretary respectively are not present.

The Assistant Treasurer and the Assistant Secretary work together, respectively with the Treasurer and the Secretary. In addition, they may join any Committee, but not be the Leader of that Committee.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

The Webmaster shall be nominated by the Nominating Committee and be appointed by the Club Board, and shall be re-evaluated by it annually.

The Webmaster works together with the Secretary (see § 3, art. 9). In addition, he may join any other Committee, but not be the Leader of that Committee.

The Webmaster **may** be a non-member. However, if he is a club member he cannot be a member of the Club Board.

4 The Chairman and the two (2) Vice Chairmen are elected for 2 years.

At the first election however, one of those is elected for only one year. This is to alternate in the term of service. After 1 election period he shall have a "resting period" for one year from the Club Board before he may be re-elected to the Club Board.

During the "resting period" he may be elected to any other position but not in the Club Board.

5 The Treasurer and the Secretary are also elected for 2 years, but may be re-elected for another period of 2 years. However, then they must have a "resting period" for one year from the Club Board.

When elected for the first time either the Secretary or the Treasurer shall be elected for only 1 year. That is to alternate in the term of service, so that both may not leave or be re-elected at the same time. At the end of their resting period they may be elected to any other position within the Club Board.

During that "resting period" they may be elected to another position, but not in the Club Board.

6 There is one (1) exception to the rules of article 4 and article 5; In case the nominating committee does not succeed in nominating a substitute or successor, the membership may decide, by a 2/3 positive vote of members present and voting, to wave the resting period.

7 Committees shall be formed by the Club Board to organize and implement the core activities of the Club. Each Committee should have 3 members.

The Leaders of the Committees shall be chosen from within each Committee's members, and cannot be a member of the Club Board.

However, Leaders of a Committee shall have voting power in the Club Board in case of an expulsion or any fundamental issue that may arise, and at meetings of the Club Board together with the Leaders of each Committee.

8 Member meetings must be held monthly (see §1).

Club Board meetings must be held as often as the Club Board finds it necessary, but at least once a month.

Meetings of the Club Board together with the Leaders of each Committee must be held as often as the Club Board finds it necessary, but at least 4 times a year, and will be led by the Chairman of the Club Board.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

An agenda for the meetings must be sent to all Club members at least 5 days ahead of the announced meeting. There shall be minutes taken at all meetings including the membership meetings, and they should be securely kept permanently.

- 9 All official, written and verbal, communications of the Club shall be conducted by the Secretary after having approval of the Club Board.
- 10 The Club shall have an Inspector who, in cooperation with the Treasurer, will examine the financial accounting of the Club, and shall be elected at the Annual Membership Meeting.
- The Inspector is elected for two (2) years, but then he must have a “resting period” for one year.
- The Inspector shall as often as the Club Board finds it necessary, but at least two (2) times a year; in advance of the Annual Membership Meeting and at mid-term, report to the Club Board.
- The Treasurer shall seek approval of the Inspector’s findings by the Club Board and the Leader of each Committee.
- The Treasurer shall report the financial annual results and the Inspector’s conclusions to the membership at the Annual Membership Meeting.
- The Inspector **may** be a non-member. However if he is a club member he cannot be a member of the Club Board. However, he may join any other Committee, but not be the Leader of that Committee.
- 11 Unless stated otherwise, all voting procedures shall require a quorum and a simple majority only.

## § 4. LIABILITY INSURANCE

- 1 Liability Insurance should be provided for all members relating to authorized Club activities; including the monthly club meetings and these expenses will be absorbed by the Club to indemnify individual members against any legal claims and costs thereof for damage of property that does not belong to the Club.
- 2 A separate bond must be provided for the Treasurer.

## § 5. QUORUM

- 1 A quorum consists of **50%** or greater of the members of the **Club Board** at a Club Board meeting, and that quorum must be present for the Club Board to make decisions. If votes are tied, the Chairman who is leading that meeting shall vote. Otherwise the Chairman that is leading the meeting cannot vote.
- Absentee voting is permitted for the Club Board only, and under condition that the absent member issues a voting instruction, per topic, in writing (e-mail). There shall be **no** proxy voting.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

- 2 A quorum consists of **50%** or greater of the members of the **Club Board** plus **the Leaders of the Committees** at a joint Club Board and Leaders of the Committees meeting, and that quorum must be present for the Board and the Leaders of the Committees to make decisions. If votes are tied, the Chairman who is leading that meeting shall vote. Otherwise the Chairman that is leading the meeting cannot vote.  
  
There shall be **no** absentee or proxy voting.
- 3 A quorum consists of **40%** or greater of the paid up members of the **Club**, and that quorum must be maintained throughout the **Member Meeting** to make decisions. If votes are tied, the Chairman who is leading that meeting shall vote. Otherwise the Chairman that is leading the meeting cannot vote.  
  
There shall be **no** absentee or proxy voting.
- 4 Paid up members who are not present at a Member Meeting, and did not attend the three (3) consecutive, preceding Member Meetings, shall not be counted in determining the Quorum of **that** Member Meeting.
- 5 Voting at the Club meetings may be taken by a show of hands, or if requested, a written or secret vote may be taken if approved by **1/3**, or greater, of the members present and voting.

## § 6. AMENDING THIS CONSTITUTION AND BY-LAWS

- 1 This **CONSTITUTION** can be amended only at the Annual Membership Meeting. The amendment must be proposed and seconded, and must receive a **3/4** majority positive vote of the members present and voting to be adopted.
- 2 These **BY-LAWS** can be amended at any Membership Meeting. The amendment shall be proposed and seconded, and must receive a **2/3** majority positive vote of the members present and voting to be adopted.
- 3 Intent to propose an amendment to the **CONSTITUTION** must be communicated to the Board at least two (2) months in advance of the Annual Membership Meeting. The Board must then notify the membership of that intent at least five (5) days before the Annual Membership Meeting.
- 4 Intent to propose an amendment to the **BY-LAWS** must be communicated to the Board at least two (2) months in advance of any Membership Meeting. The Board must then notify the membership of that intent at least five (5) days before the Membership Meeting.
- 5 Following the adoption of an amendment to the **CONSTITUTION** and/or the **BY-LAWS**, it shall take effect immediately.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

## § 7. DISBANDMENT

The membership is empowered to disband the Club, if necessary. At any monthly meeting, a proposal to disband the Club can be made and must be seconded. If approved by  $\frac{3}{4}$  majority positive vote of the members present and voting, the proposal shall be automatically postponed to the next meeting. The Secretary shall within five (5) days notify all members of record that a final vote for disbandment of the Club will be taken at the next monthly meeting, and urge every member to attend. At that meeting there will be a final vote of Disbandment which requires a  $\frac{3}{4}$  majority vote of the members present and voting. The liquidation of Club assets shall be carried out by the Board. They shall ensure that an authentic copy of the disbandment motion, including the vote tally as well as the number of members present at the meeting, is retained by the Secretary.

Money and other properties of the Club shall be donated to one or more charitable organizations in Thailand, as determined by the Board.

The books, records and documents of the Club shall be kept by the youngest Board liquidator for a period of 10 years.

---

---

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

## BY-LAWS

### §1. THE CLUB BOARD AND COMMITTEES

- 1 The Club Board and the Leaders of the Committees shall at their joint meetings, at least, discuss each others activities, to ensure that the performance is in compliance with the spirit of the stated purposes of the Club and the desired benefits for the Club's members.
- 2 The Treasurer is responsible for the finances of the Club, keeping the accounts up to date, and submitting a monthly updated cash report and bank balance to the Club Board.

The Treasurer's accounts and financial records of the Club shall be kept in the English language, and be clear enough to be understood by the average Club member.

The Treasurer is personally responsible for all monies and the proper administration of all other properties belonging to the Club.

All financial records and assets belong to the Club and shall be returned to the Club when requested by the Club Board. To issue such a request the Club Board shall have approval by the Leaders of the Committees.

Any acquired assets become the property of the Club.

The Treasurer shall keep a numbered counterfoil receipt book with receipts given for all financial transactions.

Cash in excess of 4,000 baht should be put into the Club's bank account. Thereto the Club shall open a Passbook signed by 3 members of the Club, each holding a one year Thai visa and being a member in good standing for more then one year at one of the major Banks in Udon Thani.

Withdrawals from the account shall be initiated by the Treasurer and can be made only by the signatures of any 2 of the 3 members whose name is in the Passbook.

The passbook shall be kept by the Secretary. The Secretary cannot be one of the names in the passbook.

Extraordinary costs in excess of 2,000 baht must be approved by the Club Board.

The Club cannot make, nor issue any loans.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

- 3 The Secretary or Assistant Secretary must take minutes at all the Club Board and membership meetings and shall issue an Agenda.

The minutes of each meeting, are to be reported electronically to the members of that Club Board or membership meeting within 10 days after that meeting. At the next meeting, and after any corrections are made, the minutes should be approved.

- 4 The permanent Committees are as follows:

- a) Membership & Nominating
- b) Public Relations & Sponsorship
- c) Activities & Graphics
- d) Refreshments

- 5 Absence from the meetings of the Club Board and Committees should be recorded in their minutes.

Three (3) consecutive absences, without valid reasons communicated, are cause for the absent member to be removed from their position.

- 6 In case a Committee does not have a Leader or members, the Club Board is empowered to make decisions in the name of that Committee.

## §2. MEMBERSHIP MEETINGS.

- 1 It is the duty of the Club Board to find suitable places to arrange the club meetings.

- 2 Membership meetings should be held on the last Sunday of every month, except December, and normally should not last more than 2 hours.

- 3 The Annual Membership Meeting shall be held each year on the last Sunday of the month of January.

- 4 For very urgent reasons only, an Extraordinary Membership Meeting, to be held on any given day, may be convened by the Board and must receive a **3/4** majority positive vote of the Board members present and voting.

- 5 Meetings should have a coffee break and an open forum.

At member meetings, everybody should be properly dressed. Alcohol is not allowed in the meetings.

- 6 Sponsors may attend any Club function, display their products, and speak to members before and after the meeting, as well as during the coffee break. There should be no communication with members during the meeting and the members have to be aware of this.

The sponsors are allowed to be in the sponsorship area with their own name tags, or the Club's IDs identifying them as a sponsor. Sponsors have no rights to vote in the matters of the Club if they are not club members.

# CONSTITUTION AND BY-LAWS - UDON THANI EXPATS CLUB

January 26, 2014

7 Order of Business for all member meetings of the "UDON THANI EXPATS CLUB" shall be:

1. Opening
2. Collecting Attendee list and verifying quorum
3. Corrections (if any) and approval of the previous Minutes
4. Introduction of guests, new members and sponsors (if any)
5. Announcements by the Chairman
6. Open Forum
7. Coffee break
8. Program (Guest speaker)
9. Committee announcements
10. Open Forum
11. Closing

8 Order of Business for Club Board meetings of the "UDON THANI EXPATS CLUB" shall be:

1. Opening
  2. Conclude Attendees and verifying quorum
  3. Corrections (if any) and approval of the previous Minutes
  4. The various subjects
  5. Open Forum
  6. Closing
- 
- 

*Approved and adopted by more than a 2/3 positive vote of the Club members at the Annual Membership Meeting of the "Udon Thani Expat Club" on January 26, 2014*