



CONSTITUTION OF THE FRIENDS OF PANYADEN

12 JULY 2012

CONSTITUTION OF THE ASSOCIATION

1. ASSOCIATION DETAILS

1.1. TYPE OF ASSOCIATION

[The Association](#) shall be a Friends of the School

1.2. ASSOCIATION NAME

The association name is Friends of Panyaden. Hereinafter referred to as '[the Association](#)'

1.3. SCHOOL NAME

Panyaden School

School Address: 218 Moo 2
Tambon Namprae,
Amphor Hang Dong
Chiang Mai 50230
Thailand

1.4. THE COMMITTEE

The Committee of the Association shall be made up of the following Office Bearers:

- 1.4.1. The Chair
- 1.4.2. The Vice-Chair
- 1.4.3. The Secretary
- 1.4.4. The Treasurer
- 1.4.5. In addition to the office bearers, the Committee will also include a number of Ordinary Committee members

The number of Ordinary Committee members shall be determined as follows:

- 1.4.5.1. Anuban Representatives
 - 1.4.5.1.1. Two members for the first fifty anuban students (or part thereof) elected, or co-opted, from the members who are parents, guardians or carers of anuban students
 - 1.4.5.1.2. One member for each fifty anuban students (or part thereof, after the first fifty anuban students) elected from the members who are parents, guardians or carers of anuban students
- 1.4.5.2. Prathom Representatives
 - 1.4.5.2.1. Two members for the first fifty prathom students (or part thereof) elected, or co-opted, from the members who are parents, guardians or carers of prathom students

- 1.4.5.2.2. One member for each fifty prathom students (or part thereof, after the first fifty prathom students) elected from the members who are parents, guardians or carers of prathom students
- 1.4.5.3. Teacher & Staff Representatives
 - 1.4.5.3.1. Two members for the first fifty (or part thereof) full-time teaching or administrative staff elected, or co-opted, from the members who are teaching or administrative staff
 - 1.4.5.3.2. One member for each fifty full-time teaching or administrative staff (or part thereof, after the first fifty full-time teaching or administrative staff) elected from the members who are teaching or administrative staff
- 1.4.5.4. In the event that one or more ordinary members meet more than one of the categories in clauses [1.4.5.1](#), [1.4.5.2](#), [1.4.5.3](#) (and their sub-clauses) only the category under which they are elected, or co-opted, will be counted in determining the composition of the Committee and any vacancies that may arise
- 1.4.6. The Committee may co-opt a person or persons to serve as Committee members
 - 1.4.6.1. If an Office Bearer position becomes vacant for any reason during the normal term of the Committee. it should be filled from the Ordinary members of the Committee and a member then can be co-opted by the Committee to fill the subsequent vacancy of an Ordinary Committee member
 - 1.4.6.2. If a vacancy in Office Bearers cannot be filled from within the Committee then a member may be co-opted by the Committee to fill the vacant Office Bearer position
 - 1.4.6.3. The Committee may also co-opt up to two additional persons, who may not necessarily be members of the Association, if it is believed said persons would bring additional expertise to the Committee.
- 1.4.7. If at any time the number of co-opted Committee members is more than 50% of the total number of positions on the Committee, a General Meeting will be called to elect a new Committee.
- 1.4.8. The number of positions available for election of Ordinary Committee members shall be determined by the number of students enrolled and staff employed at the time the notice of General Meeting is required to be issued.

2. OBJECTIVES

The objective of the Association ("The Objectives") is to advance the education of pupils in the School in particular by:

- 2.1. to foster and grow school the community through social events and other activities that include students, their parents, teachers and other school staff and interested persons in the broader community
- 2.2. developing effective relationships and communication between the staff, parents and others associated with the School to provide a forum for ideas for improvement and information exchange
- 2.3. promoting the School, it's achievements and attributes in a positive manner
- 2.4. engaging in fundraising and other activities for providing facilities and equipment which support the School and advance the education of the students.

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objectives:

- 3.1. To provide advice
- 3.2. To publish or distribute information
- 3.3. To co-operate with other bodies
- 3.4. To raise funds (but not by means of [taxable trading](#))
- 3.5. To acquire or hire property of any kind
- 3.6. To make grants or loans of money and to give guarantees
- 3.7. To set aside funds for special purposes or as reserves against future expenditure
- 3.8. To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.9. To take out public liability and personal accident insurance to cover Association meetings, activities, Officers, and Committee Members, to insure the Association's property against any foreseeable risk and take out other insurance policies to protect the association where required
- 3.10. To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 3.11. Subject to clause 9, to employ paid or unpaid agents, staff or advisers
- 3.12. To enter into contracts to provide services: to or on behalf of other bodies
- 3.13. To pay the costs of forming the Association
- 3.14. To do anything else within the law which promotes the Objectives

BUT the Committee shall not undertake any activity in the school premises without the consent of the School Director

4. MEMBERSHIP

- 4.1. Members of the Association are:
 - 4.1.1. the parents guardians or carers of a pupils currently attending the School
 - 4.1.2. the teaching and administrative staff currently employed by the School
 - 4.1.3. any person wishing to offer appropriate support or help to the School, who is nominated for membership by an existing member and, subsequently, is accepted by the Committee as a member

BUT the Committee may for good reason (whether or not at the request of the [School Director](#)) exclude any person from membership whose presence at or support of the School is deemed a danger to the School or its pupils or staff or might bring the Association into disrepute (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

- 4.2. Members of the Association must not:
 - 4.2.1. take part in activities in the name of the Association that in any way may be construed to be political

- 4.2.2. use the name of the Association to gain financial advantage in any way

5. GENERAL MEETINGS

- 5.1. All members are entitled to attend any [AGM](#) or [EGM](#) of the Association
- 5.2. General meetings are called by 21 clear days written notice to the members specifying the business to be transacted
- 5.3. There is a quorum at a general meeting if the number of members personally present is at least the lesser of: one third of all current members or 30 members
- 5.4. The Chair or (if the Chair is unable or unwilling to do so), the Vice-Chair or (if the Vice-Chair too is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5. Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person
- 5.6. Except for the chair of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue
- 5.7. An AGM must be held every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- 5.8. At an AGM the members:
- 5.8.1. receive the accounts of the Association for the previous financial year
 - 5.8.2. receive the report of the Committee on the Association's activities since the previous AGM
 - 5.8.3. elect the Committee
 - 5.8.4. Appoint an independent examiner or auditor for the Association
 - 5.8.5. may confer on any individual (with his or her consent) the honorary title of Patron, President, or Vice-President of the Association
 - 5.8.6. discuss and determine any issues of policy or deal with any other business put before them
- 5.9. An EGM may be called at any time by the Committee and must be called within 21 days after a written request to the Committee from at least whichever is the greater of 10 members or 10% of all current members

6. THE COMMITTEE

- 6.1. The Committee as trustees have control of the Association and its property and funds

6.2. COMPOSITION OF THE COMMITTEE

- 6.2.1. The Committee when complete shall comprise the officers and the other persons set out in clauses 1.4.1 to 1.4.6, including sub-clauses, all of whom must be members of the Association
- 6.2.2. The number of co-opted Committee Members (who need not necessarily be members of the Association) shall not exceed 50% of the number of committee members
- 6.3. The Committee shall be elected at the AGM and shall hold office until the next AGM but the co-opted Committee members may be co-opted by the Committee at any time and shall hold office until the next AGM
- 6.4. Nominations for election to the committee may be made by one member seconded by another. Such nomination must have the consent of the nominee. Notifications should be made in writing to the Chair at least 7 clear days before the meeting at which the election will occur. If at the time of the election no

nominations, or insufficient nominations have been received in writing, nominations can be taken from the floor.

- 6.5. A Committee member automatically ceases to be a member of the Committee if he or she:
 - 6.5.1. is disqualified under Thai law from acting as a trustee
 - 6.5.2. is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.5.3. is absent, without good reason (as determined by the Committee), from three consecutive meetings of the Committee
 - 6.5.4. ceases to be a member of the Association
 - 6.5.5. resigns by written notice to the Committee (but only if at least two Committee members remain in office)
 - 6.5.5.1. is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in light of any such views
- 6.6. A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.7. A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- 7.1. The Committee must hold at least one meeting per term
- 7.2. The quorum at a Committee meeting is 50% of the total current membership of the Committee
- 7.3. The Chair or (if the Chair is unable or unwilling to do so), the Vice-Chair or (if the Vice-Chair too is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.4. Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.5. Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue
- 7.6. Committee meetings are open to all members of the Association who, at the invitation of the chair of the meeting, may address those present

8. POWERS OF THE COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1. to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.2. to make Rules consistent with this constitution about the Committee and sub-committees, to govern proceedings at general meetings and generally about the running of the Association (including the operation of bank accounts and the commitment of funds)

9. PROPERTY & FUNDS

- 9.1. The property and funds of the Association must be used only for promoting the Objectives
- 9.2. No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - 9.2.1. under clauses 3.10 (indemnity insurance) and 9.2.3 (fees)
 - 9.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
 - 9.2.3. in the case of an individual member, charitable benefits in his or her capacity as a beneficiary subject to compliance with clause 9.3
- 9.3. Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
 - 9.3.1. declare an interest before discussion begins on the matter
 - 9.3.2. withdraw from that part of the meeting unless expressly invited to remain in order to provide information
 - 9.3.3. not be counted in the quorum for that part of the meeting
 - 9.3.4. withdraw during the vote and have no vote on the matter

10. RECORDS & ACCOUNTS

- 10.1. The Committee must comply with the requirements of the law as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the relevant authorities of:
 - 10.1.1. annual reports
 - 10.1.2. annual returns
 - 10.1.3. annual statements of account
- 10.2. The Committee must keep proper records of:
 - 10.2.1. all proceedings at general meetings
 - 10.2.2. all proceedings at Committee meetings
 - 10.2.3. all reports of sub-committees
- 10.3. Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

11. NOTICES

- 11.1. Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or in any newsletter distributed by the Association. Notification by hand may include distribution to parents, guardians and carers via their children with or without other communication from the School. Notification by electronic means may include email or posting on the School website Facebook page, on the proviso that any member who has indicated they cannot receive notices by electronic means is sent the notice by non-electronic means
- 11.2. The physical address at which a member is entitled to receive notices (if sent by post) and the email address (if sent electronically) is the last known addresses of the member

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 12.1. The members must be given 21 clear days notice of the proposed amendments
- 12.2. No amendment is valid if it would make a fundamental change to the Objectives or to this clause or destroy the charitable status of the Association

13. DISSOLUTION

- 13.1. The Association may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of two-thirds of those present and voting. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.
- 13.2. The net assets shall not be distributed among the members of the Association but will be given to the School for the benefit of the pupils of the School, or in the event of the School closing to such other neighbouring school or schools the committee shall decide
- 13.3. If effect cannot be given to this provision then the assets can be given to some other charitable purpose

14. INTERPRETATION

In this Constitution:

- 14.1. 'AGM' means an annual general meeting of the members of the Association

'the Association' means the organization comprised in this Constitution

'the Chair' means the chair of the Association elected at the AGM or subsequently replaced as described in clauses 1.4.6.1 and 1.4.6.2

'clear day' means 24 hours from midnight following the triggering event

'the Committee' is the governing body of the Association

'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clauses 1.4.6 and 6.2 and their sub-clauses

'the Vice-Chair' means the vice-chair of the Association elected at the AGM or subsequently replaced as described in clauses 1.4.6.1 and 1.4.6.2

'EGM' means a general meeting of the members of the association which is not an AGM

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

'general meeting' means any AGM or EGM

'Governing Body' means the governing body of the School

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to members of the Association

'months' means calendar months

'the Objectives' means the charitable objectives of the Association as set out in clause 2

'the Office Bearers' means the office bearers of the Committee as described in clauses 1.4.1 to 1.4.4

'the Ordinary Committee members' means those members of the Committee as described in clause 1.4.5 and its sub-clauses

'prathom students' means students enrolled in Prathom 1 to Prathom 6 classes (inclusive)

'anuban students' means students enrolled in Nursery, Kindergarten 1, Kindergarten 2 and Kindergarten 3 classes

'School Director' means the School Director or head of administration of the School or another staff member appointed by them to act on behalf of the school administration when dealing with the Association

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objectives

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means a calendar year

14.2. References to the law are references to Thai law as amended or re-enacted from time to time and to any subordinate legislation made under it