

Articles of Constitution of

THE SWISS EDUCATIONAL ASSOCIATION, BANGKOK

(Registered with the Association Registrar on December 25, 1995)

CHAPTER 1- GENERAL

- 1.1 The name of the Association is "THE SWISS EDUCATIONAL ASSOCIATION, BANGKOK" or "สมาคมการศึกษาชาวสวิสแห่งประเทศไทย" in Thai.
- 1.2 The Head Office will be at the Embassy of Switzerland, 35 Wireless Road, Kwang Lumpini, Patumwan District, Bangkok.

CHAPTER 2 - OBJECTIVES

- 2 The Association's objectives are as follows:-
 - 2.1 To permit members residing in Thailand to meet and exchange views among each other.
 - 2.2 To assist in each other's welfare.
 - 2.3 To assist members in observing existing regulations and Thai law.
 - 2.4 To raise funds for the education of youth.
 - 2.5 To run the Association as a non-political and non-profit making body.

CHAPTER 3 - MEMBERSHIP

- 3 The Association consists of the following members:
 - 3.1.1 ORDINARY MEMBERSHIP is available to any individual or family residing in Thailand after having applied according to the Articles of Constitution and being accepted.
 - 3.1.2 CORPORATE MEMBERSHIP
Any Company, society or foundation may become a CORPORATE MEMBER of the Association by making an annual contribution of not less than Baht 15,000.

- 3.1.3 HONORARY MEMBERSHIP can be bestowed on qualified persons or patrons to the Association who are invited by the Committee of the Association. This membership does not need to pay subscription or fees.
- 3.2 Membership Application
With the exception of Honorary Members, membership applicants must hand in a written application to the Secretary of the Association, and the Executive Committee has full discretion of approving or disapproving acceptance of such applicants as members. ORDINARY MEMBERSHIP shall be personal and cannot be transferred.
- 3.3 Only ORDINARY MEMBERS shall have voting rights in the Association. The voting right can only be exercised if the ORDINARY MEMBER is present at the meetings of the Association or if the ORDINARY MEMBER has appointed a member as proxy of which the Executive Committee must be informed in writing prior to such a Meeting. An ORDINARY MEMBER may hold only three proxies. Corporate Members and Honorary Members are welcome to attend General Meetings as observers and to make recommendations and participate in the discussions, but have no right of vote. At General Meetings, Employees of institutions managed by Swiss Educational Association do not have the right to vote in matters concerning
- Approval of the budget and the financial reports
 - Approval of the Executive Committee's report
 - Election of the Executive Committee
- 3.4 A member of the Association shall cease to be a member if he:
- a) dies
 - b) resigns
 - c) conducts himself in such a way that ill-fames the Association, thus being excluded from membership by a majority vote of the Executive Committee.
 - d) fails to pay his membership fees without reasons.
- 3.5 Up-to-date list of all members shall be kept by the Association at RIS Swiss Section.

CHAPTER 4 - SUBSCRIPTIONS

- 4.1 The annual SEA membership fees payable by the different types of members are stipulated and decided by the General Meeting.
- 4.2 All membership fees shall be non-refundable and become due for payment in August of every year.

CHAPTER 5 - THE EXECUTIVE COMMITTEE

- 5.1 The Association shall be managed by seven Executives comprising the following: President, Vice-President, Secretary, Treasurer, Parents' Representative and two Members without portfolio. The President, the Vice-President, the Treasurer and a fourth Member of the Executive Committee must be Swiss Nationals.
- 5.2 The Annual General Meetings shall elect the Executive Members from among its ORDINARY MEMBERS by secret ballot and by a relative majority vote of the ORDINARY MEMBERS present. Employees of institutions managed by Swiss Educational Association and their relatives and spouses cannot be elected as Executive Committee Members. In case only one ORDINARY MEMBER stands for election for any of the seats on the Executive Committee he or she will be elected as long as there are any ballots in his or her favour.
- 5.3 Executive Members are elected for the term of one year and remain in office until the Annual General Meeting takes place when they may, however, be re-elected.
- 5.4 All Executive members of the Executive Committee shall be elected by secret ballot by the ORDINARY MEMBERS present at the Annual General Meeting. The President must be elected first. The Vice-President and the Treasurer will be elected next. Then the Parents' Representative will be elected. Finally the Secretary and the two Members without portfolio will be elected.
- 5.5 In the event of absence, retirement or disqualification of any member of the Executive Committee, the Committee may appoint an ORDINARY MEMBER to serve on the Executive Committee in his stead.
- 5.6 If an Executive Member does not attend an Executive Committee Meeting duly advised to him more than three times in succession without justifiable cause, he shall cease to be a member.
- 5.7 Executive Committee decisions will be taken by a majority vote of the Executive Committee Members present. In the event of a tie, the President has a casting vote. A quorum shall consist of five Committee Members.
- 5.8 Executive Committee Meeting shall be held at times decided by the Executive Committee but not less frequent than once every three months.
- 5.9 The President shall preside at all Meetings and shall direct the activities of the Association. In his absence the Vice-President will act in his stead.
- 5.10 The Secretary shall keep records of the Association's membership, attendance, activities and all business. He shall be responsible for the Association's correspondence. At each Executive Committee Meeting, Annual General

Meeting or Extraordinary Meeting he will record the minutes and will cause to have read the minutes of the preceding meeting and any pertinent correspondence. He may delegate part of his duties to other members who need not to be members of the Executive Committee.

- 5.11 The Treasurer shall keep records of the Association's financial status, receive and disburse all the Association's money and cause the presentation of the balance sheet, profit and loss account and the budget for the forthcoming year at the General Meeting. The balance sheet must be audited by an Auditor.
- 5.12 The Executive Committee is empowered to submit by-laws required to achieve the objectives of the association as long as these by-laws are in strict accordance with the present Articles of Constitution and approved by the General Meeting.

CHAPTER 6 - GENERAL MEETING

- 6.1 A General Meeting of the Association shall be held once in every calendar year at its Annual General Meeting, at such time and place as may be determined by the Executive Committee, but not later than three months after the Association's business year which concludes on July 31st of each year.
- 6.2 All General Meetings other than the above mentioned General Meetings shall be called Extraordinary meetings.
- 6.3 The Executive Committee may call an Extraordinary Meeting whenever they think fit, and an Extraordinary Meeting shall be convened within 30 (thirty) days after a written request by at least 1/3 (one-third) of the ORDINARY MEMBERS has been received by the President.
- 6.4 Any General or Extraordinary Meeting shall be advised to all members at least 10 (ten) days beforehand by written notice. The notice must state the nature of the Association's business to be discussed at such Meetings, and the Meetings may not take any decision on matters not so advised. The notice to members of the Annual General Meeting must be accompanied by a copy of the balance sheet and profit and loss Account for the preceding business year, duly signed by the President, the Treasurer and the Auditor.
- 6.5 It is the duty of the Annual General Meeting to
- approve of the Minutes of the previous Annual General Meeting and /or Extraordinary Meeting(s).
 - approve the budget and the financial reports
 - approve of the Executive Committee's report
 - elect a new Executive Committee
 - elect an Auditor
- besides attending to any other business of the Association.

- 6.6 All decisions at the Annual General Meeting and at Extraordinary Meetings shall be taken by a majority of votes. In the event of a tie the President has a casting vote.
- 6.7 No article of this Constitution may be repealed or altered and no new article added at the Annual General Meeting or at the Extraordinary Meeting of the members unless not less than 1/2 (one-half) of the ORDINARY MEMBERS present or represented by proxy and voting are in favor thereof, and at least 1/2 (one-half) of the ORDINARY MEMBERS residing in Bangkok at the time of the Meeting are attending the General Meeting voting on a change of the Constitution. Should, however, less than 1/2 (one-half) of the Ordinary Members be present at such a Meeting, a second Meeting should be called to take place within 14 (fourteen) days of the first Meeting and the second Meeting will vote on such alterations irrespective of the number of Members present.
- 6.8 Articles 2, 5.1 and 6.8 of the Articles of Constitution can be changed only if there is an unanimous vote of all ORDINARY MEMBERS of the Association present at the Meeting.

CHAPTER 7 - FINANCE AND BUSINESS OPERATION

- 7.1 The Association may take on lease or rent or acquire in accordance with Thai law any property in the name of the Association.
- 7.2 The Association may receive income from membership subscription, fees charged for participation in its activities, and from donations and other sources.
- 7.3 Expenditure of money for the Association's business and purchase and maintenance of the Association's property shall be governed by by-laws
- 7.4 The Association's Account shall be kept with such Bank or Institutions as the Executive Committee may determine. All charges or payment orders on the Association's Account shall be signed by two members of the Executive Committee or any officer who may be appointed by the Executive Committee.

CHAPTER 8 - LIQUIDATION

- 8.1 The Association can be dissolved by a General Meeting where 2/3 (two thirds) of the said members residing in Thailand at the time of the meeting must be present. No less than 2/3 (two thirds) of the present members must agree to dissolve the Association. The Executive Committee will be appointed to act as the Association's liquidator.

- 8.2 Should the liquidation of the Association leave any assets, these should be converted into cash and turned over to the Swiss Embassy in Bangkok which will keep them for custody for a period of ten years from the date of liquidation of the Association. Should a new Swiss school in Thailand be started before the expiry of these ten years, the Swiss Embassy is to turn over these assets to the new Swiss school. If no Swiss school is established in the period of these ten years the Embassy of Switzerland will donate these funds to an appropriate charitable organization of its choice.

Revised and completed by the AGM of the Swiss Educational Association, held on October 28, 1999

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Revised and completed by the AGM of the Swiss Educational Association, held on October 14, 2010