

# ARTICLES OF ASSOCIATION 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 “สมาคมการศึกษาชาวสวิสแห่งประเทศไทย” or “THE SWISS EDUCATIONAL ASSOCIATION, BANGKOK” in English.
- 1.2 The Head Office of the Association is situated within the grounds of the Embassy of Switzerland, 35 Wireless Road, Lumpini Sub-district, Patumwan District, Bangkok.
- 1.3 The Swiss Educational Association Bangkok supports the kindergarten, primary and secondary school “RIS Swiss Section – Deutschsprachige Schule Bangkok” (hereafter: the school), a school operating under the school licence of “Ruamrudee International School”, Minburi, Thailand, and a recognized Swiss School Abroad under the Swiss Federal Law on the Provision of the Swiss Education Abroad<sup>1</sup> and a recognized German School Abroad under the German Law on Support for German Schools Abroad<sup>2</sup>.

## 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 An Ordinary Member is any individual or family, having applied to become a member.
  - 3.2 A Corporate Member is any company, association or foundation that has applied to become a member.

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<sup>1</sup> Bundesgesetz über die Vermittlung schweizerischer Bildung im Ausland (Schweizerschulengesetz; SSchG; SR 418.0) vom 21. März 2014

<sup>2</sup> Gesetz über die Förderung Detuscher Auslandsschulen (Auslandsschulgesetz – AschulG) vom 26. August 2013

- 3.3 Honorary Member is a qualified person or patron to the Association who has been recommended by a decision of the Executive Committee. The Ordinary Members at an Annual General Meeting or Extraordinary General Meeting decide upon the admission of the candidate as Honorary Member by a majority of the present votes, not counting proxies.
- 3.4 **Membership Application**  
With the exception of Honorary Members, membership applicant must hand in a written application to the Secretary of the Association and must have paid the subscription fee according to Article 4.1. The Executive Committee has full discretion in approving or disapproving acceptance of such applicant as member.
- 3.5 Each Ordinary Member, including families consisting of several persons, shall have one vote in Meetings of the Association. The voting right can be exercised if the Ordinary Member is present at the Meeting of Association or if such Member has appointed another member as proxy for which the Executive Committee must be informed in writing prior to such Meeting. An Ordinary Member may hold proxies for only three other members.  
Corporate Members and Honorary Members are permitted to attend General Meetings as observers and to make recommendations and participate in the discussions, but have no right of vote.
- 3.6 At General Meetings, employees of institutions managed or supported 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
- 3.7 Membership shall be personal and cannot be transferred.
- 3.8 **Cessation of membership**
- 3.8.1 The membership ends automatically:
- a) by death
  - b) by resignation
- 3.8.2 The Executive Committee can decide on the expulsion of any Member under the following conditions:
- a) if he or she conducts himself / herself in a way that is against the interests of the Association
  - b) if he or she fails to pay the subscription fees without justifiable reason
- 3.9 The Association shall compile a list of the names of its Members and keep it at Ruamrudee International School, Swiss Section – Deutschsprachige Schule Bangkok.

#### CHAPTER 4 - MEMBERSHIP FEE

- 4.1 The annual subscription fee for Members, payable by the different categories of Members, shall be decided by the General Meeting and defined in the Rules of Procedure.
- 4.2 All subscription fees are non-refundable and become due for payment before the beginning of every school year, but no later than 1 June of every year.

## CHAPTER 5 - THE EXECUTIVE COMMITTEE

- 5.1 The Association shall have an Executive Committee of at least seven persons to supervise, comprising the following: President, Vice-President, Secretary, Treasurer, Parent's Representative and two persons without portfolio. The President, the Vice-President, the Treasurer and a fourth member of the Executive Committee shall be Swiss nationals.
- 5.2 The Executive Committee has seven members except otherwise approved by the Annual General Meeting or Extraordinary General Meeting. In the event that there are more than seven Executive Committee members, the majority needs to be Swiss nationals.
- 5.3 The General Meeting shall elect the members of the Executive Committee from among the Ordinary Members by secret ballot. The resolution shall be by a majority vote of the Ordinary Members present at the General Meeting. Ordinary Members represented by proxies cannot participate in the vote of the members of the Executive Committee. Employees of institutions or organizations managed or supported by Swiss Educational Association, their relatives and spouses cannot be elected a member of the Executive Committee. 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 favor.
- 5.4 A member of the Executive Committee is elected for a term of one year and – under the condition that none of the cessation reasons of Article 3.8 occur – remains in office until the Annual General Meeting takes place when he or she may, however, be re-elected. A newly elected member of the Executive Committee may immediately assume his or her duties from the date of the acceptance of his or her election.
- 5.5 The Executive Committee shall be elected in the following sequence: President, Vice-President, Treasurer, Parent's Representative, Secretary and the two or more members without portfolio. In the event that one position cannot be filled, the General Meeting shall continue in electing the next member of the Executive Committee in the above sequence. Vacant positions need to be filled at a subsequent General Meeting, to be convened at the earliest convenient time.
- 5.6 In the event of cessation of membership (c.f. 3.8), during the course of the term of any of its member, the Executive Committee may appoint an Ordinary Member to serve in the vacant position.
- 5.7 If any Executive Committee Member who has been duly advised does not attend Executive Committee Meetings more than three times in succession without justifiable cause, such person shall be released from position by a majority vote of the Executive Committee, whereas the person concerned is exempt from voting.
- 5.8 A decision of the Executive Committee shall be by a majority vote of the members present. The quorum shall consist of a minimum of two thirds of the members of the Executive Committee. In the event of a tie, the President has a casting vote.
- 5.9 The meeting of the Executive Committee shall be held as decided by the Executive Committee, but not less frequently than once every three months.
- 5.10 The President of the Association shall be the chairman at every meeting and is authorized to direct the activities of the Association. In the absence of the President of the Association, the Vice-President shall act in his stead.

- 5.11 The Secretary shall keep records of the Association's membership, attendance of meetings, activities and all businesses. The Secretary shall be responsible for the Association's correspondences. When there is an Executive Committee meeting, Annual General Meeting or Extraordinary General Meeting, the Secretary shall record the minutes of the meetings and any pertinent correspondences.
- 5.12 The Treasurer shall keep records of the Association's financial status, receive and disburse all the Association's money and prepare the presentation of the Balance Sheet, Profit and Loss Account and the budget for the forthcoming year at the Annual General Meeting. The Balance Sheet shall be audited by an independent auditor.
- 5.13 The Parents' Representative brings into the Executive Committee general concerns shared by several members of the Parents' Council of the RIS Swiss Section – Deutschsprachige Schule Bangkok.
- 5.14 The Executive Committee shall define the roles of its members without portfolio.
- 5.15 The General Meeting approves the Rules of Procedure. The Executive Committee is empowered to issue any other internal rules and regulations required to achieve the objectives of the Association as long as these rules are in strict accordance with the present Articles of Association and approved by the General Meeting.
- 5.16 The Executive Committee implements all decisions taken by the General Meetings of the Association.
- 5.17 The Executive Committee may appoint subcommittees in order to prepare its meetings.

## CHAPTER 6 - ASSOCIATION MEETINGS

- 6.1 A General Meeting of the Association shall be held once in every calendar year as 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 31<sup>st</sup> of each year.
- 6.2 All General Meetings other than the above mentioned Annual General Meeting shall be called Extraordinary General Meetings.
- 6.3 In order for the General Meeting to take valid decisions, a quorum of at least 50 % of all Ordinary Members is necessary, whereas those Members must be present or represented by proxies.

However if less than one-half of the Ordinary Members attend the Meeting, a second General Meeting shall be called within fourteen days (14) from the date of the first Meeting and at this second Meeting, irrespective of the number of the Ordinary Members attending the Meeting, if the Meeting gives its approval with a vote of one-half of the Ordinary Members attending, it shall be deemed that a resolution has been passed on such alteration.

- 6.4 The Executive Committee may call an Extraordinary General Meeting whenever they think fit, and an Extraordinary Meeting shall be called within 30 (Thirty) days after the President of the Association has received a request by at least 1/3 (one-third) of the Ordinary Members.

- 6.5 The Executive Committee decides on the agenda points of any Annual or Extraordinary General Meeting. Ordinary Members can propose agenda points to the Executive Committee 20 days before the Annual General Meeting or Extraordinary General Meeting. Without the approval of the Executive Committee, 10 % of all Ordinary Members can introduce a new agenda point on the invitation.
- 6.6 All Members shall be notified in writing at least 10 (ten) days in advance of any Annual or Extraordinary General Meeting. The notice shall state the agenda points to be discussed at such Meeting, and the Meeting may not take any decision on matters not so advised. The notice of the Annual General Meetings to Members 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.
- 6.7 It is the duty of the Annual General Meeting to consider the following matters;
- approve of the minutes of the previous Annual General Meeting and/or Extraordinary General Meeting(s).
  - approve the budget and the financial reports
  - approve of the Executive Committee's report
  - elect a new Executive Committee
  - elect an independent Auditor
- Besides considering any other business of the Association.
- In the event that any of the aforementioned matters could not be concluded during an Annual General Meeting, an Extraordinary General Meeting can be convened to decide on those matters.
- 6.8 Articles 2, 5.1 and 6.8 of the Articles of Association can be changed only when all the Ordinary Members present at a Meeting have voted in favor unanimously.
- 6.9 All decisions at the General Meetings shall be by a majority votes of the present and proxy votes unless otherwise provided (c.f. Art. 3.5). In the event of a tie the President of the Association has a casting vote.
- 6.10 The General Meeting can repeal, alter or add articles in this Articles of Association by a vote of one-half of Ordinary Members attending in person or represented by proxies, whereas a quorum of at least one-half of the Ordinary Members needs to be present or represented by proxy for a valid vote.

## CHAPTER 7 - FINANCE AND BUSINESS OPERATION

- 7.1 The Association may take on lease or lease 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 Expenditures for the Association's business and purchase and maintenance of the Association's property shall be governed by internal regulations.
- 7.4 All charges or various payments to be paid from the account of the Association shall be signed by at least two members of the Executive Committee or signed by a person appointed by the Executive Committee, as decided by the Executive Committee.

## CHAPTER 8 - DISSOLUTION OF ASSOCIATION

- 8.1 The Association can be dissolved by a General Meeting with a vote of 2/3 (two-thirds) of Ordinary Members residing in Thailand at the time and attending the Meeting and voting in favor with a vote of not less than 2/3 (two-thirds). The Executive Committee shall be appointed as liquidator.
- 8.2 After all the debts of the Association have been paid, any assets remaining, if any, shall be converted into cash and turned over to the Embassy of Switzerland in Bangkok. The Embassy shall keep it for a period of ten years from the date of dissolution of the Association. Should a new Swiss school in Thailand be started before the expiry of the mentioned ten years, the Embassy of Switzerland shall turn over these assets to the new Swiss school. If no Swiss school is established in the mentioned period of ten years, the Embassy of Switzerland in Thailand shall donate the funds to an appropriate charitable organization of its choice.

CERTIFIED TO BE CORRECT

Signed  President  
(Mr. Knut Sierotzki)

SWISS EDUCATIONAL ASSOCIATION BANGKOK

*Revised and completed by the AGM of the Swiss Educational Association, held on November 23, 2016*