

# **Kelab Malaysia of Thailand**

## **Constitution**

### **Article 1**

#### ***Name***

The Society formed on November 3<sup>rd</sup>, 1990 shall be named the Kelab Malaysia of Thailand under the patronage of His Excellency The Ambassador of Malaysia to Thailand and the principal office of the Kelab Malaysia shall be located at Embassy of Malaysia; 35 South Sathorn Road, Bangkok (hereafter called "the Club").

### **Article 2**

#### ***Objective***

2.
  - (a) To create a base for Malaysians and members in Thailand to have exchange of ideas.
  - (b) To assist Malaysians and members adapt themselves to Thai culture, social habits, language and customs.
  - (c) To organize projects and to raise funds and support for charitable organizations in the host country.
  - (d) To promote social and sports activities.

The term "Malaysian" in article 3 clause (a) and (b) refer to Malaysian citizens.

3. There shall be 4 categories of membership:-
  - (a) Ordinary Members shall be Malaysia citizens or former Malaysian citizens over the age of 21 living in Thailand.
  - (b) Associate Members shall be non-Malaysian spouses of ordinary members and friends of Malaysia.
  - (c) Overseas Members shall be former ordinary members who have had at least one year ordinary membership.
  - (d) Honorary Members shall be non-Malaysian who, in the opinion of the Executive Committee have maintained close connections with Malaysian and/or the Club's interest.

4. Where both spouses in a marriage qualify for membership under any of the aforesaid categories, they may take up:-
  - (a) One family membership; or
  - (b) Two single memberships.
5. Members' children over the age of 21 years are entitled in their own right to apply for membership under any of the aforesaid categories.

## **Article 4**

### ***Management***

6. The affairs of the Club shall be managed by an Executive Board headed by the Club President who shall be duly elected at the Annual General Meeting. The remaining positions of the Executive Board shall be filled by members invited by the Club President.
7. The Executive Board shall be:
  - (a) The Chairman & Vice Chairman either of whom shall preside at all meetings of the Club. They may delegate the Chairmanship of any meeting to any member of the Executive Board in their absence. The Chairman & Vice Chairman shall be Malaysia citizens.
  - (b) The secretary and Assistant Secretary, who shall convene and arrange meetings, luncheons and other special functions, and deal with any general correspondence which may be necessary. The Secretary shall also take minutes of all meeting.
  - (c) The Treasurer, who shall:
    - (i) Open a bank account with a petty cash float of an amount to be determined by the Executive Board.
    - (ii) Collect membership fees.
    - (iii) Receive all monies due to the Club.
    - (iv) Sign all cheques with either the Chairman or Vice-Chairman.
    - (v) Keep an account of the financial records of the Club.
    - (vi) Present an audited Treasurer's report for the Annual General Meeting.
    - (vii) Cause true accounts pertaining to the Club to be kept.

- (d) The four (4) other Board members who shall assist the other members in their duties and may preside over any Sub-committees that may be set up.
- 8. No person shall hold more than one elected office.
- 9. The election of members of the Executive Board shall take place at the first business meeting of the Club and thereafter annually at the Annual General Meeting.
- 10. The members of the Executive Board shall take office immediately upon election for a tenure of 2-years ending 31 March in the third year following taking office and there shall be a presentation of annual account before the end of the 1<sup>st</sup> Quarter on each following year.
- 11. The Executive Board shall have power to:
  - (a) Appoint Sub-committees from amongst the members of the Club for the purpose of delegating special work. The term of reference of such Sub-committees shall be clearly defined by the Executive Board at the time of their formation.
  - (b) Fill any office or appointment falling vacant during the term of office of any of the above said members.
  - (c) Terminate the membership of person or persons whom they consider are undesirable to the well being of the Club. The decision of the Executive Board on this point shall be final.
  - (d) Provide for the establishment and operation, of the Club's bank accounts, the identity of its bankers and the Signatories on such accounts, and any limitation upon fees, deposits and withdrawals of funds.
- 12. Meetings of the Executive Board shall be called by the secretary at least once in two (2) months.
- 13. All members of the Executive Board shall be summoned to the meeting summoned to the meeting within seven (7) days notice and must attend at least two thirds of the meetings. Failure to attend the minimum number of meetings will result in their terms of office being reviewed by the Executive Board.
- 14. Additional and/or emergency meetings may be called by the Chairman or in his absence the Vice-Chairman or any two (2) members of the executive Board of the Club.

15. Five (5) Executive Board members in a meeting shall constitute a quorum.

## **Article 5**

### ***Meetings***

16. Guests may be invited to all Club meetings except at business meetings.
17. (a) There shall be one (1) Annual General Meeting to be held before 1 April in the year when the tenure of the Executive Board expires and all Ordinary and Associate Members shall be given minimum of fourteen (14) days prior notice to the meeting.  
(b) Twenty (20%) percentage of the membership shall constitute a quorum failing which the Annual General Meeting shall be adjourned for thirty (30) minutes and should the number present be insufficient still to form a quorum, those present shall be considered a quorum, but they shall have no power to amend or make additions to any of the existing rules.
18. All members of the Club shall be entitled to attend Annual General Meeting.
19. Only Ordinary members are entitled to vote at the Annual General Meeting.
20. The following shall be tabled at the Annual General Meeting:
  - (a) The previous year's accounts and report of the Executive Board.
  - (b) The election of office bearers for the following year.
21. Any member who wishes to place an item on the agenda of the Annual General Meeting may do so provided written notice is given to the Secretary one week before the meeting.
22. The Executive Board shall have the power to call an Extraordinary General Meeting where in its opinion an issue has arisen which will affect the vital functioning of the Club. The presence of one-third (1/3) of the total membership of the Club shall constitute a quorum at such a meeting.
23. Extraordinary General Meeting may be called by any twenty (20) members of the Club.

24. A signed request of twenty (20) members together with the Agenda should be delivered to the Secretary not less than fourteen (14) days before such meetings.

## **Article 6**

### ***Voting***

25. Each member shall be entitled to one vote only.
26. All resolutions at Annual or Extraordinary General Meeting, except for resolutions under Articles 5 clause 17(b), Art. 10 and 11 in relation to Amendments of this Constitution and Dissolution of the Club shall be passed by a simple majority vote.
27. In the event of an equality of votes, the Chairman of the Meeting shall have a casting vote.

## **Article 7**

### ***Subscriptions***

28. The Annual subscription shall be paid by 31<sup>st</sup> January of each year.
29. Any member not paying the subscription after one month of the due date cease to be a member and shall be notified in writing by the Secretary.
30. The Annual Subscription Fee shall be:-  
Ordinary and Associate Membership  
Family membership: Baht 500.00  
Single membership: Baht 500.00  
(effective from 1<sup>st</sup> May 2009)
31. The amounts may be revised by the Club at its Annual General Meeting.

## **Article 8**

### ***Finance and Auditing***

32. The Club's fiscal year shall end at 31<sup>st</sup> December.

33. The Club's account shall be audited by a member appointed from amongst the membership at the Annual General Meeting.
34. No auditor of the Club shall be an office or member of the Executive Board.

## **Article 9**

### ***Termination of Membership***

35. Membership of the Club shall be terminated:-
  - (a) By resignation.
  - (b) Under Article 4 clause 11(c) no membership shall be terminated unless:-
    - (i) a copy of a request to terminate a membership duly signed by 50 percent (50%) of the Club's Ordinary and Associate Members have been received by the Secretary.
    - (ii) On receipt of the said request, the Executive Committee may then exercise the right under Article 4 clause 11 (c) to terminate the membership in question.
  - (c) By failure to pay subscriptions under Art. 7, clause (29).
36. Where a membership has been terminated under clause 35 (a) or (b), there shall be no refund of subscription to the member concerned.

## **Article 10**

### ***Amendments***

37. The Constitution may not be amended except at an Annual General Meeting or an Extraordinary General Meeting convened specially for the purpose.
38. Notice of the proposal of amendment must be given in writing to all members at least fourteen (14) days prior to the said meeting.
39. At such a meeting, a vote of 50 per cent (50%) of Ordinary Members present and voting will suffice to amend the Constitution.

## **Article 11**

### ***Dissolution***

40. The Club may be dissolved at any Extraordinary Meeting duly called for that purpose provided that on a motion to that effect two thirds (2/3) of the Ordinary Members of the Club cast their votes in favour of the motion.
41. If membership of the Club should fall below the minimum number of fifteen (15), and if it does not increase its membership to this requirement within two (2) years, then it shall be dissolved.
42. On dissolution of the Club, any surplus after the liabilities have been met in full shall be donated to any other legal Club(s) or Charitable organization(s) as the members deem fit.
43. In the event that the Club suffers a deficit on dissolution, members will not be liable for this deficit.

**Proviso**

44. In the event that the Club is registered, this Constitution is subject to approval by Thai authorities and may be amended accordingly by the same.