Standard Rules
Sisters on Samui Foundation
Section 1
Name of mark and location of office

Article 1 The name of the foundation shall be Sao Mui Pue Samui
Abbreviated as MSM
The foundation's english name is Sisters on Samui Foundation

Article 2 The foundation's logo is a map of Koh Samui in green on a dark blue background with white letters in the center printed SOS and 3 frangipani flowers below. The outer ring is white with the words ‘Sao Mui Pue Samui’ on top and ‘SISTERS ON SAMUI’ written below. The number ‘19’ is located on the left and ‘97’ located on the right.

Article 3 The head office of the Foundation is located at 130/99 Moo 1, Bophut, Koh Samui, Surat Thani Province
84320

Section 2
Objectives

Article 4 The objectives of the foundation are
4.1 Providing assistance to the poor and underprivileged on Koh Samui
4.2 Support and promote public benefit activities
4.3 Manage charitable and public interest events or cooperate with other foundations for charity and public interests
4.4 Not taking any action related to politics

Section 3
Capital, Property and Acquisition of Property

Article 5 The initial capital fund of the foundation is as followed
5.1 200,000 baht in cash (two-hundred-thousand baht)

Article 6 The foundation may acquire assets in the following ways:

6.1 Money or property bequeathed by will or other juristic act without any conditions binding the foundation to be responsible for any liabilities or obligations

6.2 Money or property donated by people in good faith

6.3 Interest arising from the assets of the foundation

6.4 Other income from activities under the objectives of the foundation

Section 4
Qualifications and retirement of directors

Article 7 Foundation directors must have the following qualifications:

7.1 Be at least 20 years of age

7.2 The individual must not be bankrupt, incompetent or seem incompetent

7.3 The individual must not be convicted of imprisonment, unless due to negligence or a petty offense

Article 8 Directors of the Foundation are to retire from office upon:

8.1 At the end of term

8.2 Death or resignation

8.3 Lack of qualifications in accordance with Article 7

8.4 Behavior in a disgraceful manner with the Board of Directors of the Foundation having resolved the leave with votes of no less than three-fourths of the Foundation directors

Section 5
Operations of the Board of Directors of the Foundation

Article 9 This Foundation is operated by a committee of at least 3 people but not more than 6 people

Article 10 The Board Directors of the Foundation consist of a Chairman, Vice Chairman, Secretary, Treasurer and other directors according to the amount deemed appropriate in accordance with Article 9

Article 11 Appointment of the Board of Directors of the Foundation are as followed:

The Board of Directors who are in office shall appoint the Chairperson and other directors according to the amount deemed appropriate in accordance with the regulations

Article 12 The Board of Directors of the Foundation are in office for a term of 6 years

Article 13 The appointment of Directors of the Board shall be made by a majority of the vote of the sitting Board of Directors at a meeting

Article 14 Foundation Directors who retire by rotation may be appointed to be a member of the Foundation again

Article 15 In the event that the Director of the Foundation leaves office upon the expiration of the term, the Director has to continue being on duty until the foundation receives a new registration of the new Foundation Director

Section 6
Powers and duties of the Board of Directors

Article 16 The Board of Directors have the authority to run the Foundation's activities in accordance with the Foundation's objectives under the rules and regulations as followed:

16.1 Set the policy of the Foundation and follow the policy

16.2 Manage the finances and assets of the Foundation

16.3 Report activities and financial reports, and report to the registrar

16.4 Process the Directors' meeting's Foundation resolutions, objectives and regulations as followed:

16.5 Regulations of the Foundation's operation

16.6 Appoint or remove one or more subcommittees to manage specific tasks of the Foundation under the Board of Directors' authority

16.7 Invite a qualified person to be an Honorary Director

16.8 Invite an honorable person to be the Sponsor of the Foundation

16.9 Invite experts to be Advisors to the Board of Directors

16.10 The appointment or removal of the Foundation's permanent staff are to proceed in accordance with Articles 16.6, 16.7, 16.8 and 16.9. It must be by majority vote at the meeting of the Board of Directors and Advisors under Clause 16.9 who can be invited only by the Board of Directors

Article 17 Chairman of the Board of Directors has powers and duties as followed:

17.1 Chairman of the Foundation Board of Directors Meeting

17.2 Order a meeting of the Board of Directors

17.3 Represent the Foundation in dealings with outsiders and sign the legal documents and books as evidence of the Foundation. It's valid only when the Chairman of the Foundation or its assigned representative to act on his behalf has signed

17.4 Perform other tasks according to the regulations and resolutions of the Board of Directors

Article 18 The Vice Chairperson of the Foundation acts on behalf of the Chairman of the Foundation when the Chairman is unable to act out his duties or in case of the Chairman's assignment

Article 19 If the Chairman of the Foundation and the Vice Chairman of the Foundation are unable to perform duties at the meeting at any time the meeting shall elect one of the Foundation's Directors to preside over that meeting

Article 20 The Foundation's Secretary is responsible for controlling the affairs of the Foundation and conducting meetings of the Foundation, operate general activities, maintaining the rules and regulations of the Foundation, arrange meetings of the Directors according to the orders of the Chairman and prepare the minutes of meetings, and report the Foundation's activities, as well as control the finances of the Foundation.

Article 21 The treasurer has the duty to control the funds, assets of the foundation, as well as the accounts and related documents to be correct and in accordance with the rules prescribed by the board

Article 22 For other members of the board, they shall have duties as prescribed by the foundations board of directors by making an order specifying the powers and duties clearly

Article 23 The foundation board of directors have the right to attend meetings of other committees or sub-committees of the foundation

Section 7
Subcommittee

Article 24 The foundation board of directors may appoint or terminate the positions of subcommittee as seen appropriate which could be appointed to be Board of directors or for special events subcommittee and incase the foundation board of directors don't appoint the position of Director of Subcommittee, secretary nor any subcommittee position, the board of the subcommittee shall nominate and appoint each of those positions among themselves.
Article 25 The board of the subcommittee shall serve until the event is accomplished. But the Foundation board of directors shall serve the following period stated in the contract with the foundation which if not stated at the end of the contract, the service term of the Foundation board of directors might be reappointed again.
25.1 The board of subcommittee shall perform the tasks as assigned by the Foundation Board of directors
25.2 The board of subcommittee shall report and make recommendations to the Foundation Board of Directors regarding their tasks and assignment

Section 8
Foundation Board Meeting

Article 26 The foundation board of directors must hold an annual general meeting every year within november and at least half of the board of directors must be present will it then be a quorum
Article 27 Extraordinary meetings may be held when the chairman of the foundation or when two or more of the Foundation's committee members express their wishes to the Chairman of the Foundation or a representative. Once a meeting is requested, the extraordinary meeting shall be held. And for a quorum, Article 26 shall be applied mutatis mutandis.
Article 28 The meeting agenda and the quorum of the sub-committees shall be as prescribed by the Board of Directors of the Foundation. In relation to the meeting, the sub-committee shall agree among themselves and in relation to the quorum, Article 26 shall be applied mutatis mutandis.

Article 29 At the meetings of the foundation committee or subcommittee, if there are no regulations stipulated otherwise. The resolution of the meeting shall be based on a majority vote. In the case of equal votes The chairman of the meeting shall be the arbiter. In any business that is a regular job or a small business,the Chairman of the Foundation has the power to order the method of inquiry resolutions in writing instead of calling for a meeting of the Board of committee, but the chairman of the foundation must report to at the next meeting of the Board of committee regarding the resolution and the activities that have been carried out in accordance with the resolution. Whether the business is a regular job or a small business, it is under the discretion of the Chairman of the Foundation.
Article 30 At the meetings of the foundation committee or sub-committee the chairman of the foundation or the chairman of the meeting has the power to invite or allow any person deemed appropriate to attend the meeting as an honored guest or observer or to clarify or to give advice to the meeting.

Section 9
Finance

Article 31 In urgent cases, the chairman of the foundation or the Vice Chairman of the Foundation in the case of acting on behalf of the Foundation, has the power to order a payment of not more than 100,000 baht (one hundred thousand baht) per time and must report to the Board of the Foundation in the next meeting. In case the payment exceeds that amount, it must first be approved by the majority of the Board of committee.
Remark, regarding the limit exceeding payment made by the chairman of the foundation or the vice chairman of the foundation in the case of acting on his behalf then report to the Board of Foundation in the next meeting should not be often times because the foundation is a charity operates in the form of a committee, any action is done in the name of the committee and the chairman of the committee is a representative only in the name which must be carried out in accordance with the resolutions of the Board of Directors meeting and set up activities within the Foundation and with outsiders. (not more than one hundred thousand baht).

Article 32 The treasurer has the power to keep cash at a time not exceeding 50,000 baht (fifty thousand baht only) and must report it to the Board of Trustees in the next meeting.

Article 33 The foundation's cash or title deeds must be deposited with the bank or any other financial institution guaranteed by the government as the Board of Directors deems appropriate. And if the Foundation wishes to purchase government bonds, it must be approved by the Board of Directors first. However, the capital assets must not be used for such proceedings.

Article 34 Ordering the Foundation's money by check must have the signature of the chairman of the foundation or the person acting on behalf together with the signature of secretary or treasurer every time therefore can be disbursed.

Article 35 The use of funds for the purposes of the Foundation including office expenses, can only use the benefits and interests arising from the assets that are the capital of the foundation and the money that the donor did not show the intention to be a specific contribution and income from the activities of the Foundation or other income from the activities according to the objectives of the Foundation.

Article 36 The Board of Directors of the Foundation shall lay down regulations on finances, accounts and assets of the Foundation, as well as prescribe various powers and duties in relation to receiving and disbursing funds in accordance with the regulations set forth.

Article 37 The Board of Directors of the Foundation shall prepare a report on the financial status of the Foundation in the past accounting period and present it to the meeting at the Annual General Meeting.

Section 10
Amendments to the Articles of Association of the Foundation

Article 38 Amendments to the bylaws can only be made at the Foundation Board of Directors meeting which must have the directors of the Foundation attend the meeting for not less than three-fourths of the total number of directors. And to approve the amendments or add regulations must consist of the votes of not less than two-thirds of the number of directors attending the meeting.

Section 11
Dissolution of the Foundation

Article 39 If the Foundation has to be dissolved by a resolution of the Board of Directors or for any reason. All assets of the Foundation will become proprietary to Eco Thailand Foundation.

Article 40 The dissolution of the foundation in addition to what is already provided by law. Let the Foundation end without the court canceled for the following reasons.

40.1 When the foundation has been registered as a juristic person from the registrar but did not receive the asset according to full commitment.

40.2 When two-thirds of the Board of Directors resolved to dissolve.

40.3 When the Foundation is unable to find a full number of directors as specified in the Articles of Association of the Foundation.

40.4 When the Foundation is unable to continue for any reason.

Section 12
Miscellaneous

Article 41 If the interpretation of the Foundation Regulations is in doubt, the majority of the Board of Directors are the arbiters.

Article 42 The provisions of the Civil and Commercial Code on Foundations shall apply when the regulations of The foundation do not define or define contradictions.

Article 43 The foundation must not seek to share benefits or for any person other than to follow the purposes of the foundation itself.

Signed by the regulator
(Mrs. Laddawan Loyd)
Chairman of the Board of Directors of Sisters on Samui Foundation