

BY-LAWS
of
Samsara Foundation, Thailand

By-law 1
Name, Logo and Location

1. The name of the Foundation is Samsara Foundation, Thailand in the English language. The name of the Foundation in Thai language is **มูลนิธิ สามสาระ**. The translation into English is Saam (three) Sara (essential). The three essentials are 1. Good education; 2. Good health; and 3. Good life.
2. The logo of the Foundation shall be as per the image below:



(The logo is an image of an abstract eye which suggests “looking at a better future”)

3. The office of the Foundation is located at: 100 Moo 3, T. Luang Nua, A. Doi Saket 50220, Chiang Mai Province, Thailand.

By-law II
Mission

4. The Mission of the Foundation is:
 - 4.1 To contribute to the education and health of underprivileged children in rural areas of Northern Thailand; our intention is to help eradicate poverty in Thailand.
 - 4.2 To achieve these goals, we embrace excellence, respect, diversity, integrity and accountability in everything we do and in our relationships with others.
 - 4.3 In addition, we abstain from involvement in political activities.

By-law III
Capital, Properties, and Obtaining and Rejecting Gifts

5. The Foundation has assets as follows:
 - 5.1 Financial assets in the amount of 200,000 Baht.
 - 5.2 No non-financial assets.
6. The Foundation may accept gifts in the following manner:

- 6.1 Money or other assets bequeathed to the Foundation without any conditions requiring the Foundation to be responsible for liabilities or any other encumbrances.
 - 6.2 Money or assets donated by individuals, corporations or other donor organizations.
 - 6.3 Revenue arising from the Foundation's fundraising activities.
7. The Foundation may reject gifts as follows:
- 7.1 The Foundation has the right to reject gifts if such gifts are being given by a questionable organization or individual or if the donor wishes the money to be used for purposes contrary to Samsara's mission.

By-law IV Qualifications and Cessation of Office of Directors

8. Each Director of the Board of the Foundation (hereafter called the Board) must have the following qualifications:
- 8.1 Be at least 20 years of age.
 - 8.2 Must not be bankrupt or incompetent.
 - 8.3 Must not have been sentenced by a Court of Law to imprisonment except in the case of petty offences or offences through negligence.
9. Directors of the Foundation (hereafter called Directors) shall cease to hold office on:
- 9.1 Death or written resignation.
 - 9.2 Failing to meet the criteria specified in Clause 8.
 - 9.3 Being a person conducting himself or acting in a in a manner that is harmful to the Foundation.
 - 9.4 Ceasing to contribute to activities of the Foundation.
 - 9.5 A resolution by a three-fourths vote from the Board of Directors of the Foundation that he should cease to hold office for one of these reasons.

By-law V Operations of the Board

10. The Foundation is operated by a Board numbering not fewer than three and no more than nine persons.
11. Directors shall receive no payment for their services but may be reimbursed for expenses reasonably incurred on the business of the Foundation.
12. The Board is composed of the Chair of the Foundation (hereafter called the Chair), the Vice-Chair, the Secretary, the Treasurer, and other Directors.
13. The Board shall elect the Chair and other Directors in the number they deem appropriate under the By-laws.
14. Directors conducting the activities of the Foundation shall hold their positions for a term of four years at a time, with a limit of two consecutive terms.
15. A simple majority of the full membership of the Board at a meeting duly called at the end of the Board's term of office is sufficient to elect a new Board.

By-law VI Powers and Duties of the Board

16. The Board has the power and duty to conduct activities of the Foundation according to the objectives of the Foundation under these By-laws and shall also have the following duties:
 - 16.1 To stipulate policies and conduct activities according to such policies.
 - 16.2 To control finances and assets.
 - 16.3 To present business reports, financial reports and balance sheets, and income and expenditure accounts to the Ministry of the Interior as required by Law.
 - 16.4 To conduct operations so as to be in accordance with resolutions of meetings of the Board and the objectives of these By-laws.
 - 16.5 To issue rules regarding operation of the Foundation's activities.
 - 16.6 To appoint and discharge one or more sub-committees for operation of specific activities of the Foundation under the supervision of the Board.
 - 16.7 To invite a qualified person or persons who especially render benefits to the Foundation to be honorary Directors.
 - 16.8 To invite honourable persons to be patrons of the Foundation.
 - 16.9 To invite qualified persons to be consultants to the Board.
 - 16.10 To act as the officers of the Foundation to implement works as stipulated in these By-laws.

17. The Chair shall have power and duty as follows:
 - 17.1 To be the Chair of meetings of the Board.
 - 17.2 To call meetings of the Board..
 - 17.3 To affix signature to By-laws and any other official documents of the Foundation as required in accordance with these By-laws.

18. The Vice-Chair shall act in place of the Chair whenever the Chair cannot perform his duties or when assigned to do so by the Chair.
19. Where the Chair and the Vice-Chair cannot perform their duties in any meeting, the meeting attendees shall appoint a Director to be the acting Chair of the meeting.
20. The Secretary shall be responsible to see that all notices of meetings are duly given; to prepare and distribute agendas and record and distribute minutes of meetings. The Secretary shall also ensure that a copy of these By-laws as amended or otherwise altered and all other official documents of the Foundation are retained in accordance with laws stipulated by the Ministry of the Interior.
21. The Treasurer shall be responsible for conducting the financial matters of the Foundation including keeping correct accounts and related documents in accordance with rules stipulated by the Board. Responsibilities will also include having up-to-date accounts available for an annual audit which will involve working with other Board members who are responsible for carrying out project management.
22. Other Directors shall have such duties and powers as are clearly stipulated from time to time by the Board.

23. The Board shall have the right to attend any other meeting of Directors or sub-committee.

By-law VII Sub-Committees and Project Teams

24. The Board shall appoint or discharge sub-committees or project teams as deemed appropriate. Such a committee shall have at least one member of the Board who shall report and serve as liaison between the Board and sub-committee or project teams.
25. A sub-committee or project team shall hold its office until the completion of the work or project assigned. A permanent sub-committee or project team shall hold its office as per the terms fixed by the Board. Where the term is not fixed, a sub-committee or project team shall hold its office for the full term of the Board who appointed such group. A retired sub-committee or project group may be re-appointed.
 - 25.1 A sub-committee or project team shall have duties as assigned by the Board.
 - 25.2 The representative of the Board responsible for such sub-committees shall have responsibility to provide timely project status reports (including financial updates) to the Board.

By-law VIII Board Meetings

26. The Board shall hold an annual ordinary general meeting in every calendar year within the month of February and a simple majority of the Directors must attend the meeting in order to constitute a valid quorum. A notice of the meeting as well as a meeting agenda shall be distributed to the Board at least five working days prior to the meeting. Three other meetings of the Board will be scheduled throughout the year, which dates shall be set at the beginning of each calendar year.
27. Extraordinary meetings of the Board may be called when the Chair and two or more Directors express their desire for such a meeting. The quorum for an extraordinary meeting of the Foundation will be in accordance with clause 26.
28. A majority vote shall constitute a resolution of a Board or Sub-committee meeting. If a vote is tied, the Chair of the meeting shall make a final decision. The Chair shall have power to obtain votes in writing rather than calling a meeting of the Board for routine works or minimal activities, but the Chair shall report to the next meeting of the Board regarding resolution and activities done according to such resolution. It is at the discretion of the Chair to determine what is routine work and what is minimal activity.
29. The Chair has discretion to invite a guest speaker or other expert to attend a meeting and make a presentation to the Board at an appropriate time.

By-law IX Financing

30. The financial year of the Foundation shall commence on January 1 and end on December 31 of each calendar year. Each year, the Board shall elect a licensed auditor to audit the Foundation's annual accounts, with remuneration as fixed by the Board. The Board shall approve the audited financial statement.
31. The financial status of the Foundation will be reported to the annual ordinary general meeting.
32. By majority vote, the Board can delegate authority for overseeing projects, signing documents and contracts, and handling payment for specific projects to an appropriate Director. A Director delegated with authority for such projects is also responsible for providing to the Board interim and final project reports and for maintaining full and proper accounting for the bank account designated to such project (scholarships or capital projects). Directors responsible for projects must also provide the Treasurer with a full accounting of their projects, including all contracts and bills, no later than January 15th each year.
33. The Board shall stipulate regulations regarding finance, accounting and assets of the Foundation, including power of duties regarding the payment and receipt of money in addition to those fixed in the by-laws.
34. Each bank account will have three signature holders. Bank withdrawals will require two of the three signatures. The Treasurer will be a signature holder for all accounts. The other signature holder(s) will be chosen by the Board.
35. The Treasurer is responsible for maintaining the accounts of the Foundation and is required to have such accounts ready for presentation to the Board no later than February 1st of each year. The Treasurer is also responsible for guiding the auditing process.
36. The Treasurer will ensure that donors are given receipts for cash donations, and that the funds are deposited directly into the appropriate bank account to ensure appropriate tracking of funds.
37. Project expenses not covered by the donor must have the approval of the Treasurer prior to incurring such expenses.
38. Payments for project contracts will only be paid upon presentation of signed contracts, bills, receipts and other appropriate documentation.
39. Office expenses can only be paid from interest arising from the initial capital or from donations designated for that purpose.

By-law X Amendment of the By-laws

40. Amendment to these By-laws can be approved only by resolutions of a simple majority of the total Board membership.

By-law XI Dissolution of the Foundation

41. If the Foundation must be dissolved by a resolution of the Board or for any reason, all remaining assets of the Foundation shall pass to the ownership of another local registered NGO with a similar mandate.
42. Apart from the provision of the law, the Foundation shall be dissolved without the necessity of having a court order its dissolution, in the following events:
 - 42.1 When two-thirds of the existing Directors adopt a resolution of dissolution.
 - 42.2 When the Foundation is unable to find enough Directors to complete the number as fixed in the by-laws.
 - 42.3 When the Foundation is unable to continue operating its work for whatever reason.

By-law XII Miscellaneous Matters

43. If there is doubt regarding the interpretation of these By-laws, the matter shall be decided by a majority vote of the existing Board.
44. The provisions of the Civil and Commercial Code on Foundations shall be applicable where these by-laws do not stipulate otherwise.

By-Law XIII Conflict of Interest

- 45 The Foundation shall not engage in business or seek profits. No one except those specified in the Mission of the Foundation shall benefit directly from its activities.
- 46 Members of the Board shall not act in a position of authority on any Foundation issue in which they or a family member have financial or other interests. Whenever there is a dual interest or the appearance of a dual interest for any board member, they shall abstain from voting or influencing a Board decision. They shall not offer paid services to the Foundation that are not competitive or below market rate based on written quotes from other providers.

(Signature)