

(Translation)

BYLAWS (Revised Version)

of

The Concordian Parent & Teacher Association

CHAPTER 1

General Provisions

- Clause 1. This Association shall be called in English as “The Concordian Parent & Teacher Association”, to be called “Concordian PTA” in brief.
- Clause 2. The Association’s emblem is an image of parents and child holding hands.
The Association’s emblem shall be as follows:

[Emblem]

- Clause 3. The office of the Association shall be located at No. 918 Moo 8, Bangkaew Sub-district, Bangplee District, Samutprakarn Province 10540.
- Clause 4. The Association’s objectives are:
- 4.1 to strengthen relationships among parents, teachers and students and further build a better society;
 - 4.2 to organize activities for members;
 - 4.3 to support members in helping and contributing to the society;
 - 4.4 to support students on academic and various activities.

CHAPTER 2

Members

- Clause 5. The Association has two categories of members as follows:
- 5.1 Ordinary member includes:
 - 5.1.1 any natural person whose name is listed as a parent of a Concordian International School student;
 - 5.1.2 any full-time teacher of Concordian International School.
 - 5.2 Honorary member includes any honoree or qualified person or any sponsor of the Association, who has been invited by the resolution of the Committee to become a member of the Association.

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Clause 6. A member shall have the following qualifications:

- 6.1 being of mature age;
- 6.2 being a person whose name is listed as a parent of a student or a full-time teacher of Concordian International School, or an honorary member;
- 6.3 having good behavior;
- 6.4 not having a disease which is unacceptable to the society;
- 6.5 during when applying for a membership or being a member of the Association, not being convicted by a final judgment resulting in becoming an incompetent or quasi-incompetent person or to be punished by imprisonment, except for any offence committed through negligence or a petty offence.

Clause 7. Admission and Membership Fees

7.1 Ordinary member: Admission fees-..... Baht

Membership monthly dues:-..... Baht

or Membership annual dues:1,000..... Baht per student

A teacher who is an ordinary member and has a child attending the school shall pay annual dues at 500 Baht per student. A teacher who has no child attending the school shall not be required to pay membership fees. Membership fees may increase as determined by a General Meeting as it may deem appropriate.

7.2 An honorary member shall not be required to pay the admission fees and any membership fees.

Clause 8. To become a member of the Association, a parent of a student shall submit an application form to the Secretary, and he or she shall become a member of the Association as soon as the membership fee under Clause 9 has been paid.

Clause 9. Membership fees shall be paid by an applicant by deduction from the deposit placed by such applicant with the school in the amount specified in Clause 7, and membership shall commence on the date the applicant has fully made the payment of the admission fee and membership fee.

Clause 10. Membership of an honorary member shall commence on the date on which the acceptance of the invitation to membership of a person invited by the resolution of the Committee has reached the Association.

Clause 11. A member's membership shall terminate in the following circumstances:

- 11.1 death;
- 11.2 resignation, where resignation letter has been filed with and approved by the Committee, and such member has paid his or her outstanding debt owed to the Association in full;

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- 11.3 being disqualified under Clause 6;
- 11.4 the Association's General Meeting or the Committee has resolved to delete such member from the register because such member has acted in a way which causes damage to the Association;
- 11.5 termination of a full-time teacher of Concordian International School;
- 11.6 in case of an honorary member, membership shall terminate at termination of the Committee nominating such member as an honorary member.

Clause 12. Rights and Duties of Members

- 12.1 to access and use the Association's premises equally;
- 12.2 to propose views or recommendations to the Committee in relation to operations of the Association;
- 12.3 to receive welfares provided by the Association;
- 12.4 to attend the Association's General Meetings;
- 12.5 (an ordinary member has the right) to elect or become a committee member of the Association and to vote on any resolution at a meeting, whereby one student is entitled to one vote. A teacher who has no child attending the school is entitled to one vote;
- 12.6 to inspect the Association's documents and assets by making a request to the Committee;
- 12.7 with not less than one-fifth of all ordinary members or not less than 100 members, to subscribe their names to a notice requesting the Committee to convene an Extraordinary General meeting;
- 12.8 to strictly comply with the Association's rules and Bylaws;
- 12.9 to maintain prestige as a member of the Association;
- 12.10 to provide cooperation and support to the Association's affairs;
- 12.11 to participate in the activities organized by the Association;
- 12.12 to promote the reputation of the Association extensively;
- 12.13 an honorary member is not entitled to any vote.

CHAPTER 3

Affairs of the Association

- Clause 13. A Committee shall be established to manage the affairs of the Association, comprising at least 7, but no more than 15 persons. This Committee shall be elected by the Association's General Meeting, and the committee members elected by the General Meeting shall elect one President among themselves

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within a period of 30 days after they have been elected. For other positions, the President shall appoint among the committee members elected by the General Meeting to hold other positions of the Association as specified. Positions and duties of the committee members of the Association can be summarized as follows:

- 13.1 President of the Association: President of the Association shall act as a chief in managing the affairs of the Association, represent the Association in dealing with a third party, and preside over the Committee's meetings and the Association's General Meetings. The President may not hold office for more than two consecutive terms;
- 13.2 Vice Presidents shall be responsible to assist the President in managing the affairs of the Association. Vice Presidents shall comply with the duties assigned by the President and act on behalf of the President when the President is absent or unable to fulfill his or her duty. In acting on behalf of the President, Vice Presidents shall serve in order of precedence;
- 13.3 Secretary shall be responsible for all corporate affairs of the Association. Secretary shall be a chief of the Association's officers in performing the affairs of the Association and shall comply with the orders of the President as well as serve as secretary at meetings of the Association;
- 13.4 Treasurer shall be responsible for all finances of the Association. Treasurer shall prepare receipt and expenditure accounts and balance sheets of the Association and keep documents and evidence of the Association for inspection;
- 13.5 Receptionist shall be responsible for welcoming guests of the Association. Receptionist shall be a leader in arranging the premises and meeting places of the Association;
- 13.6 Registrar shall have responsibility in relation to all of the registers of members of the Association, and shall coordinate with the Treasurer in the collection of membership fees from the members;
- 13.7 Public Relations Officer shall have responsibility in relation to dissemination of the affairs and reputation and achievements of the Association to the members and the public;
- 13.8 Secretary-General shall be responsible for the management of all administrative functions and operations of the Association.
- 13.9 Duties of the committee members in other positions shall be as prescribed by the Committee as it deems appropriate. The number of committee members in other positions together with the number of committee members in the positions mentioned above shall not exceed the number specified in these Bylaws. If any committee member is not assigned to any position, he or she shall be deemed a central committee member.

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The first Committee shall be elected by the promoters of the Association, which shall consist of the President and other committee members in the number as deemed appropriate in accordance with the Association's Bylaws.

Clause 14. The Committee of the Association shall hold office for a term of two years, and upon expiration of the term of office of the Committee, if a new Committee has not been registered with the relevant official agency, the Committee whose term of office has expired shall be in office on a provisional basis until the new Committee has been duly registered with the relevant official agency. Upon registration of the new Committee, the outgoing Committee shall hand over charge to the new Committee within 30 days of the date of registration of the new Committee.

Clause 15. In the case where a committee member of the Association vacates office before term, the Committee shall appoint any ordinary member as deemed appropriate to fill the vacancy. The person appointed to replace the vacated member shall be in office for the remaining term of office of the member whom he or she replaces.

Clause 16. In addition to vacating office on the expiration of term, a committee member vacates office upon:

16.1 death;

16.2 resignation;

16.3 termination of membership;

16.4 being dismissed by the resolution of the General Meeting;

16.5 removal of the President of the Association from office.

Clause 17. A committee member who wishes to resign from his or her position on the Committee shall submit a resignation in writing to the Committee, and he or she shall vacate office upon approval of the Committee.

Clause 18. Power and Duties of the Committee

18.1 to have the power to establish rules to be abided by members, provided that such rules shall not be in conflict with these Bylaws;

18.2 to have the power to appoint and remove officers of the Association;

18.3 to have the power to appoint advisory committee members or sub-committee members who shall be in office for the period not exceeding the term of office of the appointing Committee;

18.4 to have the power to convene an Annual General Meeting and an Extraordinary General Meeting;

18.5 to have the power to appoint committee members as holders of particular offices not specified in these Bylaws;

18.6 to have the power to manage the affairs of the Association in accordance with the objectives and to have other powers specified in these Bylaws;

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- 18.7 to be responsible for all affairs including all finances and assets of the Association;
- 18.8 to convene an Extraordinary General Meeting when not less than 100 ordinary members have subscribed their names to a notice requesting to convene the meeting. The Extraordinary General Meeting shall be held within 30 days from the date of receipt of the written request;
- 18.9 to prepare documents and evidence in relation to finances, assets and operations of the Association correctly in accordance with technical principles and to permit inspection of the same by a member upon his or her request;
- 18.10 to prepare minutes of the Association's meetings for record and submission to the members for acknowledgement;
- 18.11 to be responsible for other matters specified in these Bylaws.
- Clause 19. Meetings of the Committee shall be held at least four times per year to discuss the management of the Association's affairs.
- Clause 20. At a meeting of the Committee, the presence of not less than one-half of all of the committee members is required to constitute a quorum. Except as otherwise provided in these Bylaws, a resolution of the Committee's meeting shall be passed by a majority vote. In the case of an equality of votes, the person presiding over the meeting shall have a casting vote.
- Clause 21. At a meeting of the Committee, if the President and Vice Presidents are not present at the meeting or unable to perform the duties, the committee members present shall elect one among themselves to preside over such meeting.

CHAPTER 4

General Meetings

- Clause 22. There are two types of a General Meeting of the Association as follows:
- 22.1 Annual General Meeting;
- 22.2 Extraordinary General Meeting.
- Clause 23. The Committee shall convene an Annual General Meeting once a year within the month of October each year.
- Clause 24. An Extraordinary General Meeting may be held if it is deemed appropriate by the Committee or when at least 100 members have subscribed their names to a notice requesting the Committee to convene the meeting.
- Clause 25. In notifying the date of an Annual General Meeting or Extraordinary General Meeting, the Association's Committee or Secretary shall send a notice of meeting to every member whose name is listed in the Association's register at least seven days before the date fixed for the meeting or publish a notice at least twice in a

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prevailing local newspaper at least seven days before the date fixed for the meeting. The notice of a General Meeting shall specify the place, the day and the time of the meeting as well as its agenda, and relevant details and documents shall also be sent with the notice as appropriate. As for a summoning of a General Meeting through a publication, the said details and documents shall be provided and ready for distribution to the member who requests therefor at the place fixed by the person summoning such meeting or submitted via email.

Clause 26. Agenda items to be discussed at the Annual General Meeting shall at least include:

26.1 Report of operations during the previous year;

26.2 Report of receipt and expenditure account and balance sheet of the previous year for acknowledge;

26.3 Election of a new Committee when the term of the existing Committee terminates;

26.4 Selection of an auditor;

26.5 Other matters (if any).

Clause 27. At an Annual General Meeting or an Extraordinary General Meeting, the presence of not less than 100 votes from ordinary members, in person or by proxy, is required to constitute a quorum. If at the scheduled time of the meeting, a quorum is not present, the Committee of the Association shall call for another General Meeting, which is to be held within 14 days of the first-time scheduled meeting and at such meeting, any number of ordinary members who attend the meeting shall constitute a quorum, unless it is an Extraordinary General Meeting summoned upon the requisition of the members, in which case such meeting shall be dissolved.

Clause 28. Except as otherwise provided in these Bylaws, resolutions of the General Meetings shall be adopted by a majority vote of the members present. In the case of an equality of votes, the person presiding over the meeting shall have a casting vote.

Clause 29. At a General Meeting of the Association, if the President and Vice Presidents are not present at the meeting or unable to perform the duties, the General Meeting shall elect any one of the committee members present to preside over such meeting.

CHAPTER 5

Finance and Assets

Clause 30. All finances and assets are under the responsibility of the Committee. The Association's cash (if any) shall be deposited with United Overseas Bank Public Company Limited, Seri Center Sub-Branch or Bank of Ayudhya Public Company

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Limited, Mega Bangna Branch or The Siam Commercial Bank Public Company Limited, Mega Bangna Branch under the account name of “Concordian Parent & Teacher Association”.

- Clause 31. Withdrawals of funds or checks of the Association must be jointly signed by the President of the Association and either the Treasurer or the Secretary.
- Clause 32. The President of the Association shall be authorized to disburse funds of the Association up to 50,000 Baht (Fifty Thousand Baht only) each time. Any amount exceeding such limit must be approved by the Committee, and the Committee may approve the disbursement up to 500,000 Baht (Five Hundred Thousand Baht only) each time. Any disbursement exceeding such limit must be approved by the Association’s General Meeting.
- Clause 33. The Treasurer shall be authorized to keep cash of the Association of not exceeding 30,000 Baht (Thirty Thousand Baht only). Any amount exceeding such limit shall be deposited with a bank in the Association’s account immediately.
- Clause 34. The Treasurer shall prepare receipt and expenditure accounts and balance sheets correctly in accordance with technical principles. All receipts and disbursements shall be evidenced in writing, jointly signed by the President of the Association or his or her representative and the Treasurer or his or her representative and affixed with the Association’s seal.
- Clause 35. An auditor may not be a committee member or officer of the Association and shall be a certified public accountant.
- Clause 36. An auditor shall have the power to require the Committee to submit any document in relation to finances and assets and summon any committee member or officer of the Association for interrogation in relation to accounts and assets of the Association.
- Clause 37. The Committee shall cooperate with an auditor upon request.

CHAPTER 6

Amendments to Bylaws and Dissolution

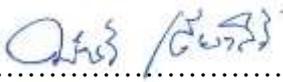
- Clause 38. The Association’s Bylaws may be amended by the resolution of a General Meeting passed by the votes of not less than two-thirds of all of the ordinary members present in the meeting and the number of members present in such meeting shall represent not less than 100 votes.
- Clause 39. Except for any dissolution by law, the Association may be dissolved by the resolution of the Association’s General Meeting passed by the votes of not less than three-fourths of all of the ordinary members present in the meeting.
- Clause 40. When the Association has been dissolved for whatever reason, any remaining assets of the Association after the liquidation has been completed shall be vested in The Children Hospital and The Thai Red Cross equally.

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CHAPTER 7

Transitory Provisions

- Clause 41. When the Committee has ceased to be in operation or its term has expired, such Committee shall be an Acting Committee. Such Acting Committee shall continue to operate the affairs of the Association until approving and signing authority has been transferred to a new Committee and a new President.
- Clause 42. When the Committee has ceased to be in operation or its term has expired, a new Committee shall be elected within 60 days.
- Clause 43. A Committee whose term is going to expire or an Acting Committee shall appoint one election commissioner to plan and proceed with the election process. Such commissioner shall have a duty to propose election methods to the Committee, and the Committee shall inspect to ensure that all members will be informed of the proposed election and that the election of committee members of the Association will be arranged.
- Clause 44. After the election of a new Committee and a new President, the Committee whose term is going to expire or an Acting Committee shall have a duty to submit documents in relation to the registration of the change of the Committee of the Association to the relevant government agencies within 14 days.

Signature..........Bylaws preparer

(Mr. Pat Kiengsiri)

President of the Association