



Phuket Has Been Good To Us Foundation: Meeting of the Board of Directors

Minutes of the meeting held on Friday 26th January 2007, at Samsara, opposite Nakatani Village, Phuket 83120, at 7.30pm.

In the Chair: Dr. Sriyada

Agenda Item 1: Attendance

Present: Dr. Sriyada, Michael Chugg, Tom McNamara, Arnaud Verstraete, Suthat Vorasri

Apologies: Fleur Birch-Atkinson, Netipong Wichitwechkarn, Kathy Davies

Observing: Peter Adams (volunteer), Joy and Tom Spencer-Barry, and their friend Larry

In attendance: K. Nilawan (Educational Advisor for English in Government Primary Schools),
Kate Cope, Tom Doherty, Stephen Cope

Proxy forms were received prior to the meeting from Fleur Birch-Atkinson and Netipong Wichitwechkarn (see Appendix).

Agenda Item 2A: Foundation Articles of Association

The following resolutions were considered by the meeting:

1. That the Articles of Association of the Foundation be amended as follows:

Chapter 5, clause 8

Present wording:

The Foundation shall be operated by a Board of Directors with at least 3, but not more than 7, members.

Amended wording:

The Foundation shall be operated by a Board of Directors with at least 3, but not more than **9**, members.

The resolution was proposed by Michael Chugg and seconded by Tom McNamara.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

Phuket Has Been Good To Us

6/8 Nakatani Village, T. Kamala, A. Kathu, Phuket 83150.

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Chapter 9, clause 30.

Present wording:

The Foundation Chairman, or the Vice Chairman acting on the Chairman's behalf, shall have the authority to order payment of a sum not exceeding 50,000 Baht each. Any payment in excess thereof shall require approval by majority votes from the Foundation Board of Directors, except in necessary and urgent case the Foundation Chairman may, at his/her discretion, approve payment thereof, but shall have to report it to the next meeting of the Foundation Board of Directors.

Amended wording:

The Foundation Chairman, or the Vice Chairman acting on the Chairman's behalf, shall have the authority to order payment of a sum not exceeding 50,000 Baht each. Any payment, **other than regular salary payments**, in excess thereof shall require approval by majority votes from the Foundation Board of Directors, except in necessary and urgent case the Foundation Chairman may, at his/her discretion, approve payment thereof, but shall have to report it to the next meeting of the Foundation Board of Directors.

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

Chapter 9, clause 33.

Present wording:

Payment by checks or bills shall all require signature of the Foundation Chairman, or person acting on his/her behalf, and the Secretary or the Treasurer in order to be payable.

Amended wording:

Payment by checks or bills shall all require signature of the Foundation Chairman, or person acting on his/her behalf, and the Secretary or the Treasurer, **or person acting on his/her behalf**, in order to be payable.

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

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2. That Chapter 11, clause 39.5 of the Articles of Association of the Foundation be **deleted**.

Present wording:

Chapter 11
Termination of the Foundation

39.5 When the Foundation has completed 3 years of operation from the date of authorization.

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

Agenda Item 2B: Other Resolutions

The following resolutions were considered by the meeting:

3. That HLB Thailand Limited, as the Foundation's accountants, nominate an auditor for the 2006 financial year.

The resolution was proposed by Michael Chugg and seconded by Tom McNamara.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

4. That the Annual Ordinary Meeting of the Foundation takes place in March of every year.

The resolution was proposed by Michael Chugg and seconded by Tom McNamara.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

5. That the Board of Directors meets at least two times a year.

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

6. That the following person joins the Board of Directors: Arnaud C.M.C. Verstraete

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **6** votes **in favor** and **none against**.

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7. That Kate Cope be confirmed in the post of Educational Director and Stephen Cope as Director of Development

The resolution was proposed by Tom McNamara and seconded by Michael Chugg.

The resolution was **carried**, with **7** votes **in favor** and **none against**.

Agenda Item 3: Reports

3a The Committee considered the report of the Vice Chairman for 2006, which described: key stages in the development of the Foundation, funding opportunities and successes, the context in which the Foundation operates and the Foundation's strengths.

It was resolved that the report be noted.

3b The Committee considered the report of the Director of Education, on Progress at Kalim School from November 2006–January 2007, which described: curriculum delivery and testing, volunteer teachers, support from beyond the classroom and interest from outside the province.

It was resolved:

1. That the report be noted
2. That a Thai language version of the Foundation's Annual Report be prepared, for the Kalim School parents' evening on February 18th
3. That copies of the Foundation's KalimSchool video be made available for musicians in Australia.

3c The Committee considered the report of the Director of Development, for September 2006–January 2007, which described: raising the Foundation's profile, personnel, funding applications and expanding the educational program.

It was resolved:

1. That the report be noted
2. That the Foundation consider the feasibility of authorization by fax for online donations
3. That website information be sent to Michael Chugg Entertainment for distribution and making website links

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Agenda Item 4: Any other business

1. A vote of thanks was given to the Board by Arnaud C.M.C. Verstraete for giving him the opportunity to serve as a Director.
2. It was suggested that the Foundation have an information booth (with a donations box) staffed by children from Kalim School and British International School's International Baccalaureate program, at the Phuket International Blues Festival and other big events. The Board was advised that the International Association of Rotary Clubs offers free booths, and it was resolved that the Foundation ask the Rotary Club of Patong Beach whether a booth could be made available.
3. Board members agreed to put forward any ideas they might have about funding for the Foundation to the Vice-Chairman.
4. It was suggested that the Foundation develop a work experience program, in the future, with employers such as Tesco Lotus, as the educational program moves into secondary schools.
5. A member of the Board suggested that the Foundation make maximum use of website links to increase awareness of its work.
6. The Chairman reported on her recent visit to the Governor of Phuket with the Director of Development. The Vice Chairman expressed his gratitude to the Chairman for arranging the meeting.
7. It was resolved that the minutes of the Board meeting be translated into Thai for the benefit of Thai Board members.

Agenda Item 5: Date and Time of Next Meeting

It was resolved that the next Board meeting would take place on a date mutually convenient to Board members, near the end of March, members to be advised of the exact date.

The meeting closed at 9.10 pm.

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Appendix: Proxy Forms Received from Board Members

PROXY

Date: January 24, 2007

I, the undersigned, Mr. Nitipong Wichitwechkarn of no. 2/4 Nai Lert Tower Building, 5th Floor, Wireless Road, Lumpini Sub District, Patanwan District, Bangkok, being a member of the Board of Directors of the Phuket Has Been Good To Us Foundation (the "Foundation"), hereby appoint and authorize:

Mr. Stephen Ceps

To be my proxy in my name and on my behalf to attend the Board of Directors' Meeting No. _____ of the Foundation or any adjournment thereof, and do hereby authorize and empower him to vote or exercise my right and do my duty as director in compliance with the Foundation's Articles of Association.

In witness whereof, this Proxy has been signed as of the date first above written.

Signature: 
Mr. Nitipong Wichitwechkarn

Witness: Seiko Pichaj

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Phuket Has Been Good To Us Foundation: Board of Directors

Board Member Proxy Form

Name:

Address:

To the Chairman of the Board of Directors of Phuket Has Been Good To Us,
6/8 Nakatani Village, T. Kamala, A. Kathu, Phuket 83150.

Date:

Dear Dr. Sriyada Palitapan

I hereby inform you that in my capacity as a member of the Board of Directors of Phuket Has Been Good To Us, that I shall be represented at the Board meeting at 7.30pm on 26th January 2007 by

.....
Sriyada Palitapan.....

or in his / her absence by to whom I confer the necessary powers to discuss and vote as he / she sees fit on all matters dealt with at the meeting.

Yours faithfully,

.....
Phuket Has Been Good To Us.....
Signature:

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