



BANGKOK MOTHERS AND BABIES INTERNATIONAL
A Project of the Childbirth & Breastfeeding Foundation of Thailand
PO Box 1078, Suanphlu, Bangkok, 10121 www.bambiweb.org
BAMBI CONSTITUTION

(As amended at the Extraordinary General Meeting 10 March 1994)
(As amended at the Extraordinary General Meeting 9 March 1995)
(As amended at the Extraordinary General Meeting 13 March 1997)
(As amended at the Extraordinary General Meeting 12 November 1998)
(As amended at the Extraordinary General Meeting 8 August 2002)
(As amended at the Extraordinary General Meeting 27 March 2008)

ARTICLE 1-GENERAL

- 1.1 B.A.M.B.I. is a project of the Childbirth and Breastfeeding Foundation of Thailand (CBFT).
- 1.2 B.A.M.B.I. is a non profit-making group.

Name

- 1.3 The group is named B.A.M.B.I.

Office

- 1.4 The office of the B.A.M.B.I. is at a place determined by the Committee.

ARTICLE 2- OBJECTIVES

- 2.1 To provide pre-natal and post-natal support.
- 2.2 To provide support and advice to the parents of babies and young children.
- 2.3 To provide information relating to childbirth and childcare.
- 2.4 To develop and promote educational programs designed to assist in establishing high quality and flexible natal care.
- 2.5 To encouraging the setting up of playgroups for young children.
- 2.6 To sponsor activities beneficial to the members of B.A.M.B.I.
- 2.7 To undertake any lawful activities to assist in achieving the above objectives.
- 2.8 To support charitable organizations in Thailand involved with the family or child welfare, including the making of financial contributions where appropriate.

ARTICLE 3-MEMBERSHIP

Eligibility

- 3.1 Membership is open to any person interested in pursuing the objectives of B.A.M.B.I.

Application for membership

- 3.2 Applicants for membership submit an application form as prescribed from time to time to time by the Committee.
- 3.3 Applicants for membership become members on payment of any registration and the appropriate subscription.

Categories of membership

- 3.4 There are three categories of membership:
 - i. Ordinary Member
 - ii. Overseas Member
 - iii. Honorary Member



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Ordinary Member

3.5 An ordinary member is an individual resident in Thailand who has paid the donation referred to in article 3.3.

Overseas Member

3.6 An overseas member is an individual not resident in Thailand who has paid the donation referred to in article 3.3

Honorary Member

3.7 An honorary member is an individual nominated by the Committee and elected by a simple majority vote of members at the AGM, or at an EGM, for life. An honorary member is exempt from the payment of subscriptions, however, does not receive the magazine "BAMBI" news.

3.8 Mrs. Melanie Habanananda is appointed Honored President for life. She is exempted from the payment of annual subscriptions.

Termination of Membership

3.9 Memberships ceases where:

- i. any donations or subscriptions are unpaid for more than two months after the due day;
- ii. a resignation is received by the Committee;
- iii. a member leaves Thailand, unless arrangements are made to continue as an overseas members;
- iv. a member dies;
- v. a member is expelled

Expulsion

3.10 The Committee may expel a member whose continued membership is considered detrimental to B.A.M.B.I. by a three quarters vote of all Committee members.

3.11 The Committee must give the member fourteen days notice of the date of the meeting at which their expulsion will voted upon together with a statement of the of the reasons for their proposed expulsion. The member may attend the Committee meeting in order to refute these reasons.

3.12 The member may appeal against the decision at general meeting of B.A.M.B.I. called at the request of ten members. The meeting will determine the appeal by a vote of three-quarters of the members present.

Rights and Obligations of Members

3.13 Within the scope of the objectives of B.A.M.B.I members have the right to:

- i. receive support, advice and information;
- ii. express their opinion, make recommendations to the Committee and propose motions at any general meeting of B.A.M.B.I.

3.14 Members have duty to:

- i. comply with this constitution, and;
- ii. support, as appropriate, the activities of B.A.M.B.I.

3.15 Membership records:

A record of members including all Chapter Members shall be kept by the Committee.



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ARTICLE 4- SUBSCRIPTIONS AND REGISTRATIONS DONATIONS

- 4.1 Ordinary and overseas members make registration donations and annual Subscriptions at a rate from time to time by the Committee. The Committee may exempt any member from payment of donations and subscriptions.

ARTICLE 5- MEETINGS

Annual General Meeting

- 5.1 The Annual General Meeting will be held in the month of March each year to approve the Minutes of the last Annual General Meeting, to receive the annual report of the Committee on the affairs and activities of B.A.M.B.I., to consider and approve the financial statement, to elect a new Committee and to conduct any other business arising.
- 5.2 The Committee is to advise members of the date, time and venue of the Annual General Meeting not less than fourteen days prior to the date of the meeting. Notice is deemed to be given if posted to the address of members currently listed of members.

Election of New Committee

- 5.3 The outgoing Committee will appoint a person as Returning Officer to receive nominations for the election to the Committee and to organize the election.
- 5.4 Where the person appointed Returning Officer is a member of B.A.M.B.I., they may not stand for election to the Committee.

Extraordinary General Meeting

- 5.5 The Committee, on its own behalf, or at the request of ten members, may call an Extraordinary General Meeting. The Committee is to advise members of the date, time, place and purpose of the meeting no less than fourteen days prior to the date of the meeting.

Quorum

- 5.6 A quorum for all meetings consists of no less than thirty members.
- 5.7 If after one hour following the schedule starting time of the meeting, there is not a quorum, the meeting is postponed for seven days and if held at the same hour and place then no further notification is required. Irrespective of attendance at the subsequent meeting, a quorum is deemed to exist.

Voting

- 5.8 Voting at general meeting is by show of hands, unless the Chair, or not than one quarter of the members present request a vote by secret ballot.

Motions

- 5.9 Motions are carried by a simple majority vote of members present at the meeting, unless otherwise prescribe by the Constitution. Where is a tied vote the Chair has a casting vote.



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The Chair

- 5.10 The Chairwoman of B.A.M.B.I. chairs all general meeting. Where the Chairwoman is absent, then the Secretary acts on her behalf. Where both the Chairwoman and Secretary are absent, then the Treasurer chairs the meeting. Where all three are absent, a member of the Committee appointed by the Chairwoman chairs the meeting.

ARTICLE 6- ADMINISTRATION

Appointment of the Committee

- 6.1 A Committee, consisting of not less than nine and not more than fifteen persons, administrates the affairs of B.A.M.B.I. The Committee is elected at the Annual General Meeting from among members. (*Committee members are not personally liable for acts or omissions except where they involve fraud or criminal negligence)
- 6.2 Nominations for election to the Committee may be made at the Annual General Meeting. Nominations not made at the Annual General Meeting must be in writing. There must be a proposer and seconder who are members of B.A.M.B.I. Nominees, If not present at the Annual General Meeting, must consent in writing to their nomination. Nominees receiving the highest number of votes from the Committee.

Composition of the Committee

- 6.3 The Committee comprises the Chairwoman, the Secretary, the Treasurer, and at least five, but not more than twelve, others members.
- 6.4 A member cannot serve on the Committee for more than three consecutive years, nor the Chairwoman for more than two consecutive years. In the case of a post not being filled, the Committee may co-opt by unanimous decision, a member for a fourth year.
- 6.5 Subject to Article 6.4 above, a retiring Committee member is eligible for re-election to the Committee.

Termination of Committee Membership

- 6.6 Committee members cease to hold office on:
- i. expiration of their term of office
 - ii. resignation from the Committee
 - iii. termination of membership of B.A.M.B.I.

Casual Vacancies

- 6.7 The Committee may appoint a member to the Committee to fill a vacancy.

Quorum

- 6.8 A quorum for Committee meetings consists of not less than one half of its members.
- 6.9 Motions and decisions of the Committee are by a majority vote. If there is a tied vote the Chair has a casting vote.

Meetings

- 6.10 The Chairwoman of B.A.M.B.I. chairs all general meeting. Where the Chairwoman is absent, then the Secretary acts on her behalf. Where both the Chairwoman and Secretary are absent, then the Treasurer chairs the meeting. Where all three are absent, a member of the Committee appointed by the meeting chairs the meeting.



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6.11 The Committee will hold meetings at least once every two months. The Chairwoman or a Committee member acting on her behalf, or on behalf of at least four members of the Committee, may call additional meetings at any time.

Powers and Duties of the Committee

6.12 The Committee is empowered to:

- i. manage and regulate the affairs and property of B.A.M.B.I.
- ii. appoint Committee members to various positions on the Committee.
- iii. authorize Committee members to sign official documents on behalf of B.A.M.B.I.
- iv. appoint a member as Post Natal Support Coordinator. The Post Natal Support Coordinator will serve as an ex-officio member of the Committee.

Powers and Duties of the Office Bearers

6.13 Chairwoman

The Chairwoman exercise general supervision over the affairs of B.A.M.B.I. She represents B.A.M.B.I. in its external relations.

6.14 Secretary

The Secretary is responsible for managing the affairs of B.A.M.B.I. including

- i. ensuring accurate records are kept of B.A.M.B.I.'s organizations and activities.
- ii. taking minutes of the meetings
- iii. dealing with correspondence
- iv. organizing meeting

6.15 Treasurer

The Treasurer is responsible for the financial affairs of B.A.M.B.I. She acts as cashier and bookkeeper and administers B.A.M.B.I.'s bank accounts.

Additional Roles

6.16 Additional Roles:

i. **Patron**

The Patron acts as advisor and consultant to the Committee and to B.A.M.B.I.

ii. **Bumps & Babies Team Co-ordinator**

- The Bumps & Babies Team Coordinator is approved of and appointed by the Committee.
- The position is that of Non-Voting member of the Committee.
- The Coordinator duties and responsibilities to B.A.M.B.I. are outlined in the Bumps & Babies Coordinator guidelines as drawn up by the B.A.M.B.I Committee.

Bank Account

6.17 All monies are to kept in a account with a commercial bank approved by the Committee and located in Bangkok.

6.18 The account can be operated by any two of the following signatories:



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- i. Chairwoman
- ii. Secretary
- iii. Treasurer
- iv. One other Committee member

ARTICLE 7- AMENDMENTS TO THE CONSTITUTION

- 7.1 Members may alter the Constitution by a motion passed by not less than two-thirds of the members present at an Annual General Meeting or an Extraordinary General Meeting called for the purpose.
- 7.2 The Committee must notify members of a motion to amend the Constitution not less than fourteen days prior to the meeting at which the motion is to put.

ARTICLE 8- DISSOLUTION OF B.A.M.B.I.

- 8.1 The Committee will dissolve B.A.M.B.I. if;
 - i. the Committee recommends dissolution at a General Meeting of B.A.M.B.I. and the recommendation is approved by not less than three of all the members;
 - ii. B.A.M.B.I. becomes bankrupt
- 8.2 For the purpose of approving the recommendation referred to in Article 8.1 subparagraph i., members can vote by giving their proxy to a member who will be present at a general meetings.
- 8.3 Where B.A.M.B.I. is dissolved by a vote of membership, any monies remaining, after payment of debts, in an account in B.A.M.B.I.'s name, will be donated by Committee to an appropriate charitable organization in Thailand.
- 8.4 The dissolution of B.A.M.B.I. shall include the dissolution of any and all chapters created and in existence at the date of dissolution pursuant to Article 8.

ARTICLE 9- TRANSITIONAL PROVISIONS

- 9.1 A general meeting is to be called within ninety days of this Constitution to elect a Committee
- 9.2 The term of office of the Committee elected in accordance with Article 9.1 runs until October of the following year. At the time an Annual General Meeting is to held in accordance with the provisions of the Constitution.

ARTICLE 10- CHAPTERS

- 10.1 The Committee may, upon written of no less than 25 members, consider an application for the establishment of a B.A.M.B.I. chapter. Such application must fulfill the conditions set out in Article 10.2 hereof
- 10.2 Any group of members seeking to establish a Chapter shall observe the following :
 - i. all potential members of the Chapter must reside in a geographical area outside the Bangkok Metropolitan Area
 - ii. a Chapter coordinator must be nominated for election to the



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- 10.3 iii. any such other criteria as the Committee deems appropriate
- 10.3 Having determined that the application fulfils the above criteria, the Committee shall, if it considers that the establishment of a Chapter is the best interests of B.A.M.B.I. and its members confirm the creation of the Chapter and shall notify the members accordingly.

Powers

- 10.4 A Chapter do the following:
- i. conduct monthly meetings
 - ii. organize and encourage the establishment of playgroups
 - iii. establish an ad hoc Committee of no more than five members to oversee the administration of the Chapter
 - iv. report annually to the B.A.M.B.I Annual General Meeting
 - v. collect membership donations for delivery to the B.A.M.B.I. Treasurer
 - vi. levy and collect any donations and other funds and deliver the same exclusive of any expenses incurred in conducting activities to the B.A.M.B.I.
 - vii. undertake activities to raise donations for B.A.M.B.I. charities
 - viii. undertake all activities in a manner which upholds the objective of B.A.M.B.I.

Membership

- 10.5 Chapter members shall be ordinary members of B.A.M.B.I. and shall continue to have the same rights, duties and obligations as ordinary members who are not members of a Chapter
- 10.6 Chapter members and any ad hoc Committee establish by the Chapter shall be bound by the Constitution.