

(Translation)



Notification of Surat Thani Foundation Registrar

Subject: Foundation Registration

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As Mr. Chaiwat Piumchalarat, the representative has submitted a request to register the Right to Learn Foundation at Surat Thani Foundation Registrar. Here is the summary of the request,

1. The foundations' name is "Right to Learn Foundation."
2. The objectives of this foundation are:
 - 2.1. To mitigate poverty of impecunious, underprivileged, disadvantaged individuals around the country and help them receive proper education regardless of their ethnicity or religion.
 - 2.2. To promote and support social development affairs with local communities, private and public sectors, and international organizations regarding life skills, drug abuse prevention, and future planning.
 - 2.3. To help impoverished children and women live decently.
 - 2.4. To help underprivileged people who seek basic help such as career or subsistence.
 - 2.5. To collaborate with charities and public interest organizations.
 - 2.6. To not participate in any political activities.
3. The foundations headquarter is located at 10/5 Village No.2, Ko Tao Sub-district, Ko Pha-ngan District, Surat Thani Province.
4. The foundation's initial capital is 200,000 baht (two hundred thousand baht only)
5. The management team of this foundation during the first term is as follows,
 - 5.1. Miss Ratchadaporn Pinsuwan Chairman
 - 5.2. Mrs. Phanguen Jitsai Vice Chairman
 - 5.3. Miss Pharita Fakfang Director, Treasurer, and Secretary

Surat Thani Foundation Registrar has issued an order to register this foundation.

Registration No. 1/2021 from 8 April 2021

According to the authority under Section 115 of the Civil and Commercial Code

Please be informed accordingly,

Announcement date: 8 April 2021

-Signature-

(Mr. Montra Phromsin)

Deputy Governor of Surat Thani

Surat Thani Foundation Registrar

For Provincial Governor of Surat Thani

Certified Correct Translation

รับรองการแปลถูกต้อง

(Miss Pornpimol Sripornkomolrat)

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22 June 2021

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Registration No. 1/2564

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Foundation Registration Certificate

This certificate is issued to certify that “Right to Learn Foundation” is registered legally under The Civil and Commercial Code, with these following objectives:

1. To mitigate poverty of impecunious, underprivileged, disadvantaged individuals around the country and help them receive proper education regardless of their ethnicity or religion.
2. To promote and support social development affairs with local communities, private and public sectors, and international organizations regarding life skills, drug abuse prevention, and future planning.
3. To help impoverished children and women live decently.
4. To help underprivileged people who seek basic help such as career or subsistence.
5. To collaborate with charities and public interest organizations.
6. To not participate in any political activities.

The foundations headquarter is located at 10/5 Village No.2, Ko Tao Sub-district, Ko Pha-ngan District, Surat Thani Province.

Issued date: 8 April 2021.

-Signature-

(Mr. Montra Phromsin)

Deputy Governor of Surat Thani

Surat Thani Foundation Registrar

For Provincial Governor of Surat Thani

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Regulation

Right to Learn Foundation

Section 1

Name, Logo, and Address

Clause 1 The foundation's name is “มูลนิธิส่งเสริมเพื่อการเรียนรู้.” Its English name is “Right to Learn Foundation.”

Clause 2 The foundation does not have a logo.

Clause 3 The foundation headquarter is located at 10/5 Village No.2, Ko Tao Sub-district, Ko Pha-ngan District, Surat Thani Province.

Section 2

Objectives

Clause 4 The objectives of this foundation are:

4.1 To mitigate poverty of impecunious, underprivileged, disadvantaged individuals around the country and help them receive proper education regardless of their ethnicity or religion.

4.2 To promote and support social development affairs with local communities, private and public sectors, and international organizations regarding life skills, drug abuse prevention, and future planning.

4.3 To help impoverished children and women live decently.

4.4 To help underprivileged people who seek basic help such as career or subsistence.

4.5 To collaborate with charities and public interest organizations.

4.6 To not participate in any political activities.

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Section 3

Capital, Asset, and Asset Acquisition

Clause 5 The initial capital of the foundation is 200,000 baht (two hundred thousand baht only) in cash.

Clause 6 The foundation can acquire the following assets:

- 6.1 Money or assets that was granted from a person's testament or other types of transactions without any condition binding the foundation to be liable for the debts or other burdens.
- 6.2 Money or assets that a philanthropist had donated.
- 6.3 Interests from the foundation's assets.
- 6.4 Income from activities that are in the scope of the foundation's objectives.

Section 4

Qualification and dismissal of directors

Clause 7 The foundation's director must have the following qualifications:

- 7.1 Is at least 20 years old.
- 7.2 Is not a bankrupt, incompetent, or quasi-incompetent person.
- 7.3 Has never been sentenced to prison, except in case of negligence or minor offenses.

Clause 8 The foundation's director will be dismissed when:

- 8.1 His/her term of office expires
- 8.2 The director is dead or has retired.
- 8.3 The director lacks the qualifications in Clause 7.
- 8.4 The director has demonstrated inappropriate behaviors and has been voted out by at least three-fourth of the director committee.

Section 5

The foundation director committee work

Clause 9 The foundation must have a committee consisting of three to seven directors.

Clause 10 The foundation director committee must operate as the foundation sees fit.

Clause 11 The appointment of the committee directors according to Clause 10, the current directors of the foundation committee are liable for appointing new directors of the amount specified in Clause 9. 22 June 2021

Clause 12 The term of office for each committee director is four years.

Clause 13 The appointment of the committee directors must be supported by the majority of the directors.

Clause 14 The director whose term had already expired can be reelected. In case the director's term of office has expired, the director must continue working until the foundation receive a notification on new appointment from the registrar.

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Clause 15 When the director position becomes available, the director committee must find a candidate to fill the available position. The term of office of the new director is until the previous director's term of office expires.

Section 16

Obligations and power of the director committee

Clause 16 The director committee has an obligation to fulfill the foundation's objectives. Under this regulation, it has the power to:

- 16.1 Determine the foundation policy and ensure compliance with that policy.
- 16.2 Manage the foundation's money and assets.
- 16.3 File activity reports, financial reports, and balance sheets to the registrar.
- 16.4 Operate as agreed upon by the director committee, and under this regulation.
- 16.5 Implement rules regarding the foundation's operations.
- 16.6 Appoint or dismiss one or more sub-committees to fulfill a specific purpose under the committee's supervision.
- 16.7 Invite a highly competent person or a person who has greatly benefited the foundation to be a privileged director.
- 16.8 Invite a privileged person to become a foundation's sponsor.
- 16.9 Invite a highly competent person to become a foundation's consultant.
- 16.10 Appoint or dismiss foundation staff or motions under Clause 16.6, 16.7, 16.8, and 16.9 when supported by the majority of the votes.

Clause 17 A foundation committee chairman has the power to:

- 17.1 Chair foundation committee meetings.
- 17.2 Call for a foundation committee meeting.
- 17.3 Representing the foundation when conducting business with an external party and sign the guidelines and other documents considered as evidence of the foundation.
- 17.4 Conduct other operations under the committee's guidelines and motions.

Clause 18 The vice-chairman has the power to operate on behalf of the chairman when the chairman is incapable of doing so or when the vice-chairman has been commanded to do so.

Clause 19 If the committee chairman is unable to chair a committee meeting, the committee must elect one committee director to chair the meeting.

Clause 20 The foundation secretary is responsible for managing the foundation's affairs, supervising the committee meetings, being a contact point, ensuring compliance with the foundation guidelines, calling for meetings as the committee chairman had commanded, documenting the meeting, and reporting the foundation activities.

Clause 21 The treasurer is responsible for managing the money, assets, accounts, and other documents correctly under the committee's guidelines.

Clause 22 Other directors will be responsible for the tasks specified by the committee. This task specification must be clearly documented.

Clause 23 A committee director has the right to participate in committee meetings and sub-committee meetings.

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Section 7

Sub-committee

Clause 24 The foundation committee can appoint or dismiss sub-committees as it sees fit. The sub-committee can be appointed for a definite period or for special occasions. In case the committee had not appointed a sub-committee chairman, secretary, or other positions, the sub-committee can do so by itself.

Clause 25 The sub-committee will be disbanded when its operation is completed. In case the sub-committee was elected for a definite period of time, it will disband when the period specified by the committee expires. If the period wasn't specified, the period is equal to the remaining term of office of the committee. The sub-committee member who was dismissed can be reelected.

25.1 A sub-committee is responsible for the tasks assigned by the committee.

25.2 A sub-committee is responsible for giving opinions regarding the tasks to the committee.

Section 8

Committee meeting

Clause 26 The foundation committee must arrange for a general meeting every March with at least half of the committee members participating.

Clause 27 An extraordinary meeting can happen when the committee chairman has decided so or when at least two committee directors had made a request to the chairman or the chairman's representative. This procedure must be in accordance with Clause 26.

Clause 28 The sub-committee meeting's motion and participation must be as the committee had specified. The meeting affairs will be specified by the sub-committee itself, but the meeting participation must be in accordance with Clause 26.

Clause 29 In both committee and sub-committee meetings, unless stipulated otherwise, the motions must be backed up by the majority of the votes. In case the votes are equal, the chairman will be the one who makes the decision. For general or minor affairs, the chairman can order for the voting to be conducted by post. In this case, the chairman must report the motion and details of the operation to the committee in the next meeting. The director has the power to decide which matters constitute general or minor affairs.

Clause 30 In committee and subcommittee meetings, the committee chairman or the meeting chairman has the right to invite an individual to participate as a privileged guest to monitor, provide assistance, or give consultation to the meeting.

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Section 9

Finance

Clause 31 The foundation committee chairman or its representative has the right to spend no more than 100,000 (one hundred thousand bath only) baht per transaction. Any amount exceeding that must be approved by the majority of the committee. However, in emergency cases, the chairman can approve the transaction. In this case, the chairman must report this to the committee in the next meeting.

Clause 32 The treasurer can keep no more than 50,000 baht (fifty thousand baht only) of cash and must report to the committee in the next meeting.

Clause 33 The foundation's money or documents that demonstrate rights must be kept at the bank or other financial institutions that the government vouch for or that buys the government bond, whichever the committee sees fit.

Clause 34 When paying with checks, the chairman or its representative and the secretary or the treasurer must always sign those checks.

Clause 35 When spending the foundation's money, including office expenses, that money must come from the interest of the foundation's assets, money that the donor had not particularly specified the purpose of donation, income from the foundation's activities, and income from the foundation's operations.

Clause 36 The committee is responsible for implementing guidelines regarding the foundation's finances, accounting, and assets, and responsibilities concerning income and spending.

Clause 37 The foundation committee is responsible for documenting the foundation financial report and present it in the annual general meeting.

Section 10

Foundation rule amendments

Clause 38 All rules can only be amended by the committee, with at least three-fourth of the committee present and at least two-thirds of the committee's approval.

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Section 11

Foundation termination

Clause 39 Where the foundation was terminated by the committee or other reasons, the remaining assets will be donated to the Thai League of Foundation Under Royal Patronage of His Majesty the King (สมาคมสันนิบาตมูลนิธิแห่งประเทศไทย ในพระบรมราชูปถัมภ์).

Clause 40 Where the law doesn't stipulate, a foundation will be terminated without the court's ruling in the following circumstances:

40.1 When the foundation has been registered with the registrar but did not have enough capital.

40.2 When at least two-third of the committee had agreed so.

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40.3 When the foundation cannot find enough committee members as specified in this regulation.

40.4 When the foundation can no longer operate regardless of the reason.

Section 12

Miscellaneous

Clause 41 Any ambiguity in the rules will be interpreted according to the majority of the committee.

Clause 42 Where there are no rules covering specific areas in this regulation, the Civil and Commercial Code concerning foundations will apply.

Clause 43 The foundation must not operate to benefit itself or other parties outside the scope of the foundation's objectives.

Signed.....-Signature-.....Implementer of the regulation
(Miss Ratchdatporn Pinsuwan)

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