

Constitution for the Board of Mae Tao Clinic

Sunday, 22 March 2015

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1. Name

The name of the organization shall be the **Mae Tao Clinic**.

2. Definitions

The Mae Tao Clinic is an independent non-profit, community based organization.

- “Board” means the Board of Directors of the Mae Tao Clinic
- “Chairperson” means the person appointed by the Board as the Chairperson
- “Financial Year” means the year ending 31st December
- “Extraordinary General Meeting” means a meeting of members other than the Annual General Meeting
- “Annual General Meeting” means the meeting of members held once a year
- “the Law” means the Laws of Thailand or other relevant laws as pertaining to The Mae Tao Clinic and as amended from time to time
- “Member” means a member of the Mae Tao Clinic
- “Ex Officio” Latin meaning “by virtue of his or her office”. Means that a person is present at a meeting or a member of a group because they hold a particular office in the organization such as Director
- "Standing Orders" The Rules of Debate, the Agenda, and any "local" rules concerning the conduct of the meeting are loosely referred to as Standing Orders

3. Vision

Mae Tao Clinic has a vision for all people from Burma to have access to quality and affordable healthcare, education and protection in respect of all human rights.

4. Mission

Mae Tao Clinic is a community-based organisation (CBO) that provides and advocates for an equitable and essential health system, education and protection for vulnerable and displaced people living in the Thai-Burma border area and in Eastern Burma. Mae Tao Clinic addresses the needs and human rights of these people through comprehensive programs and a collaborative approach with local, national, international and government bodies.

5. Values

The Mae Tao Clinic has been created with the following values:

- Community Partnership
- Equity
- Non-discrimination
- Respect
- Adaptability
- Unity in Diversity

6. Goals

The goals of the Mae Tao Clinic shall be:

- To provide marginalised people from Burma with options to access a quality and affordable healthcare, through provision of services and participation with other service providers to improve their capacity.
- To continue to provide well trained and qualified health workers are able to deliver primary and advanced health services throughout Eastern Burma and Mae Tao Clinic.
- To assist communities to understand their rights and choices in health, education, and protection opportunities including environmental health and protection. Further develop health promotion and prevention within communities. Offer a safe environment for children, while also supporting their needs for recognised documentation.
- To ensure that students studying at the Children's Development Centre are able to exit school with recognised qualifications and are well prepared for the workforce or further education options.
- To evolve as an organisation with the ability to take on the changing expectations and challenging environment.

7. Responsibility to the Board of Directors

- The Mae Tao Clinic Management is responsible to the Board of Directors
- The Management will submit written reports every three (3) months to the Board
- The Director and the Staff representative will be ex officio Board Directors
- If the Director is unable to attend Board Meetings she/he will nominate a Deputy Director to replace her/him for a prescribed period of time. The nominated Deputy Director would not have voting rights.
- This will be documented in writing and placed in the minutes of the meeting of the Board of Directors

8. Membership of the Mae Tao Clinic

8.1 Admission to Membership

- Membership shall be open to all staff members who have passed their probationary period
- All future contracts for Mae Tao Clinic staff shall contain a clause outlining their roles and responsibilities as a member of Mae Tao Clinic
- Staff members may not hold an office on the Board with the exception of the Secretary
- Every person admitted to membership of The Mae Tao Clinic shall be deemed to have agreed to be bound by the Constitution and by any other rules, regulations or by-laws of The Mae Tao Clinic

8.2 Address of the members

- Each Member shall provide to the Secretary details of contact where The Mae Tao Clinic can send notices
- These details will be recorded on The Mae Tao Clinic Member register
- Where a Member provides an email or other electronic address, The Mae Tao Clinic discharges its obligation to serve notice on that member under the Constitution by sending a copy of any notice required to that email or other electronic address
- The Human Resource Department of Mae Tao Clinic should send an updated list of all staff members to the members and the Board annually by the AGM or if an EGM is called
- The Board and the Mae Tao Clinic members should be sent this list at least 14 days prior to each Annual General Meeting or Extraordinary General Meeting

8.3 Meetings of Members

8.3.1 Calling Meetings by Directors

- A minimum of seven(7) Directors may call a meeting of Members
- The Board of Directors may call a meeting of Members

8.3.2 Calling of an Extraordinary General Meeting by Directors When Requested by Members

- The Board must call and arrange to hold an Extraordinary General Meeting on the request of 5% of the total number of members or 20 members whichever is lower
- The request must be in writing, state any resolution to be proposed at the meeting, be signed by the members making the request and given to the Secretary
- The Directors must call a meeting within 21 days after the request is given to the Secretary and the meeting must be held no later than two (2) months after the request is given to the Secretary

8.3.3 Failure of Directors to Call an Extraordinary General Meeting

- If Directors do not call an Extraordinary General Meeting within 21 days after the request is given to the Secretary, the Members who make a request under Article 8.3.2 may call an Extraordinary General Meeting
- The meeting must be called in the same manner, as far as possible, in which Annual General Meetings of The Mae Tao Clinic are called

8.3.4 Notice to Remove a Director or Amend the Constitution

At least 21 days notice must be given of an Extraordinary General Meeting at which a resolution will be moved to:

- remove a Director under Article 9.16; or
- amend this Constitution

8.3.5 Resolution to amend Constitution

This Constitution may only be amended, varied or repealed in an Annual General Meeting or an Extraordinary General Meeting.

8.3.6 Written Notice

- Notice of the meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director
- Notice will be deemed to have been given if it is sent to the address provided by the Member in their application for membership or subsequently applications by the Member to amend their details on the member register

8.3.7 Contents of Notice of Meeting

All items to be discussed at the meeting shall be given in the notice.

8.3.8 Notice of Adjourned Meetings

When a meeting is adjourned a new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

8.3.9 Members' Rights to Put Resolutions at the Annual General Meeting or Extraordinary General Meeting

The notice must:

- be in writing
- be signed by the Members proposing to move the resolution
- delivered to the Secretary not less than 10 days prior to the date of the proposed meeting
- The Mae Tao Clinic must ensure that notice of the proposed resolution is given at least 6 days prior to the date of the proposed meeting
- The Mae Tao Clinic need not give notice of the resolution if it is defamatory
- Notices shall be provided where possible in Burmese and English

8.3.10 Members Rights to Vote on specific Resolutions

Acknowledging that members are Mae Tao Clinic staff the members will not be able to vote on the following;

- Issues related to the remuneration of the Directors or Deputy Directors
- Issues related to approval of the Annual report, Auditors report and Strategic Planning
- Issues that will have been directly discussed within the management structure internally in Mae Tao Clinic

8.3.11 Technology

The Mae Tao Clinic may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

8.3.12 Quorum

The quorum for a meeting of Members is 20 Members who are entitled to vote at the meeting or 5% of the total number of Members, whichever is the lesser, and the quorum must be present at all times during the meeting.

8.3.13 Adjournment of Meeting

- A meeting that does not have a quorum present within 30 minutes after the meeting time set out in the notice of meeting is to be adjourned to a date, time and place as the Chair specifies.
- If the Chair does not specify one or more of those requirements, the meeting is adjourned as follows:
 - to the same day of the next week, if the date is not specified
 - to the same time, if the time is not specified or
 - to the same place, if the place is not specified

8.3.14 Chairing Meetings of Members

- The Chair of Members' Meetings shall be the Chair of Directors' Meetings
- If the Chair of Directors' Meetings is not available or willing to act as Chair of a Member's Meeting, the Deputy Chairperson shall preside as Chair for that meeting

8.3.15 Auditor's Right to be heard at Meetings of Members

The Auditor is entitled to attend meetings and be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor.

8.3.16 Proxies

- A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a proxy to attend and vote for the Member at that meeting
- The form of proxy to be used shall be as near as possible to the form set out in Schedule 1 of this Constitution which must be completed and returned to the Secretary not less than 48 hours prior to the meeting to which the proxy appointment relates
- No person may act as proxy for more than one Member

8.3.17 Voting at Meetings of Members

At a meeting of Members each Member present shall have one vote.

8.3.18 Objections to Right to Vote

A challenge to a right to vote at a meeting of Members:

- may only be made at the meeting
- must be determined by the Chair whose decision is final

8.3.19 How Voting is carried out

A resolution put to the vote at a meeting of Members will be decided on a show of hands or a poll

Each Member has one (1) vote both on a show of hands and a poll.

8.3.20 Declaration by Chair

A declaration by the Chair is conclusive evidence of the result

8.3.21 Recording Votes

Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favor or against a resolution.

8.3.22 Standing Orders

The Board shall have a record of standing orders for meetings.

8.4 Annual General Meeting (AGM)

The Mae Tao Clinic shall, in each calendar year, convene an annual general meeting of its members.

The annual general meeting shall be held on such days as the Board determines and shall be called by the Chairperson.

The annual general meeting shall be specified as such in the notice convening it.

The ordinary business of the annual general meeting shall be:

- to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting
- to receive from the Board reports upon the transactions of the Mae Tao Clinic during the last financial year including the auditor's report
- to review and approve the annual report
- to review and approve any changes to the organizational structure
- to review and approve any changes to the strategic plan
- to receive advice of the election of members to the Board
- to receive and consider any other matter required by the Law

The annual general meeting may transact special business of which notice is given in accordance with this Constitution.

The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

8.4.1 Quorum

A majority of members personally present or by proxy, being members entitled under this Constitution to attend a general meeting constitutes a quorum for the transaction of business.

8.4.2 Questions by Members

- The Chair of the AGM must allow a reasonable opportunity for the Members at the meeting to ask questions about or make comments on Mae Tao Clinic.

- These questions should be appropriate to the forum and could include such things as Strategy and Direction of the clinic.
- Questions may be submitted to the Chairperson prior to the meeting.

9. Board of Directors

9.1 Number

The number of directors of the Board shall be a minimum of seven (7) and maximum of eleven(11) At least three (3) Directors must be women.

9.2 Skills criteria

The Board shall use its best endeavours to ensure from time to time that persons with one or more of the following backgrounds and /or attributes will be included on the Board:

- research and development
- computer literacy
- marketing and business
- experience in international development, particularly overseas aid
- understanding of issues related to Thai Burma border including the political and economic situation
- technical skills- legal, financial, health education , protection, political
- analytical and decision making skills
- international development advocacy
- language – must speak English

9.3 Specific Criteria Required for the Board of Directors

The following criteria are essential and highly preferable for a person to be elected or appointed onto the Board of Directors. These include;

- One person on the Board must speak fluent Thai
- One person must have more than 5 years experience in the financial sector
- All Board of Directors must be able to travel with appropriate documents
- All Board of Directors must have a good understanding and interest in working on the Thai Burma border
- All Board of Directors must be aged over 25
- No Board of Director can have had a previous criminal conviction with the exception of political incarceration
- It would be preferable if all Board of Directors are based in the region

9.4 Criteria required for Staff Representative

The following are specific criteria required for the staff representative to hold this position on the Board of Directors for Mae Tao Clinic in an ex-officio post.

The staff representative;

- Must have worked in Mae Tao Clinic for at least 2 years
- Must be at least 25 years of age
- Must be willing to attend meetings
- Must have good communication and facilitation skills
- Must understand Mae Tao Clinic and the context very well
- Must have one specific skill – for example health, education or child protection
- Must speak Burmese/Karen – would be preferable that they speak English
- Must have a strong commitment to Mae Tao Clinic
- Must be able to get a travel document if required

9.5 Terms of office-other Directors

Subject to this Constitution and the Law, directors of the Board shall hold office for a term of two (2) years. They may hold three further terms. This would be a total of eight(8) years.

9.6 Term of Office – Ex Officio Directors

- The term of office for Ex Officio Directors will be for the duration of their employment
- The term of office for the Director is until the cessation of employment
- The staff representative should be elected every two(2) years
- The elections should take place two(2) months before the end of the staff representative's term
- The election process for the staff representative is set out in Annex 1

9.7 Appointment of Directors of the Board

- The first Board of Directors shall be appointed and/or elected by the interim Constitution Committee with consultation from senior MTC management
- The subsequent Board of Directors shall be nominated and elected by the members at the Mae Tao Clinic AGM
- If the number of candidates for election to the Board is equal to or less than the number of vacancies on the Board, the Chair of the Annual General Meeting must declare those candidates to be duly elected as directors and then call for nominations from the floor if vacancies remain unfilled
- Ballot papers shall be prepared (if necessary) containing the names of the candidates only, in alphabetical order and distributed to members at least 28 days prior to the Annual General Meeting at which the result of the election is to be declared

- Members shall mark their order of preference for all candidates included on the ballot paper, return the completed ballot paper and lodge it with the Secretary not later than seven (7) days prior to the Annual General Meeting
- Ballots shall be counted at least three (3) working days prior to the Annual General Meeting
- When the count is complete, the Secretary shall advise all those who nominated for positions of the outcome, and the outcome will be formally announced at the Annual General Meeting
- Members may receive and submit their ballot papers electronically

9.8 Board Invitees

- The Board may invite persons from time to time to attend Board meetings
- Any such invitation shall be for the purpose of contributing particular expertise and/or skills to the Board and to the Mae Tao Clinic

9.9 Responsibilities and Powers of the Board

The Board shall:

- provide oversight to the Mae Tao Clinic
- advocate on behalf of Mae Tao Clinic to local stakeholders, government agencies international stakeholders
- approve the annual operational budget and midyear amendment
- approve the organizational structure at the level of the Director and Deputy Directors only
- update and share information as it relates to Mae Tao Clinic
- advise the Director and Deputy Directors on political changes, financial issues, technical issues, strategic issues
- approve auditor's financial statement and annual report
- provide technical support as required
- oversee the Recruitment and Management of the Director and Deputy Directors, including approving annual stipends
- attend relevant meetings and conferences which relate to Mae Tao Clinic issues

Subject to this Constitution and the Law, the Board members have the power to perform all such acts and things as appear to them to be essential for the proper management of the affairs of the Mae Tao Clinic.

9.10 Specific rules applicable to the ex-officio Directors

- No ex-officio director may vote on matters pertaining to the Director or Deputy Director appointment or cessation of employment
- No ex-officio director may vote on matters pertaining to the Director or Deputy Directors' remuneration
- No ex-officio Director may vote on matters that are a direct conflict of interest or will result in unfair benefit relating to their roles in Mae Tao Clinic
- They may not hold an office of the Board of Directors with the exception of the Secretary

9.11 The Offices of the Board of Directors

The Offices of the Board of Directors shall be;

- a Chairperson
- a Deputy Chairperson
- a Treasurer
- a Secretary
- a Joint Secretary

The above offices of the Mae Tao Clinic must be elected at the first meeting of the Board.

9.12 Responsibilities of the Offices of the Board of Directors

9.12.1 Chairperson

- Has the final vote/decision
- Chairs the meetings
- Gives advice/direction to other Board members
- Signs the Strategic Plan for Mae Tao Clinic after approval by the Board
- Signs the annual report after approval by the Board
- Acts as the contact person for the Board in case of complaints and grievances

9.12.2 Deputy Chairperson

- Deputizes for the Chairperson

9.12.3 Treasurer

- Give advice to the Board on the financial issues of Mae Tao Clinic
- Signs the annual operational budget and auditor's financial statement after it has been approved by the Board
- Accounts for the day to day running costs of the Board

9.12.4 Secretary

- Assists the chairperson
- Organizes for annual report/auditor's report etc to be circulated to all Board Members for approval by the Board
- Organizes the meetings, circulates the agenda, takes minutes of the meetings and circulates the minutes
- Should be a staff member of Mae Tao Clinic who is on the Board

9.12.5 Joint Secretary

- Deputizes for the Secretary
- Should not be a staff member of Mae Tao Clinic who is on the Board
- Provides support to the Secretary as requested by the Secretary

9.13 No Alternate Directors

- Directors are not entitled to appoint alternates or proxies

9.14 Terms of Office for the Chairperson of the Board of Directors

- The Chairperson may only hold this position for a maximum of two(2) terms
- They may not hold consecutive terms but may reapply for this position after a break of two(2) years

9.15 Director Resignation

A Director may resign as a Director of the Mae Tao Clinic by giving written notice of resignation to the Mae Tao Clinic at its administration office and to the remaining Board of Directors.

It would be preferable for the resigning Director to give at least (sixty) 60 days notice.

9.16 Resolution to Remove a Director

- The Mae Tao Clinic may, by resolution at a General Meeting or Extraordinary General Meeting, remove a Director before the end of the Director's period of office.

A Director may be removed if:

- A serious allegation of fraud or conflict of interest is made
- They have committed a serious criminal offence (not political)
- They fail to come to more than 40% of meetings in a term (2 years) – This should be monitored by the Chairperson and Secretary. A notification should be sent to that Board member when they reach the limit. If they go past the limit then the Chairperson will write to that member to say they are removed.
- They fail to attend all AGMs
- They are found to not be of sound mind or severely incapacitated

The Board needs to call an Extraordinary General Meeting within 2 months.

The Mae Tao Clinic Board must give the Director a copy of the notice as soon as possible after it is received.

The Director is entitled to put their case to Members by:

- giving the Mae Tao Clinic Board a written statement for circulation to members
- speaking to the motion at the meeting
- The Board members will meet to discuss this allegation
- If this allegation is upheld the Board should vote.
- If a majority of Board members rule to remove the member who has committed a serious infringement then the Board member is removed.
- If the person who has been accused of the infringement is the Chairperson then it is the Deputy Chairperson or Secretary who will conduct this meeting and notify the Chairperson of the outcome.

The Director of Mae Tao Clinic and Staff representative:

- Will be removed if found to have breached the Disciplinary Policy or any of the above

Election for a new staff representative or the Director of Mae Tao Clinic must be held within one month as per the guidelines set out in Annex 1.

9.17 Ordinary Board of Director Meetings

- Ordinary meetings of the Board must be held at least four (4) times each calendar year, at intervals of no more than fourteen(14) weeks
- The Board is responsible for setting the dates, times and places of its ordinary meetings
- A quorum shall be at least two thirds of the Board
- Quorum must be present at all times during the meeting
- At least seven (7) clear days notice in writing must be given to each Board Director of the date, time and place of each ordinary meeting
- The ordinary Board meeting may be held using electronic means of communication
- All the provisions of this clause relating to a meeting of the Board apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Constitution

The following provisions apply to a telecommunication meeting:

- all the Board Members entitled to receive notice of a meeting of the Board are entitled to receive notice of a telecommunication meeting
- all Board Members participating in the meeting must be linked by telephone, audio-visual or other instantaneous or electronic means for the purpose of the meeting
- notice of the meeting may be given by telephone or other electronic means

- at the commencement of the meeting each Board Member taking part in the meeting is deemed to be present for the entirety of the meeting
- at the commencement of the meeting, each Board Member must announce his or her presence to all the other Committee Members taking part in the meeting and withdrawal from the meeting must be notified to the members present

9.17.1 Passing of Directors' Resolutions

A resolution of the Directors must be passed by the following rules;

If there are 7 board members – need 5 to meet and 4 to carry the motion

If there are 9 board members – need 6 to meet and 5 to carry the motion

If there are 11 board members - need 7 to meet and 6 to carry the motion

Chair's Vote

The Chair has a casting vote in addition to any vote he or she has in his or her capacity as a Director.

8.17.2 Circulating Resolutions

- The Board may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document or provide an electronic signature attached to an email containing a statement that they are in favour of the resolution set out in the document
- Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy
- The resolution is passed when the last Director signs
- The process for circulating resolutions must be outlined in the Mae Tao clinic standing orders as agreed by the Board from time to time
- The final signatory to the circulating resolution should forward the email to the Secretary who should then inform all Directors of the Board of the outcome of the resolution.
- This resolution should then be filed appropriately

10. Liability

The members including the Board of Directors of Mae Tao Clinic will not be held liable for any debts.

11. Alteration of the Constitution

- Any changes to this constitution must be agreed by a majority vote at either the Annual General Meeting or an Extraordinary General Meeting
- Amendments to this constitution or dissolution of the Mae Tao Clinic must be conveyed to the Secretary formally in writing
- The Secretary and other officers shall then decide on the date of an Extraordinary General Meeting to discuss such proposals, giving members at least four weeks (28 days) notice

12. Dissolution

- The Mae Tao Clinic may be dissolved if deemed necessary by the members in a majority vote at an Extraordinary General meeting
- Any assets or remaining funds after debts have been paid and other contractual obligations have been met, shall be returned to their providers or transferred to local charities or similar groups at the discretion of the Board of Directors

13. Documents

- The documents of the Mae Tao Clinic Board of Directors shall be held in both soft and hard copies
- All soft copy documents shall be held in electronic form both online and offline
- All hard copy files shall be in a locked secure fire proofed area on the Mae Tao Clinic compound
- Only authorized personnel (Board Of Directors and Finance Manager) shall access these documents
- Passwords for access to electronic forms of storage shall be held by at least three authorized people one of which shall be the Finance Manager
- The Secretary is responsible for the storage of the documents both in soft and hard copy within 2(two) weeks of each meeting

This constitution was adopted at the initial Mae Tao Clinic Board Meeting held at Mae Tao Clinic

Date:

Signed: Chairperson

Signed: Treasurer

Signed: Secretary

Signed: Director of Mae Tao Clinic

14. Schedule 1 – Form for a Proxy Vote

PROXY FORM

I/

(Please print name)

of

(Please put in your address)

being a member of the Mae Tao Clinic hereby appoint

.....
(please put in your proxy's name)

Of
(please put in your proxy's address)

as my proxy or failing them the Chair of the meeting to vote for me on my/our behalf at the General Meeting of the Mae Tao Clinic to be held at [Address] on [Date] at [Time] and at any adjournment thereof in the manner indicated below, or in the absence of indication, as the proxy sees fit.

This form assumes the appointment of one proxy.

Signature of Member

Name (Please Print)

Date

15. Annex 1

Voting procedure for the Staff representative

- Senior management shall ensure that all staff members are aware of the imminent vote
- Senior management shall explain to their staff members the procedures
- At least 3 people must be nominated
- The nominated people need to write a biography – one page with photo
- The biographies should be given to the administration staff
- Senior management will check that all the nominated people fit the criteria before they can stand
- Sealed voting boxes with the biographies placed above each box will be located in the library and in CDC
- A voting ticket will be given to each staff member with their stipend on a specific date
- Close of voting will take place 2 days after this
- A team of selected staff from senior management will count the voting papers
- This team shall be representative of all areas of MTC and shall comprise of 5 or more people
- The successful MTC representative will be informed after the voting has taken place.