



# Articles of Association Passage to ASEAN Association

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## Section 1 General Information

**Article 1** This association is called the Passage to ASEAN Association  
The abbreviated name is “P2A”

**Article 2** The emblem of the association:



The meaning of wheel of the P2A logo represents an ever-changing and evolving region of Southeast Asia (ASEAN) where it stays united. The wheel is open as P2A is always open to accept new members.

The colors blue and pink are chosen for the following meanings:

Blue is the color of the sky and sea and is often associated with depth and stability. It also symbolizes trust, loyalty, wisdom, and confidence. Pink is the color of universal love, love to oneself and of others.

**Article 3** The head office of the association is located at 52/347 Muang-Ake, Paholyothin Road, Lakhok Sub-district, Muang District, Pathum Thani 12000, Thailand.

**Article 4** Objectives of the association

- 4.1 To support the ASEAN Charter, whereby One Vision and One Identity strengthens and unify its people, while also protecting and preserving the region’s diverse culture, environment and heritage;
- 4.2 To create a society whereby all people may participate and benefit from regional integration by promoting equal access to education and development;
- 4.3 To encourage acceptance, respect and friendship as a means to promote peace;

- 4.4 To provide flexible mobility programs for its member institution's students, faculties and staff to travel and experience different culture and countries;
- 4.5 To establish open virtual programs to any ASEAN student, especially those who do not have access to such activities;
- 4.6 To provide a network and opportunity for bilateral and multilateral cooperation amongst member institutions;
- 4.7 To operate or cooperate with charities and public organization for the benefit of all;
- 4.8 To operate independently without involvement in any political affairs.

## **Section 2 Members**

**Article 5** Members of the association are classified into 3 categories.

5.1 General member which is classified into 3 sub-categories:

5.1.1 Ordinary member which are institutions of Vocational Education, or Institution of Higher Education within the ASEAN Community. Institution member shall determine its representative to participate in the operation or activities of the association.

5.1.2 Extraordinary member which comes from the general public where the submitted application as a member of the association has been accepted by the Board of Directors.

5.2 Partner members which are the general public, organizations or institutions that wish to collaborate with P2A, either from the private sector, governmental agencies or other organizations that have mutual benefits with P2A as agreed upon.

5.3 Honorary members are honorary persons, experts in their field or supporters of the association that was invited to become members of the association with a resolution from the Board of Directors.

**Article 6** Members must have the qualifications as follows:

6.1 Ordinary member shall be institutions as certified by relevant governmental agencies.

6.2 Extraordinary member shall come from the general public and has an appropriate reason to register with the association but is not able to become an Ordinary member as he/she is not a representative of an institution.

6.3 Partner member is from the general public, organizations or institutions that wish to collaborate with P2A, either from the private sector, governmental agencies or other organizations that have mutual benefits with P2A but cannot become an Ordinary member as it does not qualify as an institution of Vocational Education, or Institution of Higher Education.

6.4 Honorary member shall be honorary person, experts in their field or supporters of the association who can provide remarkable contribution to the development of the association.

**Article 7** Registration and membership fee

7.1 Ordinary members are obliged to pay a registration fee of 100 USD (One hundred US Dollars), equivalent to approximately THB 3,500 (Three Thousand Five Hundred Baht), and the annual membership fee of 500 USD (Five Hundred US Dollars), equivalent to approximately THB 17,500 (Seventeen Thousand Five Hundred Baht). Members who participated in the network prior to the association establishment shall be exempted from registration fee and annual membership fee.

- 7.2 Ordinary members are obliged to pay the annual membership fee of 500 USD (Five Hundred US Dollars), equivalent to approximately THB 17,500 (Seventeen Thousand Five Hundred Baht) or
- Choose to support 10 annual scholarship grants to students of member institutions in order to participate in a P2A Journey-On Campus at the institute itself for a period of at least 3 days, 2 nights. The scholarship grant shall be according to the provisions in the framework of the member's agreement. The scholarship grant shall be disseminated to the Secretariat of the association in lieu of the annual membership fee.
  - Membership fee, scholarship grants, and annual membership fees in other forms are non-refundable. The scholarship grant shall be valid for 3 years from the granting date and in the event the scholarship grant is not used for a period of one year, it shall be transferred to the following year until its expiration.
- 7.2 Partner members are not obliged to pay any registration and membership fee but must meet the financial terms as agreed upon between the association and the Partner member.
- 7.3 Extraordinary member and Honorary members are not obliged to pay any registration and membership fee.
- 7.4 Registration and member fee shall be amended subject to the resolution of the Board of Directors.

**Article 8** In case of becoming a member of the association, an applicant who is qualified under Article 6 must submit an application to the Secretariat of the association and must be endorsed by at least one Ordinary member.

**Article 9** Status of membership application shall take effect starting from the date when an approval is obtained from the management committee and the annual membership fee is paid. If the Board of Directors approved the membership of applicant, the registration fee shall be paid within 15 days. If the registration fee and annual membership fees are not paid, the registration and annual membership shall be void.

- Partner members shall become a member from the date as agreed with the association and shall take effect for a period that the alliance members agreed with the association.

**Article 10** The membership status of Honorary members shall start from the date of the acceptance letter from the invitation through a resolution from the Board of Director and will remain indefinitely.

**Article 11** The membership status of members shall be terminated under the following conditions:

- 11.1 Death
- 11.2 Resignation by submitting a letter to the Board of Directors and the Board of Directors have approved.
- 11.3 Members are unable to perform their duties as assigned by the Board of Directors or through incompetence in fulfilling the requirements of their membership qualification in the association as approved in the meeting of the association or by the Board of Directors.
- 11.4 The general meeting of the association or the Board of Directors has a resolution that such member be removed from the association.
- 11.5 The organization that the member represents is no longer officially recognized by a governing body such as the Ministry of Education in the home country of the member.

**Article 12** Rights and duties of the members

- 12.1 Right to access to programs, activities, events and to the Board of Directors of the association.

- 12.2 Right to receive benefits arranged by, or resulting from, being a member of the association.
- 12.3 Right to equally utilize the place of the association.
- 12.4 Right to comment on the administration of the association to the Board of Directors.
- 12.5 Right to participate in the general meeting of the association.
- 12.6 Ordinary members have the right to vote, to be elected or appointed as a member of the Board of Directors of the association and have the right to vote in the meeting equivalent to 1 vote.
- 12.7 Right to submit an application to the Board of Directors to examine documents and inventory of the association.
- 12.8 Right to submit a petition comprising at least one-third of the Ordinary members to request the Board of Directors to arrange an extraordinary general meeting.
- 12.9 Duty to fulfill the members' requirements and responsibilities.
- 12.10 Duty to act strictly according to the practices and regulations of the association.
- 12.11 Duty to act suitably with honor as a member of the association.
- 12.12 Duty to cooperate and support the administration of the association.
- 12.13 Duty to participate in activities that the association arranges.
- 12.14 Duty to spread the reputation and goals of the association to be more recognized and known.

### **Section 3**

#### **Association Administration**

**Article 13** The Board of Directors shall manage the association and shall consist of at least five members and no more than 15 members. The Board of Directors shall select a President and a Vice-President, while other positions in the Board of Directors can be appointed by the President of the association, with the consent of the Board of Directors. Persons who were appointed for various positions in the association shall have the position and duties in brief as follows.

- 13.1 **President:** Duties are to be a leader in administering the business of the association, a representative of the association in contacting with external parties, and to preside over the Board of Directors' meetings and general meetings of the association.
- 13.2 **Vice-President:** Duties are to assist the President of the association in administering the business of the association, to act according to the duties as appointed by the President of the association and represent the President when the President is unavailable or unable to perform the duties.
- 13.3 **Secretary:** Duties are relevant to the general affairs of the association, an office leader of the association in conducting the business of the association, act according to the order of the President of the association as well as work as a secretary in association meetings. Duties also include registration of memberships and coordination with the Treasurer in collecting registration and membership fees from the members.
- 13.4 **Treasurer:** Duties are relevant with all financial issues of the association, income and expense account, balance sheet and documents of the association for audit.
- 13.5 Other positions as maybe appropriate, which the Board of Directors may see fit.

**Article 14** The principal term for a Board of Director is three years. When a Board of Director has completed the term but the appointment of a new Board member is not yet approved by the official, the Board of Director who completed the term shall remain in the position until a new Board of Director has been selected and granted permission by the official. The delivery and acceptance of work between the previous and new Board of Director shall be completed within 7 days from the date that the new Board of Director is allowed to commence his duties by the official.

The association shall call for an election every three years. The term of the members of the Board of Directors shall commence from the election date and the Board of Directors shall be in the position for 3 years per term. The delivery and acceptance of the work between the previous and new Board of Directors shall be completed immediately on the Election Day or within 30 days from the Election Day. The new Board of Directors are eligible to perform juristic acts with external parties only when they are granted for registration from the official without the considered commencement date.

The Board of the Directors may propose to renew the term of the Board of Directors or the term of individual members of the Board of Directors. In such case, the Board of Directors shall call for a general association meeting where the association members shall vote on the proposal. The proposal for the individual member and its appointment, must be submitted for consideration and approved by the current Board of Directors.

**Article 15** If a position in the Board of Directors is not occupied before the completion of the term, the Board of Directors shall appoint an Ordinary member, considered appropriate to occupy the position. However, the Ordinary member shall be in the temporary position until a new member of the Board of Directors is appointed. In case the President shall be replaced, the Board of Directors shall appoint a new President by voting.

**Article 16** Members of the Board of Directors shall be terminated from the position under the following conditions.

16.1 Death.

16.2 Resignation.

16.3 Termination of membership according to the specification of regulation and law.

16.4 The general meeting voted to terminate the position.

16.5 The behavior and action dishonors the association and the association voted to terminate with at least three-fourths of the Board of Director of the association.

**Article 17** Members of the Board of Directors who intend to resign from the position before completion of their term shall submit a resignation in writing to the President of the Board of Directors with a copy to the Secretariat.

**Article 18** Authorities and duties of the Board of Directors.

18.1 Authorization to issue activities for members to perform. The activities shall not be in conflict with the regulation of the association and governing laws.

18.2 Authorization to appoint and withdraw staff of the association.

18.3 Authorization to appoint advisories or subcommittees. Advisories or subcommittees shall be in the position no longer than the term of the Board of Directors who appointed them.

18.4 Authorization to call an annual ordinary general meeting and extraordinary general meeting.

18.5 Authorization to appoint Board of Directors in other positions that are not specified in the regulation of the association.

- 18.6 Authorization to administer the business of the association in order to achieve its purposes and duties as specified by the regulation.
- 18.7 Duty to govern and advice on long-term strategy and policies.
- 18.8 Duty to review and approve as necessary the budget and activities from the previous year, and the proposed budget for the coming year.
- 18.9 Duty to be responsible in all business conducts and financial matters of the association.
- 18.10 Duty to arrange extraordinary general meeting when one-third of the Ordinary members signed an application for arranging the extraordinary general meeting. In this case, the extraordinary general meeting shall be arranged within 30 days from the date of receiving the application.
- 18.11 Duty to arrange documents relevant to the finances and activities of the association according to the academic principles, and to allow members to examine these documents as requested.
- 18.12 Prepare minutes of the association meetings and to deliver the minutes to members for acknowledgement.
- 18.13 Other duties as specified by the regulation.

**Article 19** The Board of Directors shall arrange a meeting at least 1 time per year to discuss matters related to the administration of the business of the association.

**Article 20** The meeting of the Board of Directors must have at least  $\frac{3}{4}$  of the executive directors present to be deemed as constituted a quorum for a vote by the meeting. If the regulation does not specify otherwise, the majority vote shall apply. If the vote is equal, the chairperson of the meeting shall decide.

**Article 21** When the President and the Vice-President of the association are not present, or unable to perform their duties, the Board members who are present at the meeting shall vote to appoint a Board member who shall act as a Chairman of that meeting.

## **Section 4 General Meeting**

**Article 22** The 2 categories of the general meeting of the association are as follows;

- 22.1 Ordinary general meeting.
- 22.2 Extraordinary general meeting.

**Article 23** The Board of Directors are obliged to arrange an ordinary general meeting once per year.

**Article 24** An extraordinary general meeting may be arranged when considered suitable by the Board of Directors, or by signing an application of at least one-third of the total members of the association. Members shall submit a request in writing to the Board of Directors to call for an extraordinary general meeting. The requisition shall specify the purpose of the meeting.

When the Board of Directors have received the request to call for an extraordinary general meeting according to clause one, the Board of Directors shall call for an extraordinary general meeting within thirty days from the date of receiving the request.

If the Board of Directors failed to call for the meeting within the period specified according to clause two, members requesting for the meeting or other members of not less than the members specified in clause one can call for the meeting themselves.

- Article 25** The notification for the general meeting shall be arranged by the Secretariat to inform members and must be issued in writing with a clearly specified time, date and place. The Secretariat is obliged to issue the notification to the members at least 7 days in advance and to post the meeting's agenda at the association's communication channel at least 7 days before the general meeting or in advertisement.
- Article 26** The annual ordinary general meeting shall include the following agenda items.
- 26.1 Statement of affairs during the past year.
  - 26.2 Statement of income and expense and balance sheet of the past year to the members.
  - 26.3 Election of a new Board of Director when the term is completed.
  - 26.4 Selection of the account audit.
  - 26.5 Update of the member registration.
  - 26.6 Other issues (if any).
- Article 27** The annual ordinary general meeting or the extraordinary general meeting requires the presence of at least half of the total members to be deemed as constituted quorum. If the meeting is due and the number of members still cannot be deemed a constituted quorum, and the general meeting is a meeting upon the request of the members, the meeting shall be cancelled. If the general meeting was called by the Board of Directors, the meeting shall be rescheduled within 14 days from the date of the meeting. In this later meeting a constituted quorum is not compulsory.
- Article 28** Votes in the general meeting, if the regulation does not specify otherwise, the majority rule shall be applied. If the vote is equal, the chairperson of the meeting shall decide.
- Article 29** When the President and the Vice-President of the association are not present in the general meeting of the association, or unable to perform their duties, the Board members who are present at that meeting shall vote to appoint a Board member who shall act as a Chairman of that meeting.

## **Section 5 Finances**

- Article 30** Financial matters shall be the responsibility of the Boards of Directors and the Secretariat. Cash of the association, if any, shall be deposited in the bank account of the association.
- Article 31** The signing of the bill of exchange or cheque of the association must have the signatures of the President of the association or his appointed representative co-sign with the Treasurer or the Secretary together with the affixation of the of the association seal.
- Article 32** The President of the association has the authority to order payments of not more than Baht 100,000 (One Hundred Thousand Baht) per time. If the order exceeds the specified amount, it must be approved by the Board of Directors.
- Article 33** The Treasurer is authorized to keep no more than Baht 30,000 (Thirty Thousand Baht) in cash of the association's funds. If the available cash exceeds the specified amount, the Treasurer shall deposit it in the bank account of the association.
- Article 34** The Treasurer is obliged to prepare the income and expense account and the balance sheet according to solid financial principles. Receipts or payments of cash shall have a letter as evidence, signed by the President of the association or his appointed representative co-sign with the Treasurer or the Secretary together with the affixation of the association seal.
- Article 35** The Auditor shall be a licensed and external auditor. The Auditor shall not be a member of the Board of Directors or staff of the association.

**Article 36** The Auditor has the authority to request for documents relevant to the finance and assets from the Board members and can invite Board members or staffs of the association to inquire regarding the account and properties of the association.

**Article 37** Board members are obliged to cooperate with the auditor when requested.

## **Section 6 Regulation Amendment and Association Cancellation**

**Article 38** The regulation of the association can be amended only by the vote from the general meeting and the general meeting must have at least half of the total ordinary members present. The vote of the general meeting to amend the regulation requires the presence of not less than two-thirds of the total Ordinary members who attended the meeting.

**Article 39** The association can be cancelled by the vote of the general meeting of the association unless the cancellation is caused by law. The vote of the general meeting to cancel the association must have the vote of at least three-fourths of the total Ordinary members who attended the meeting and the members who attended the meeting shall not be less than half of the total Ordinary members.

**Article 40** If the association shall be cancelled for any reason, remaining properties of the association after liquidation shall belong to the ASEAN community, whereby the beneficiary is a juristic person with the purpose for public benefit or charity. The beneficiary must be selected in the general meeting of the association and approved by at least half of the total Ordinary members present.

## **Section 7 Miscellaneous**

**Article 41** The interpretation of the regulation of the association, if unclear, shall be decided by the majority vote of the general meeting.

**Article 42** The Civil and Commercial Code shall be implemented in matters not specified in the regulation of the association. If any regulation is in conflict with the Civil and Commercial Code, the regulation shall be in accordance with the Civil and Commercial Code.

**Article 43** The association shall not administer the sharing of benefits to any person unless it is according to the purposes of the association.

## **Section 8 Transitory Provisions**

**Article 44** This regulation is valid from the date that the association is allowed to register as a juristic person.

**Article 45** When the association is allowed to register as a juristic person from the official, it shall be deemed that the initiators are Ordinary members and the membership status of the appointed Board of Directors shall start from the date of registration.

(Signed).....Signature..... Organizer of the Article of Association  
(...DR. CHITRIYA PINTHONG...)