



**ASIAN INSTITUTE OF TECHNOLOGY**

**THE BOARD OF TRUSTEES**

**BYE-LAWS**

**ENDORSED BY THE BOARD IN MARCH 2007**

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*(Amendments approved at the 28 March 2007 Board of Trustees Meeting)*

**CHAPTER 1  
The Board of Trustees**

- 1.1 The maximum number of members constituting the Board of Trustees shall not exceed thirty in addition to the Chairman and Vice-Chairmen (defined in Article 3.1), not counting ex officio participants.
- 1.2 The composition of the Board shall reflect the international character of AIT. The Board is made up of representatives of current partner governments and international organizations, based on their contribution to the Institute in terms of financial support, student enrolment or alumni population. The membership of the Board may be expanded to include prominent individuals capable of providing a significant contribution, financial, academic, organizational or otherwise, in all aspects of the mission of the Institute. The President of the Institute (defined in Chapter 7) is, according to the Charter of the Asian Institute of Technology, member of the Board ex officio. The AIT Alumni Association (AITAA) President is a member of the Board ex officio.

In the unavoidable absence at a meeting of a representative of a government or international organization, he or she may designate a person of his/her choice to participate in the said meeting, provided the Chairman is notified in advance.

The following persons shall participate ex-officio in meetings of the Board:

- the Vice Presidents (defined in article (7.7))
- the Chairman of the Academic Senate (defined in Article 9.3)
- one representative of the Faculty (defined in Article 5.1)
- one representative of the Staff (defined in Article 5.2)
- the President of the Student Union (defined in Article 5.3)

The Chairman of the Institute-level Advisory Board (defined in Chapter 6), officials of the Institute or other persons may be invited to attend meetings of the Board.

- 1.3 A member shall serve for a term of three years and his or her membership shall be eligible for renewal for one term.
- 1.4 To assist the Board in its deliberations on Board membership and other important appointments made by the Board, a Nominating Committee shall be appointed by the Board. The Chairman of the Board or his/her designate chairs the Nominating Committee.
- Nominations may be made by any member of the Board or of the Executive Committee (defined in Chapter 4).
- 1.5 The election by the Board of new members of the Board may be conducted at a meeting of the Board or by postal ballot. At a meeting of the Board, a new member shall be elected forthwith if two thirds of the members present and voting approve the nomination. For a postal ballot, the following procedure shall be followed:
- a. The Secretary of the Board (defined in Article 3.4) shall send full details of the nominee to all members of the Board.
  - b. At least one half of the ballot papers must be returned within two weeks of sending to constitute a valid postal vote. If a valid postal ballot is not possible, the election shall be held at the next regular or special meeting of the Board.

- c A two-thirds affirmative vote of those voting in the postal ballot is necessary for the election of a member of the Board.
  - d A member of the Board elected by postal ballot shall commence his or her period of office from the date of completion of the ballot. The Secretary shall immediately notify the elected member, and all members of the Board, of his or her election and of the date of assumption of membership.
- 1.6 Re-election of members of the Board shall be conducted at any regular or special meeting of the Board. Re-election to the Board shall require a two-thirds affirmative vote of the members present and voting.
- 1.7 Members may resign from the Board by sending their written resignation to the Secretary for submission to the Board at its next regular or special meeting.
- 1.8 A member may be removed from the Board without assigning reasons by a three-fourths vote of the members present and voting at any regular or special meeting of the Board, provided that the quorum (defined in Article 2.4) is satisfied.

## **CHAPTER 2**

### **Meetings of the Board**

- 2.1 The Board shall hold two regular annual meetings each calendar year, normally during the first and third quarters of the year.
- 2.2 Special meetings of the Board may be called as required. Such meetings shall take place when requested by the Chairman of the Board, or by simple majority of the members of the Board.
- 2.3 Written notice shall be sent by registered mail at least thirty days in advance of the appointed time of the meeting. Draft agenda containing all proposed items of business known at that time shall be sent by airmail to all members at least two weeks in advance of the meeting.
- 2.4 A quorum of the Board for transaction of business shall be one half of the members of the Board.
- 2.5 Each member of the Board shall have one vote. A member of the Board or his or her representative as defined in Article 1.2 must be present in person in order to exercise his or her vote except in the election of new members by postal ballot as provided for in Article 1.5.
- 2.6 In any case of dispute over the conduct of business, the procedures laid down in Robert's Rules of Order shall be followed.
- 2.7 The Board is responsible for providing a strategic direction to the Institute by setting its vision, policies and objectives. The Board shall monitor the quality of the management of the Institute and of the design and delivery of its academic programs and research activities and shall approve the appointments to the rank of Full Professors, the promotion to Professor above scale and the awarding of Professor Emeritus title. The Board shall also monitor the financial health of the Institute and shall review and approve the annual budget of the Institute.

## **CHAPTER 3**

### **Officers of the Board**

- 3.1 The Board shall elect from among its members a Chairman and three Vice Chairmen, at least two of whom shall be resident in Thailand and shall hold office only while remaining resident in Thailand.

3.2 The Chairman and Vice Chairmen shall serve for a term of three years and shall be eligible for re-election.

3.3 The Chairman of the Board may at any time designate one of the Vice-Chairmen of the Board to replace him or her for specific function (s) during a period defined by the Chairman.

A Vice Chairman shall act as Chairman of the Board in the absence or incapacity of the Chairman. In the absence or incapacity of the Chairman and Vice-Chairmen, the most senior member of the Board will at the opening of the meeting conduct the election of an Acting Chairman among members of the Board.

3.4 The Chairman shall appoint a Secretary to the Board, placed under the authority of the President. The Secretary shall be responsible for notifying the members of the time and place of meetings. The Secretary will take minutes of the meetings of the Board and its Committees and Panels.

## **CHAPTER 4**

### **Executive Committee**

4.1 In order to ensure that the strategic direction set by the Board be implemented and that high quality standards as well as an optimal deployment of financial and other resources of the Institute be consistently applied in the management of the Institute and in the design and delivery of its academic programs and research activities, the Executive Committee shall be vested with the executive authority to act on behalf of the Board of Trustees, as indicated in Article 4.3. The Executive Committee shall work in close consultation with the Chairman of the Board and the administration of the Institute.

4.2 In addition to the Chairman of the Board and the President, serving ex officio, the Executive Committee will comprise no more than nine members appointed by the Board upon recommendation of the Nominating Committee. Four members shall be appointed among members of the Board. The appointment of members from outside the Board shall be based on their willingness to contribute in academic, financial, organizational or in any other matters dealing with the operations of the Institute.

The Chairman of the Board or his/her designate shall be Chairman of the Executive Committee. The Chairman of the Board may designate a member to be Vice-Chairman.

The Vice Presidents, other officials of the Institute, and representatives of AIT constituencies may be invited to participate in meetings of the Executive Committee.

4.3 The Executive Committee shall monitor the operations of the Institute and prepare for the approval of the Board matters related to policies, nomination of the President, annual plan and budget, salary increases, purchase and sale of property and holdings, loans, major investments and similar strategic issues.

In particular, the Executive Committee shall:

- ensure that the operational and development plans are prepared and implemented in accordance with academic and organisational policies formulated by the Institute's administration and adopted by the Board;
- consider, advise and recommend academic policies and plans to improve the quality of academic programs and research activities;
- receive, analyse, comment and recommend upon the regular financial reports of the Institute;
- consider the new investment policies and expansion activities of the Institute;

- receive, consider and recommend to the Board on the annual budget proposals of the Institute;
- receive and consider the annual report of the external auditor as well as the reports of the Chief Internal Auditor ;
- consider and suggest any changes in financial policies and procedures as need arises.

The Executive Committee is authorized by the Board of Trustees to exercise any of the powers of the Board of Trustees with the exception of the following, which are reserved for the Board unless special authority is given:

- action on the appointment, resignation or dismissal of the President;
- final approval of the budget;
- approval of financial transactions and contracts involving a sum in excess of Baht 100 million;
- disposing of the land and fixed assets of the Institute;
- any other power which the Board may decide to reserve to itself.

- 4.4 Ordinary meetings of the Executive Committee will be held three times a year. Supplementary meetings may be held if required.
- 4.5 The Executive Committee may be delegated authority by the Board to receive reports from Board Committees, namely the Faculty Relations Committee, the Staff Relations Committee, the Student Relations Committee (defined in Chapter 5), as well as from the Alumni Relations Panel (defined in Article 6.3).
- 4.6 Minutes of the meetings of the Executive Committee shall be circulated to all members of the Board. The Executive Committee shall report to the Board on decisions and actions taken between meetings of the Board.
- 4.7 Members shall serve on the Executive Committee for a term of three years. Members shall be eligible for reappointment for one term, and may be reappointed at a later time after at least one idle period.
- 4.8 A quorum for the transaction of business shall be not less than six members, of whom one must normally be the Chairman or the Vice-Chairman of the Executive Committee. In the unavoidable absence of both, the Chairman shall appoint a member of the Executive Committee to chair that meeting.
- 4.9 Written notice of the meeting time and place, together with a draft agenda of all proposed items of business known to the Chairman at the time, will be sent at least two weeks in advance of the appointed time of the meeting.
- 4.10 Urgent matters requiring a decision of the Executive Committee may, exceptionally and with the approval of the Chairman, be decided by postal ballot in accordance with the procedure laid down by the Executive Committee.
- 4.11 The Chairman shall appoint a Coordinator to the Executive Committee, placed under the authority of the President. The Coordinator will act as a facilitator and will provide an interface with the members of the Executive Committee, and especially its Chairman and Vice-Chairman, and the administration. In direct consultation with the Chairman, the Vice Chairman, and the President, the Coordinator will be responsible for preparing and submitting to the Chairman the agenda of the meetings, for preparing and making available to the members the supporting documents and pertinent information. The Coordinator shall participate in the meetings and be assisted by the Secretary of the Board in all matters dealing with the Executive Committee. The Coordinator will be part of the Office of the President.

- 4.12 The Executive Committee shall appoint from among its members an Audit Committee to ensure that the financial transactions of the Institute are in accordance with the goals and objectives of the Institute. It will ensure that they conform to established policies and procedures, that the assets of the Institute are protected, preserved and used for the furtherance of the Institute's objectives and that the reported financial results reflect the actual operations and state of affairs of the Institute. The Committee is composed up to four members, one of them being appointed as Chairman by the Executive Committee. At least two of the members shall be located in Thailand.

The Executive Committee, may on the recommendation of the Audit Committee assign an Internal Auditor who is to report to the Audit Committee.

## **CHAPTER 5**

### **Other Committees**

The following Committees shall be appointed by the Board. Their purpose is to provide a direct interface between the various constituencies of the Institute and the Board on issues of larger interest concerning these constituencies. These Committees are for consultative purpose only.

- 5.1 The Board shall appoint a Faculty Relations Committee to advise on Faculty related issues and provide a direct link between the Faculty body and the Board with the following membership:
- Two trustees appointed by the Board, as Co-Chairmen of the Committee
  - Six representatives of the faculty who are elected by the faculty at large, one of whom will represent the faculty in the meetings of the Board.
  - Other officials of the Institute may be invited to attend meetings of the Faculty Relations Committee.
- 5.2 The Board shall appoint a Staff Relations Committee to advise on Staff related issues and provide a direct link between the Staff body and the Board. The Committee shall have the following membership:
- Two trustees appointed by the Board, as Co-Chairmen of the Committee
  - Six representatives of the staff who are elected by the staff at large, one of whom will represent the staff in the meetings of the Board
  - Other officials of the Institute may be invited to attend meetings of the Staff Relations Committee
- 5.3 The Board shall appoint a Student Relations Committee to advise on student issues and provide a direct link between the student body and the Board. The Committee shall have the following membership:
- Two trustees appointed by the Board, as Co-Chairmen of the Committee.
  - The President and executive members of the Student Union.
  - Other officials of the Institute may be invited to attend meetings of the Student Relations Committee.

## **CHAPTER 6**

## **Institute-level Advisory Board**

An Institute-level Advisory Board of no more than twenty members, drawn from the School and AIT Extension Boards (as defined in Article 11) as well as other external sources shall be appointed by the President, following consultation with the Board of Trustees. The Institute-level Advisory Board will select from among its members a Chairman and Vice Chairman. The President, Vice Presidents, School Deans and Director AIT Extension shall participate ex-officio in meetings of the Institute-level Advisory Board. The Institute-level Advisory Board will provide advice to the Institute on strategic and policy related issues, including those concerning academic activities, developing linkages with the corporate world, strengthening partnership and developing synergies with alumni, and towards enforcing the gender-related goals in research and education activities at AIT and promotion of the role of AIT in advancing gender equality in the region. The term of members shall not exceed the term of office of the President. However, their term may be renewed. The Institute-level Advisory Board will meet once a year. Additional meetings may be held if necessary.

## **CHAPTER 7**

### **President of the Institute**

- 7.1 The President of the Institute shall be the Chief Executive Officer (CEO) of the Institute.
- 7.2 The normal term of office of the President shall be four years, renewable by approval of the Board for a maximum of one further term of the same duration.
- 7.3 The President shall be appointed by the Board by a two-thirds majority of those present and voting, and following the procedure whereby:
  - a. Trustees shall be informed at least one year before the incumbent President completes his current term of office.
  - b. In the case of the President departing from the Institute, a Search Committee shall be appointed by the Board to seek candidates internationally for the position
  - c. Approval of the Board of Trustees is required for the President to hold office after the age of sixty.
- 7.4 The termination of appointment of the President, following notice of resignation or for other cause, shall be a matter for consideration and decision by the Board. The President may be removed by the Board by a two-thirds vote of those present and voting. In this event, he or she shall be given a minimum notice of six months.

In case of termination of appointment of the President, the appointment of the Interim President for a period of six months shall be considered and decided by the Executive Committee. In excess of the period of six months, the appointment of the Interim President shall be a matter for consideration and decision by the Board.

- 7.5 As CEO of the Institute, the President shall be responsible for providing executive leadership in planning, implementing and monitoring the affairs of the Institute within the framework of vision, policies and budgets established by the Board and the Executive Committee.

The President shall have power on behalf of the Institute to enter into all contracts and obligations necessary for the functioning of the Institute, provided that any transaction in excess of Baht 50 million be brought to the attention of the Executive Committee.

In carrying out these functions, the President may delegate to any member of the Institute authority to perform any action or class of actions. Such delegation shall be in writing and revocable.

- 7.6 The President may, subject to the approval of the Board, set up his/her administrative structure.
- 7.7 The President may appoint Vice President(s) subject to the approval of the Board.
- 7.8 The President selects his/her administrative team including the School Deans and shall keep the Board of Trustees informed of the selection process for possible input.
- 7.9. The President shall act on behalf of the Board to award degrees and diplomas as recommended by the Academic Senate.
- 7.10 The President shall present to the Board for its approval the appointments to the rank of Full Professor, the promotion to Professor above scale and the awarding of Professor Emeritus title.

The President shall present to the Board for its approval the nominations for the Honorary doctorate degree.

- 7.11 In the absence of the President, interim responsibilities of the day-to-day affairs including any specific mandate shall be assigned by the President to a Vice President. In the absence of the President and all Vice Presidents the interim responsibilities shall then be assigned to one of the Deans of Schools by the President.

In the event of prolonged absence of the President, the Executive Committee shall be vested with the power to make appropriate arrangements.

## **CHAPTER 8**

### **Academic Senate**

- 8.1 There shall be an Academic Senate comprised of all full-time Professors Associate Professors, Assistant Professors, Instructors and Visiting Faculty with a period of appointment of not less than one year.
- 8.2 The Chairman of the Academic Senate shall be elected among its members for a duration of two years by the Academic Senate. He or she may be re-elected for another non-consecutive term.
- 8.3 The Academic Senate shall be responsible for recommending to the President policies for developing and conducting academic programs and policies, reviewing and establishing curricula, awarding of degrees and diplomas, and evaluating faculty productivity and performance. Recommendation on the award of degrees and diplomas shall be made by the Academic Senate.

The Academic Senate shall be responsible for recommending through the President to the Board nominations for the Honorary Doctorate degree.

- 8.4 The Academic Senate shall determine the conduct of its own affairs other than those described above, and may form committees, working groups and task forces as deemed appropriate to report to the Academic Senate or act on its behalf.



## **CHAPTER 9**

### **Faculty and Staff**

- 9.1 The employees of the Institute are faculty and staff.
- 9.2 The employees are represented by the Employees Committee as defined by the Thai Labour Relations Law. The Employees Committee and the Administration shall meet regularly to exchange information on the employment conditions in order to improve them.

## **CHAPTER 10**

### **Academic Organization**

- 10.1 The academic organization of the Institute shall be determined by the President upon the advice and counsel of the Academic Senate and shall include Schools, comprising members of Faculty, which shall be responsible to the President for the conduct of degree programs in the various areas of academic interest.
- 10.2 The Schools and AIT Extension shall have Boards, appointed by the President, on the recommendations of the Dean and Director AIT Extension, as a decision making body on strategic and policy related issues within the overall framework provided by the Executive Committee / Board of Trustees, comprising at least one-third external members. The functional diagram on the functioning of the School and AIT Extension Boards vis-à-vis the Executive Committee / Board of Trustees will be proposed by the President for adoption by the Executive Committee. The Chair and Vice-Chair shall be appointed from among the external members. The External Members shall be eminent personalities from the academe, corporate world, public sector, international agencies, and AIT alumni body, working in the region and worldwide. The President serves as ex-officio member of the School and AIT Extension Boards. The Deans and Director AIT Extension shall serve as ex-officio members of their respective School and AIT Extension Boards. The Deans and Director AIT Extension serve as ex-officio members of their respective Boards. The Deans and Director AIT Extension are invited ex officio to participate in meetings of the other Schools and AIT Extension Boards, or to nominate their representatives to do the same.

The term of office of members shall not exceed the term of office of the School Deans and Director AIT Extension. However, their term may be renewed. Two meetings arranged under the leadership of the School or AIT Extension Board Chair shall be held annually. Additional meetings can be held provided if requested by one-third of the Board members. The President may delegate one of the Vice Presidents to attend the meeting on his behalf. Representatives of the faculty, staff and students may be invited to participate in the meetings on specific agenda items.

- 10.3 The Dean shall be responsible for the School administration in accordance to the Institute's policy and regulations. The Dean of each School shall be appointed by the President. The term of office of the Dean, shall not exceed the term of office of the President. However, his / her term may be renewed.

## **CHAPTER 11**

### **Finance**

- 11.1 The fiscal year shall begin on 1 January.
- 11.2 The President shall present current statements of accounts to the Executive Committee and to the Board.
- 11.3 The President nominates the Head of Finance for endorsement by the Executive Committee.
- 11.4 An independent audit firm shall be appointed by the Board to audit the annual financial statements of the Institute for report to the Board.

## **CHAPTER 12**

### **Amendment of the Bye-Laws**

The Bye-Laws may be amended by the Board at a regular or special meeting by a two-thirds vote of those present and voting.