

## ARTICLES OF ASSOCIATION



ROYAL SOCIETY FOR PROTECTION OF NATURE



**ARTICLES OF ASSOCIATION OF  
ROYAL SOCIETY FOR PROTECTION OF NATURE**

The undersigned incorporators, natural persons 18 years of age or older, in order to register the Royal Society for Protection of Nature as a Public Benefit Organization under the Civil Society Organizations Act of Bhutan, adopt(s) the following Articles of Association.

**ARTICLE I/REGISTERED OFFICE**

- 1.1 The name of this Civil Society Organization shall be: ROYAL SOCIETY FOR PROTECTION OF NATURE, abbreviated as RSPN.
- 1.2 Its postal address is Royal society for Protection of Nature, P.O. Box 325, Kawajangsa, Thimphu Bhutan; Telephone: +975-2-322056/ 326130; Fax: +975-2-323189
- 1.3 The organization's registered office is located at: Kawajangsa, Thimphu, Bhutan.

**ARTICLE II PURPOSE**

2.1 This Civil Society Organization is organized as a Public Benefit Organization exclusively for the protection of the natural environment and sustainable development purposes that directly or indirectly contributes to the protection of human life and health; prevention and alleviation of human suffering and poverty; dissemination of knowledge and advancement of learning; and promotion of social harmony and Gross National Happiness.

2.2 RSPN's Mission is to *inspire personal and responsibility and active involvement of the people of Bhutan in the conservation of the Kingdom's environment through education, research and sustainable livelihood opportunities.*

2.3 The objectives of the organization shall be to:

- 2.3.1 Protect and conserve Bhutan's rich genetic, species, ecosystem diversity;
- 2.3.2 Promote Sustainable Livelihood options in communities across the nation
- 2.3.3 Promote research, environmental education, and build capacity of Bhutanese people in conservation and sustainable management of Bhutan's natural resources;

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2.3.4 Establish and strengthen the membership base through networks, support groups, and partners;

2.3.5 Act as a “watch dog” to government policies and public programs, bring environmental problems to the attention of concerned authorities, and where possible assist in their solution;

2.3.6 Strengthen institutional capacity and support base for sustained programs, projects and activities;

2.4 Programmes of RSPN shall include the following themes:

2.4.1 Conservation of important, rare and endangered genetic resources, species, and ecosystems;

2.4.2 Community-based integrated environment and development programmes through alternative livelihoods option, adaptation to climate change, integrated water resources management, etc. that uphold the natural environment as a basis for human being;

2.4.3 Development and strengthening of an environmental resource centre that serves as a centre for environmental research, information, and advocacy;

2.4.4 Research and advocacy on the environment, development and emerging issues;

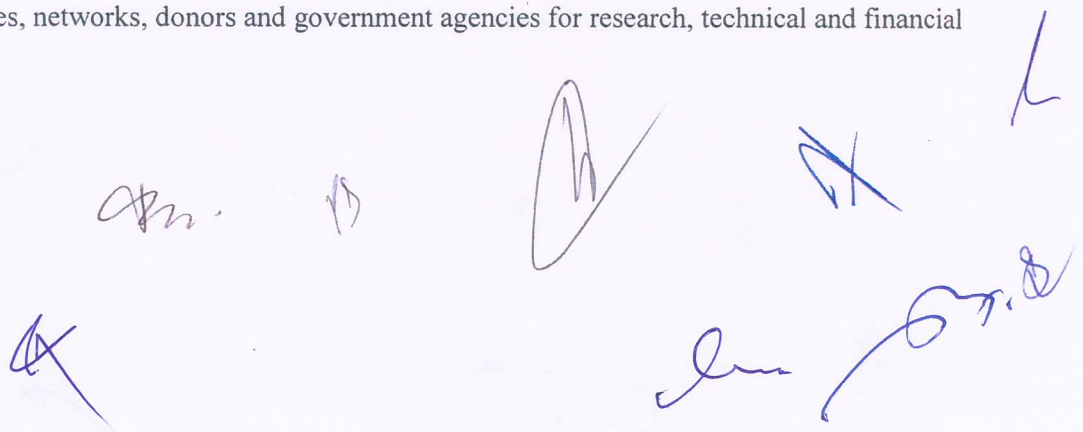
2.4.5 Environmental education in schools, institutions and communities using both formal and non- formal approaches;

2.4.6 Organize grassroots activities, events and campaigns to observe international and national environmental days such as world environment day, social forestry day, etc;

2.4.7 Liaise with and support relevant agencies and stakeholders to address emerging environmental issues including those related to urban development.

2.4.8 Expand RSPN membership and support base through enrollment of individual and institutional members, establishment of local conservation support groups, networks and nature clubs.

2.4.9 Develop linkages and collaborate with local, regional, and international organizations, universities, networks, donors and government agencies for research, technical and financial support.

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2.5 The geographical area of operation of RSPN shall be the whole of the Kingdom of Bhutan.

2.6 The board may change, modify, expand or diversify its current plans and programs by establishing subsidiaries, affiliating with other Public Benefit Organizations or opening branches.

### **ARTICLE III: FINANCIAL ASSETS**

3.1 The financial assets of RSPN shall consist of contributions from national and international donor institutions, organizations, philanthropic agencies and individuals, as well as funds raised through fundraising activities including sale and lease of property, and shall also include incomes earned from investing such contributions and other funds;

3.2 RSPN shall mobilize contributions from donors to fund conservation programmes and activities;

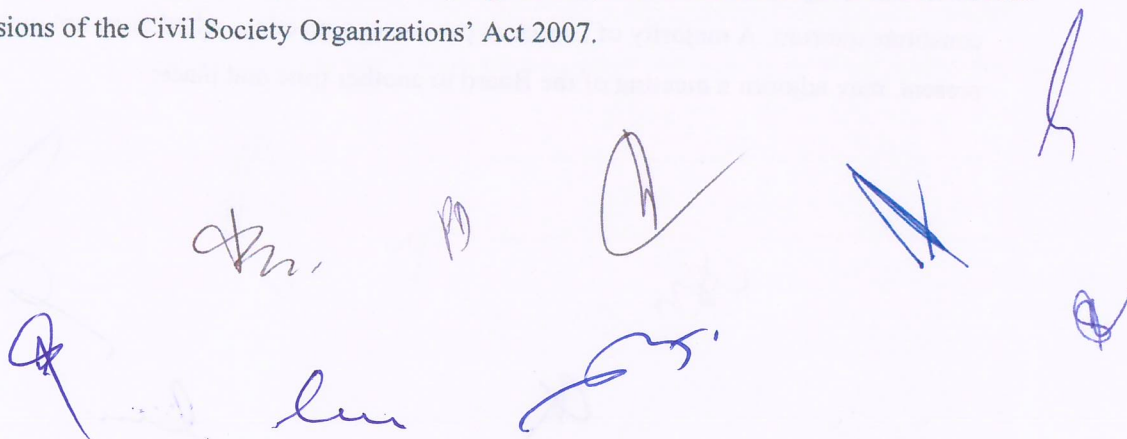
3.3 All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes;

3.4 RSPN may declare that a portion of its financial assets shall be invested as an endowment fund, the income from which shall be utilized for core institutional support. Unanimous Board approval shall be required in order to spend any part of the principal of this endowment fund, up to a maximum ceiling of twenty five percent of the endowment's principal.

### **ARTICLE IV: EXEMPTION FROM TAXES**

4.1 RSPN shall be organized and operated in such manner that it will qualify for exemption from payment of taxes on income, dividends or capital gains in any country or countries in which its endowment may be managed or invested, or where such tax exemption may serve to encourage contributions to the Royal Society for Protection of Nature.

4.2 RSPN, as a not-for-profit Public Benefit Organization in Bhutan, shall be exempted from payment of taxes, excise duties, on any contributions that it receives, or on the revenues that may be earned through investing those contributions in the form of an endowment, or on equipment/ material purchased for the organization, its programmes, and activities in accordance with the provisions of the Civil Society Organizations' Act 2007.

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## ARTICLE V: BOARD OF DIRECTORS

5.1 All powers of governance of RSPN shall be vested in its Board of Directors;

5.2 The Board will consist of seven member Directors selected from relevant sections of Bhutanese Society, and shall include two elected from its member constituency, two from the non-governmental private sector nominated by the management on the basis of their knowledge, experience and commitment to conservation, two from RGOB selected on the basis of their office and ability to contribute most to RSPN's goals, and the RSPN Executive Director as the Ex-officio voting member of the Board;

5.3 The board shall select and appoint a Chairperson from among its Directors;

5.4 The Executive Director of RSPN shall be the Member Secretary of the Board, shall recuse him/herself from all discussions and votes relating to his/her performance and remuneration;

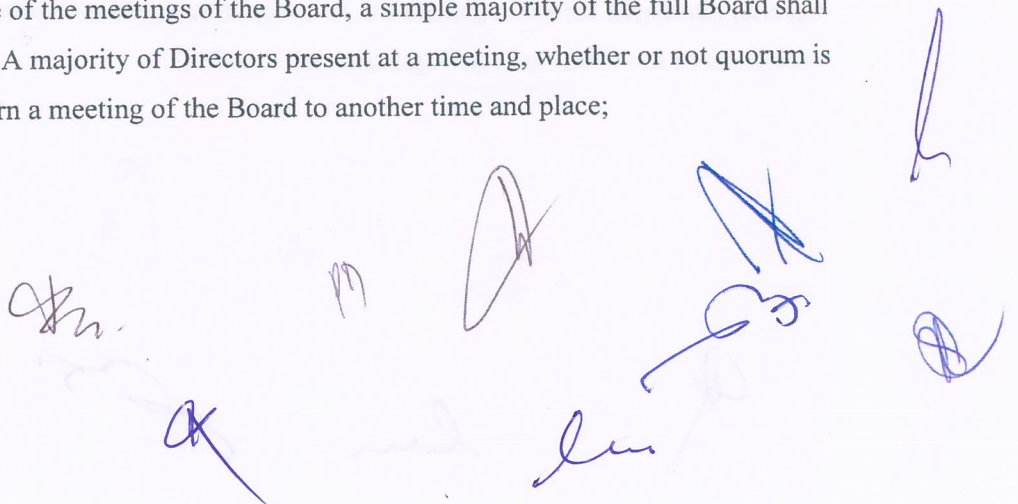
5.5 The term of office for the six Directors in Article 5.2 above shall be for three years, and the Directors and Chairperson can serve for two terms.

5.6 In the event a Director from RGOB resigns, is transferred or removed from office, dies or for any other reason, including the clause in Article 6.2 is unable to serve, the official taking his position will be selected from RGOB;

5.7 In the event a Director from Private Sector resigns, is removed or transferred from office, dies or for any other reason including the clause in Article 6.2 is unable to serve, an appropriate replacement Director will be selected from non-governmental private sector by a vote of a majority of the other Directors, in accordance with Article 5.2

## ARTICLE VI: DECISION MAKING, QUORUM AND MEETING

6.1 For the purpose of the meetings of the Board, a simple majority of the full Board shall constitute quorum. A majority of Directors present at a meeting, whether or not quorum is present, may adjourn a meeting of the Board to another time and place;

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6.2 Directors shall participate in a Board meeting and arrive at a unanimous or majority decision through personal presence at the meeting. If the Director is absent for three consecutive meetings of the Board convened by the Chairperson, he/she shall forfeit Board membership and will be replaced as per Article 5.2 and Articles 5.6 or 5.7;

6.3 In accordance with the provisions of the Rules and Regulations under the Civil Society Act, the Board shall meet at least once every three months, and special meetings may be convened by the Chairperson as and when deemed necessary.

## **ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

7.1 The Board shall be fully responsible for the overall management of RSPN, and shall exercise full fiduciary and governance responsibility for RSPN's affairs;

7.2 The Board shall hire or terminate the Executive Director;

7.3 The Board shall delegate authority to the Executive Director for day-to-day management of RSPN's business affairs;

7.4 The Board shall clearly articulate an investment policy and guidelines and select appropriate investment manager(s) to manage RSPN's financial endowment;

7.5 The Board shall put in place Administrative working procedures and a financial manual that comply with best international and Royal Government of Bhutan accounting practices;

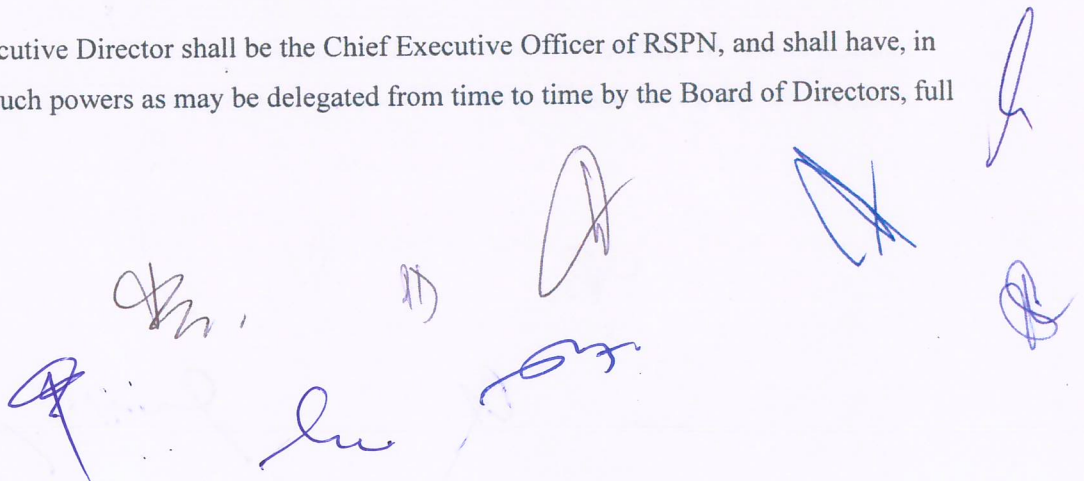
7.6 The Board shall approve the annual financial budget and work plan;

7.7 The Board may appoint specialized committees comprised of relevant Directors and external specialists to inform and assist its own decision-making;

7.8 The Board shall periodically review the extent to which the Purpose of the Articles is being met and other relevant matters, and may by unanimous consensus recommend amendments to the Articles of Association.

## **ARTICLE VIII: PROGRAM, MANAGEMENT AND REPORTING**

8.1 The Executive Director shall be the Chief Executive Officer of RSPN, and shall have, in addition to such powers as may be delegated from time to time by the Board of Directors, full

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operational power and financial authority and responsibility to implement all Board-approved budgets, programmes , and financial arrangements;

8.2 The Executive Director shall have authority to hire and fire employees of RSPN in accordance with the best interests of RSPN;

8.3 Recipients of RSPN's support, collaborating conservation partners, and staff of RSPN headed by the Executive Director shall be responsible and accountable to the Board for effective implementation of programme activities and proper use of funds;

8.4 The financial year of RSPN will commence on July 1<sup>st</sup> and conclude on June 30<sup>th</sup> of the following calendar year;

8.5 The Executive Director shall ensure the keeping of timely and correct records of all income and expenditures of RSPN in accordance with best international and RGOB financial and accounting practices;

8.6 The Executive Director shall prepare and present to the Board every six months complete financial statements and progress reports of activities of RSPN;

8.7 The Executive Director shall prepare and annual progress report of the activities of RSPN, which shall be published and publicly disseminated upon approval of the Board;

8.8 RSPN shall have its accounts audited annually by the Royal Audit Authority in accordance with the requirements of the CSO Act or by competent Auditing firms recognized by the Royal Audit Authority.

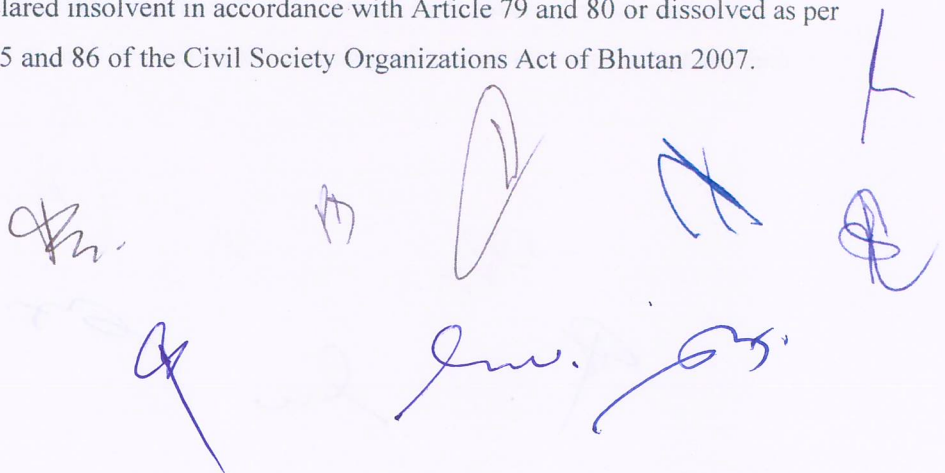
#### **ARTICLE IX: PROCUREMENT AND INSURANCE**

9.1 RSPN shall observe the principle of open and competitive bidding in procuring goods or rental supplies and equipment or contract for services.

9.2 All goods owned by RSPN shall be insured against loss or damage whenever necessary.

#### **ARTICLE X: INSOLVENCY, DISSOLUTION AND LIQUIDATION**

10.1 RSPN may be declared insolvent in accordance with Article 79 and 80 or dissolved as per article 81, 82, 83, 84, 85 and 86 of the Civil Society Organizations Act of Bhutan 2007.

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10.2 Should RSPN be declared insolvent or dissolved as per 10.1 above, the full Board of Directors shall meet to finalize comprehensive inventory of assets, and figures related to liabilities and claims of the Society and ensure all liabilities are settled and claims are recovered;

10.3 Any remaining assets after 10.2 above shall be disposed of by way of contribution to another registered CSO concerned with environmental conservation and sustainable development in Bhutan.

10.4 In the event RSPN is unable to fulfill its financial obligations to creditors after 10.2 and 10.3 above, the Board shall seek for remedies as it deems fit under the provisions of CSO Act of Bhutan.

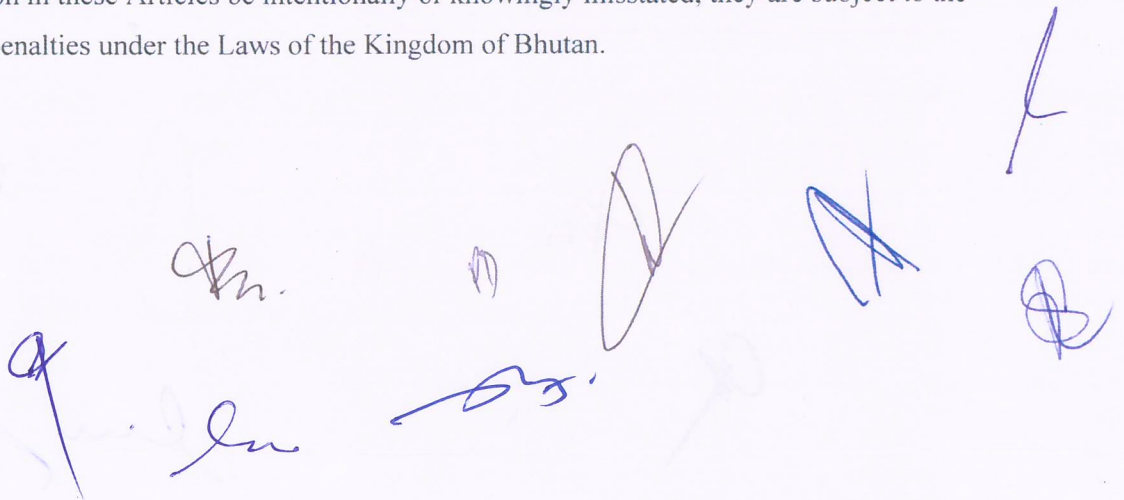
10.5 In the event of the dissolution, RSPN shall ensure that all liquidation processes are completed within a period of one year from the date of declaration of the dissolution in accordance with Article 90 of the CSO Act of Bhutan 2007.

## ARTICLE XI: INCORPORATOR

11.1 The incorporator(s) of this Public Benefit Organization are:

1. Mr. Dechen Dorji, Chairman
2. Mr. Karma Tshering, Board Director
3. Dr. Pema Choephyel, Board Director
4. Mr. Tashi, Board Director
5. Mr. Phub Dorji, Board Director
6. Mr. Lobzang Dorji, Board Director
7. Dr. Kinley Tenzin, Member Secretary

The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties under the Laws of the Kingdom of Bhutan.

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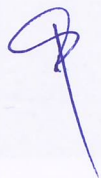
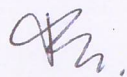
## BOARD DIRECTORS

1. Mr. Dechen Dorji  
Nationality: Bhutanese  
Occupation: Country Representative, WWF Bhutan  
Email: ddorji@wwfbhutan.org.bt  
Telephone: 323528
2. Mr. Karma Tshering  
Nationality: Bhutanese  
Occupation: Director General, Department of School Education, MoE  
Email: karma\_tshering@moe.gov.bt  
Mobile no: 17602622
3. Dr. Pema Choephyel  
Nationality: Bhutanese  
Occupation: Director, Bhutan Trust Fund for Environmental Conservation (BT FEC)  
Email: pema.choephyel@yahoo.com  
Mobile no: 17114026
4. Mr. Tashi  
Nationality: Bhutanese  
Occupation: Zimpon Wom, Queens Project Office, His Majesty's Secretariat  
Email: tashiogz@yahoo.com  
Mobile no: 17609600
5. Mr. Phub Dorji  
Nationality: Bhutanese  
Occupation: Chief Executive Officer, Bhutan Development Bank Ltd.  
Email: phubdorji@gmail.com  
Mobile no: 17810340



6. Mr. Lobzang Dorji  
Nationality: Bhutanese  
Occupation: Director, Dept. of Forests and Park Services, MoAF  
Email: lobsangdoj@gmail.com  
Mobile no: 17606527

7. Dr. Kinley Tenzin  
Nationality: Bhutanese  
Occupation: Executive Director, RSPN  
Email: [ktenzin@rspnbhutan.org](mailto:ktenzin@rspnbhutan.org)  
Mobile no: 17945282



**Royal Society for Protection of Nature**

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