

**ARTICLES OF ASSOCIATION
&
RULES AND REGULATIONS 2021**



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Pride Bhutan

Articles of Association

Preamble

Whereas, inspired by the principle of legal egalitarianism enunciated under Article 7(15) of the Constitution of the Kingdom of Bhutan 2008;

To promote social welfare of the members of the LGBTQ+ community and to improve the conditions and quality of their life;

To endeavor in promoting full participation of the LGBTQ+ individuals in the society;

To advocate for inclusive policies and practices by government agencies and others;

Pride Bhutan do hereby promulgates as follows:

ARTICLE 1
TITLE, COMMENCEMENT AND EXTENT

Title

1. This Articles of Association is called the Articles of Association of Pride Bhutan 2021.

Commencement

2. This Articles of Association comes into force on the 12th day of the 5th month of 2021.

Application

3. This Articles of Association shall apply to all Trustees and employees of the Pride Bhutan Secretariat.
4. This Articles of Association provides legal and institutional framework for the planning and implementation of policies and programs designed to meet the objectives of Pride Bhutan.

ARTICLE II
NAME, PURPOSE, OBJECTIVES AND SCOPE OF ACTIVITIES

Name

5. The name of the organization is Pride Bhutan.
6. Pride Bhutan is a Mutual Benefit Organization established under section 5(a) of the Civil Society Organization Act of Bhutan 2007.

Purpose

7. The purpose of Pride Bhutan is to endeavor to create an inclusive and equitable environment in which LGBTQ+ individuals in Bhutan can achieve their full potential.

Objectives

8. Pride Bhutan is established for the objectives expressed in this Articles of Association.
9. The objectives of Pride Bhutan shall be to:
 - 1) build a unified network of people that stimulates minds and empowers the community;
 - 2) create a supportive environment where individuals with diverse gender and sexuality are acknowledged by families, friends and communities;
 - 3) advocate information and learning on sexual orientation, gender identity and expression (SOGIE);
 - 4) enhance inclusive access to health care services and education, irrespective of sexual orientation, gender identity & expression.

Scope of activities

10. In order achieve its objectives, Pride Bhutan shall conduct, amongst others, the following activities:
 - 1) build network of partners/stakeholders and strengthen existing collaboration with relevant stakeholders;
 - 2) conduct capacity building of ally organizations to encourage policy reform and on-the-ground change;
 - 3) conduct capacity building of members to foster self-confidence and equip them with necessary knowledge and skills;
 - 4) provide support and referrals to LGBTQ+ individuals that need support;

- 5) develop care packages and outreach programs, such as peer based emotional support and referrals, and suicide prevention programs;
- 6) establish channels of communication for field workers;
- 7) establish four regional network offices to improve reach;
- 8) establish community centers to enhance social support;
- 9) establish accessible communication channels that will be free and round the clock through field or outreach workers;
- 10) conduct community mapping to help identify and reach out to LGBTQ+ individuals;
- 11) carry out or gather research to develop programs, activities or interventions based on evidence;
- 12) maintain social media pages to update its members, promote visibility of Pride Bhutan, and make information related to SOGIE more accessible to the public;
- 13) advocate for inclusive access to education, health and other public services and space;
- 14) liaise with schools and other relevant authorities on issues pertaining to the stigma and harassment faced by LGBTQ+ individuals;
- 15) conduct in house capacity building of Pride Bhutan to enhance competence of its employees;
- 16) dedicate human resources to mobilize financial resources through membership fees, savings, donations, and innovative investments.

ARTICLE III MEMBERSHIP

General Body

11. The General Body is the constituent of Pride Bhutan comprising of all registered members.
12. The General Body shall be responsible for the following:
 - 1) nominating candidates for Board of Trustees;
 - 2) voting in the elections of the Board of Trustees;
 - 3) participating in the general meetings;
 - 4) increasing or decreasing the number of Trustees, subject limits prescribed in this AoA;
and
 - 5) removing Trustees.

Members

13. Pride Bhutan membership is open to all Bhutanese who identify themselves as LGBTQ+ individuals, without regard to age, religion, gender, disability, sexual orientation or gender identity.
14. Membership shall not be restricted on the basis of age, religion, ability or economic status.

Application

15. Notwithstanding anything contained in section 13 of this AoA, membership is granted upon the fulfillment of the following terms and conditions:
 - 1) submits an application for registration to the Board;
 - 2) pays the first monthly registration fees;
 - 3) vouches to promote Pride Bhutan's vision;
 - 4) vouches not to engage in any activities that violate the principles of Pride Bhutan;
 - 5) submits parental/guardian consent, if the applicant is a minor;
 - 6) agrees to join Pride Bhutan without any hope or expectations of returns or special favour/treatment.

Delegation

16. The Board shall approve an application for membership, however, it may delegate such authority to the Executive Committee constituted by the Board.

Membership Fees

17. The monthly membership fee for members shall be Ngultrum one hundred and such membership fee may be varied by the Board, from time to time.
18. Membership fees are not refundable and are non-transferable.

Membership Register

19. Pride Bhutan shall maintain at its registered office, a register of its members and shall, within 15 days after admission of a member or the cessation of membership, as may be, record the following particulars:
 - 1) name;
 - 2) citizenship identity card number of the member;
 - 3) date on which the member was admitted; and
 - 4) date on which a member ceased to be a member.

Confidentiality

20. The details contained in the membership register shall be considered private information and not for public distribution.

Rights, Duties and Privileges of the Members

21. Members of Pride Bhutan are entitled to the following rights:
 - 1) right to attend the general body meeting;
 - 2) right to vote at all meetings of the general body;
 - 3) right to vote in the elections to the Board of Trustees;
 - 4) right to stand as a candidate in the elections to the Board of Trustees;
 - 5) right to request examination of Pride Bhutan's operations and property by submitting a letter to the Executive Director;
 - 6) right to use Pride Bhutan's logo;
 - 7) right to enjoy and participate in the activities of Pride Bhutan;
 - 8) right to have access to services, including legal support services.

Provided that the use of logo is permitted only with the prior approval of the Board accorded through a resolution and such use must be in a dignified and appropriate manner without acquiring any proprietary right thereon.

22. Members will be notified as events and opportunities become available via email, and through the event calendar on the Pride Bhutan's website.
23. It is the duty of Pride Bhutan's members to observe the following:
 - 1) to comply at all times with Pride Bhutan's Articles of Association, Memorandum of Association, bylaws and resolutions adopted by its General Body or the Board of Trustees;
 - 2) to preserve the honour of Pride Bhutan;
 - 3) to promote and support Pride Bhutan in its activities;
 - 4) to maintain unity amongst members and to conduct its activities with integrity nor cause damages to other members;
 - 5) to pay all dues and fees to Pride Bhutan.

Cessation of Membership

24. A person ceases to be a member, if such person:
 - 1) ceases to be a Bhutanese citizen;
 - 2) has been convicted of crime involving moral turpitude;
 - 3) has without prior notice, failed to attend three consecutive meetings of the general body;
 - 4) has failed to pay monthly fees continuously for six months;
 - 5) acts prejudicial to the best interests of Pride Bhutan;
 - 6) has breached the codes of conduct and ethics of Pride Bhutan;
 - 7) submits a written resignation;
 - 8) has breached a provision of the laws in force in the country.

Resignation

25. A member may resign by a notice in writing or by e-mail addressed to the Executive Committee.
26. The acceptance of such resignation shall not require any refund of monthly membership fees paid by such a member.

Procedures

27. The Executive Committee may, in lieu of exercising its power under section 24 of this AoA, suspend the member for a reasonable period.

28. If an administrative action is contemplated under sections 24 or 27 of this AoA, the Executive Committee shall issue to the concerned person a show cause notice.
29. A member suspended or expelled shall be notified of the suspension or expulsion by methods considered appropriate.
30. A person aggrieved by the decision of the Executive Committee may appeal to the Board within 10 days of the decision being conveyed to the person.
31. The Board shall be empowered to ratify, modify or rescind the decision of the Executive Committee, and may, within its complete discretion, permit the member to seek reinstatement by presenting a defense to its suspension or expulsion.

ARTICLE IV BOARD OF TRUSTEES

Board of Trustees

32. The Board of Trustees shall comprise of 5 Trustees, including the Chairperson, Secretary and Treasurer.

Provided that the general body may increase the number of trustees to a maximum of 9 Trustees.

33. The General Body shall elect the Board of Trustees from amongst the members through a secret ballot in a General Meeting.
34. A Board of Trustees shall be the governing body for Pride Bhutan.

Qualification

35. A person is eligible to be a Trustee, if such person:
- 1) is a citizen of Bhutan;
 - 2) is a member of the general body;
 - 3) is 18 years or older on the day of nomination;
 - 4) has been a member for more than a year;
 - 5) has no outstanding fees owed to Pride Bhutan;
 - 6) is able to represent issues related to Pride Bhutan;
 - 7) has the ability to strengthen Pride Bhutan;
 - 8) is not disqualified under section 14 of the CSO Rules and Regulations 2017 or other laws in force.

Election Personnel

36. The outgoing Chairperson shall appoint, with the advice and consent of the Board, an independent Election Personnel, who will conduct the elections of the Trustees.
37. The Election Personnel shall fix the date, time and venue for the election of the Trustees.

Nomination

38. Members who intend to stand for election to the Board of Trustees shall make a written statement of their candidacy, on or before the last day of nomination, to the Election Personnel, specifying the office they intend to contest.

Provided that such nomination is supported by at least 11 other members as evidenced by their signature.

39. The Election Personnel shall make a determination of a candidate's service credentials by consulting the outgoing Board of Trustees or the Executive Director.
40. In the event that a candidate does or does not qualify, the Election Personnel shall notify such candidate in writing.
41. The Election Personnel shall inform the Chairperson and Executive Director of the list of candidates for each office at least 21 days before Election Day.

Notice

42. The Executive Director shall, by means considered appropriate, communicate the notice for Election Day and furnish a list of candidates to the General Body at least 14 days before the Election Day.

Order of Elections

43. Elections shall be held in the following order:
 - 1) Chairperson;
 - 2) Secretary;
 - 3) Treasurer; and
 - 4) Other Trustees.
44. Each member is entitled to one vote for each office and all votes are to be cast by secret ballot.
45. A candidate securing the highest number of votes at the election shall be declared elected.
46. In the case of equality of votes between two or more candidates securing the highest votes, the Election Personnel shall forthwith decide between those candidates by draw of lots in the presence of the members present and voting.
47. The Election Personnel shall, for the purpose of section 46 of this AoA, write the names of candidates securing equal number of highest votes in similar slips of paper and fold the paper in a manner that conceals the name.

48. Slips of paper containing the names of the candidates shall be inserted into an opaque container and mixed.
49. The Election Personnel shall draw one slip of paper out of the container and the candidate whose name appears in the slip of paper so drawn is declared elected.
50. No votes shall be counted until after the close of voting and results are to be announced after the close of voting.
51. The Executive Director shall keep record of the elections and shall publish this record to the members immediately following the meeting.

Transition of Trustees

52. New Trustees will take office seven days after the announcement of election results and during the transition the former Trustees shall hand over details, documents, and duties to the new Trustees.

Term and Term Limits

53. The Board of Trustees will serve for five years from the date of elections or until their successors are elected.
54. A term of each Trustee is limited to one full term but shall be eligible for re-election after the lapse of one term.

Vacancies

55. In the event of a vacancy, the Board shall appoint an eligible member to serve out the remainder of the term.

Provided that the decision is made by a simple majority of the Board.

56. The Board shall communicate any change in the Board's composition to all General Members within five working days of such change.

Removal

57. A Trustee may be removed for dereliction of duties assigned, indecent behavior, other conduct unbecoming of a Trustee or conduct that incurs disqualification under relevant laws.

58. After an appropriate hearing before the Board, the Board shall vote to remove a Trustee by an affirmative vote of a simple majority of the Trustees.
59. Pursuant to section 58 of this AoA, the General Body shall vote to affirm the removal of the Trustee by a simple majority of the members present and voting.

Entitlements

60. A Trustee is entitled to reimbursement for all reasonable expenses, including travelling expenses as they may incur while attending a Board meeting.

ARTICLE V
RESPONSIBILITIES OF BOARD AND ITS CONSTITUENTS

Powers of the Board

61. The Board shall have the power to:

- 1) provide overall strategic leadership and direction to Pride Bhutan;
- 2) manage, invest and use movable or immovable property of Pride Bhutan;
- 3) establish framework for monitoring and periodic independent evaluation of performance and financial accountability of activities;
- 4) review and approve annual plans, programs and activities submitted by the Secretariat;
- 5) review and approve annual and ad-hoc budget submitted by the Secretariat;
- 6) review and endorse audited Annual Financial Statement and work progress reports;
- 7) evaluate the Executive Director's performance;
- 8) approve by-laws and regulations for effective administration of Pride Bhutan.

Functions of the Board

62. The functions of the Board shall be to:

- 1) ensure that all property and income of Pride Bhutan is only used for the purpose authorized by this Articles of Association;
- 2) provide assistance in developing and implementing policies, procedures and plans;
- 3) guide and direct the Executive Director and the senior executive staff;
- 4) maintain highest standards of ethics, integrity and professionalism;
- 5) monitor and evaluate the programs and activities of Pride Bhutan;
- 6) appoint the Executive Director;
- 7) approve the Executive Director's duties and responsibilities;
- 8) fix remuneration for the Executive Director and senior executive staff;
- 9) appoint Election Personnel at the end of each term to prepare and conduct election of Trustees;
- 10) mobilize resources for the activities of Pride Bhutan;
- 11) advocate and promote objectives of Pride Bhutan;
- 12) perform such other functions as may be necessary to further its objectives under this AoA.

General duties of Trustees

63. Trustees shall:

- 1) attend meetings of the Board regularly;
- 1) not receive monetary compensation for their Board duties other than reimbursement for Board-related expenses;
- 2) exercise independent judgment in the decision-making process;
- 3) be mindful of the legal requirements to which Pride Bhutan may be subject to.

Functions of the Chairperson

64. The Chairperson shall:

- 1) call and preside over all meetings;
- 2) determine the agenda for each and every meeting in consultation with the member-secretary, which shall be published prior to each meeting;
- 3) oversee the development and implementation of the work plans;
- 4) temporarily take on the responsibilities of other Trustees in the event of a vacancy;
- 5) represent Pride Bhutan in its external affairs;
- 6) serve as a liaison between Pride Bhutan and external stakeholders;
- 7) perform such other duties as are necessarily incident to the office of the Chairperson.

Functions of the Secretary

65. The Secretary shall:

- 1) perform the duties of the Chairperson, in the absence of the Chairperson;
- 2) give notice of the meetings of the Board;
- 3) publish and keep all meeting notices, agendas, and other documents as directed by the Chairperson;
- 4) lead annual efforts to recruit, collect, and maintain members;
- 5) perform such other duties as are necessarily incident to the office of the Secretary.

Functions of the Treasurer

66. The Treasurer shall:

- 1) ensure that accounts are kept of all monies received and expended for the use of Pride Bhutan;

- 2) ensure disbursements are made only upon vouchers approved in writing by the Board or the Executive Director, as the case may be;
- 3) oversee the collection of membership fees;
- 4) ensure maintenance of accurate records of all financial transactions;
- 5) prepare a yearly budget for the Board;
- 6) perform such other duties as are necessarily incident to the office of the Treasurer.

Functions of the Executive Director

67. The Executive Director shall:

- 1) report to the Board on the activities of the Secretariat;
- 2) execute all orders and resolutions of the Board;
- 3) manage, supervise and direct the day-to-day operations of the secretariat;
- 4) approve the senior executive staff's duties and responsibilities;
- 5) conduct all correspondence on behalf of the Secretariat;
- 6) serve as the member-secretary at all meetings of the Board and the General Body;
- 7) attend and represent Pride Bhutan in important occasions, conferences and seminars;
- 8) perform such other duties as are necessarily incident to the office of the Executive Director.

Protection for acts in good faith

68. Trustees are not liable for anything done or omitted in the discharge or purported discharge of their functions as Trustees, unless the act or omission is in bad faith.

ARTICLE VI SECRETARIAT

Secretariat and Branch Offices

69. Pride Bhutan's Secretariat shall be established in Thimphu, headed by the Executive Director.
70. Pride Bhutan shall establish 4 regional offices and such number of branch offices in other Dzongkhags, as and when necessary.

Functions of the Secretariat

71. The Secretariat shall be responsible for:
 - 1) executing decisions of the Board;
 - 2) developing policies and plans to be approved by the Board;
 - 3) develop guidelines for budgeting and forecasting;
 - 4) preparing annual work plan and budget;
 - 5) preparing and maintaining a financial tracking tool;
 - 6) developing and implementing strategic plan for the Secretariat;
 - 7) preparing a Human Resource Development Plan to be approved by the Board;
 - 8) preparing Pride Bhutan's Annual Financial Statement for submission to the Board;
 - 9) recruiting and hiring employees;
 - 10) implementing events of Pride Bhutan;
 - 11) overseeing the web site and other online communications tools;
 - 12) maintaining up-to-date database of members;
 - 13) performing such other functions as may be required under this AoA or delegated by the Board, as the case may be.

Secretariat staff

72. The overall staffing patterns and recruitment process shall be governed by the Internal Service Rules and Regulations of Pride Bhutan.
73. The Secretariat, under the Executive Director, shall have a Program Director, and a Finance and Administration Director.
74. The Program Director shall be responsible for managing all programs and is supported by 3 Regional coordinators, Counsellor, Community support and advocacy Head and 2 Peer Educators.

75. The Finance and Administration Director shall be supported by an Accounts Officer and an IT and Communication Officer.

Volunteers

76. Pride Bhutan shall be open to all Bhutanese citizens interested in volunteering their services to support Pride Bhutan.

77. The Secretariat shall build a volunteer database.

78. A person who intends to volunteers under section 76 of the AoA must fulfil the following conditions:

- a) have attained 18 years of age;
- b) agree to the terms of the assignment without any expectation from Pride Bhutan;
- c) affirms not to engage in any activities that violate the principles and objectives of Pride Bhutan.

**ARTICLE VII
CONFLICT OF INTEREST AND DOCUMENT RETENTION POLICY**

Duty to disclose

79. Board of Trustees and employees of Pride Bhutan are obligated to disclose any known or potential conflicts of interest, as soon as they arise.
80. Failure to disclose any known or potential conflict of interest may result in loss of membership or termination of employment, as the case may be.

Investigating potential conflict

81. If the Board is of an opinion that a conflict of interest may exist, steps will be taken to collect pertinent information and any concerned parties may be questioned.
82. If no conflict of interest is determined under section 81 of this AoA, the inquiry may be documented but no further action shall be taken.

Addressing conflicts of interest

83. When an actual conflict of interest is detected, any transactions that may have been affected will be reviewed retroactively and the affected parties will be notified.
84. If conflict in question involves a Trustee, such a Trustee shall be excused from the deliberation.

Disciplinary action

85. All conflicts of interest will be reviewed on a case-by-case basis and such review may result in disciplinary action.
86. The Board has full discretion to determine the type of disciplinary action to be taken, including actions such as suspension or termination.

Document Retention Policy

87. Pride Bhutan must retain the documents listed in the table below for the period of time set forth in the Table 1.

Table 1

Type of documents	Years
Audit Reports	Permanently
Bank statements	3 years
Contracts and leases (expired)	7 years
Contracts and leases (still in effect)	3 years from the date of conclusion of the contract or lease
Correspondence (general)	2 years
Minute books, bylaws, MoA, and AoA	Permanently
Payroll records	7 years
Retirement record	Permanently
Tax returns	Permanently

88. Information listed in Table 1 is intended as a guide and may not contain all the records Pride Bhutan is required to keep in the future.
89. Directives of the Board shall be sought for retention of documents not listed in Table 1.
90. The Board may issue a “notice,” suspending the destruction of any records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.
91. Failure to follow this policy may result in possible action against responsible individuals, up to and including termination of employment.

Adoption

92. The Board of Trustees hereby adopts this Articles of Association as of the commencement date herein first mentioned.

Chairperson: Kencho Zangmo
(CID No. 11812001373)

Secretary: Karma Tenzin
(CID No. 11602001102)

Treasurer: Rinchen Wangmo
(CID No. 10907001161)

Trustee: Phurpa Lhamo
(CID No. 10705002665)

Trustee: Bishal Mongar
(CID No. 11310000554)

Rules and Regulations
Preamble

Pursuant to the mandate contained in section 47 of the Civil Society Organizations Act 2007, Pride Bhutan hereby adopts these Rules and Regulations pertaining to management and inventory of property, reporting systems, source, use, investment and management of funds, and the conduct and operations of the Board.

Chapter 1
Preliminary

Short Title and Commencement

1. These Rules and Regulations are the Pride Bhutan Rules and Regulations 2021.
2. These Regulations come into force on the 12th day of the 5th Month of 2021.

Chapter 2 Management and Inventory of Property

Accounting for Property

3. All property purchased, donated or otherwise obtained by Pride Bhutan is subject to the following procedures for property accountability.
4. Life cycle of the property begins on the date the property is acquired and received and must be accounted for, documented and safeguarded until its disposition.

Ownership of Property

5. Pride Bhutan has sole ownership of all property acquired regardless of source of funding or method of acquisition.
6. All property should be properly identified and labeled.

General responsibility and accountability for property

7. The Executive Director is assigned the general responsibility of all property owned by Pride Bhutan.
8. All employees are responsible for safeguarding and accounting for the property of Pride Bhutan.
9. All employees must adhere to inventory procedures and collaboratively participate in resolution of inventory matters, to ensure that property can be accounted for, safeguarded and successfully located at all times.

Property Inventory

10. All items that are owned by Pride Bhutan will be inventoried and required to be made available to account for by the employee in possession of the item during any inventory review.
11. All supporting documentation shall be preserved for property records.
12. It is the responsibility of the Finance and Administration Director to maintain a complete and accurate property register.

13. The property register will be maintained on an excel spreadsheet or a book and should have, amongst others, the following details:
 - 1) identification or serial number;
 - 2) acquisition date;
 - 3) description of asset;
 - 4) location;
 - 5) cost of acquisition;
 - 6) accumulated depreciation;
 - 7) net book value.

Property Steward

14. The Finance and Administration Director is assigned the role of the Property Steward and is responsible for the custody and care of the property of Pride Bhutan.
15. The Property Steward is responsible for the annual inventory and shall also ensure all employees adhere to the inventory procedures and attend all necessary inventory trainings to assist them with ensuring proper stewardship of inventoried items.
16. Property Steward is responsible for:
 - 1) establishing and enforcing inventory procedures for property assigned to an employee;
 - 2) ensuring property is accounted for at all times;
 - 3) ensuring that all employees attend inventory training;
 - 4) preparing annual property inventory reports based on the data in the property register.

Staff Custodial Accountability and Responsibility

17. Custodial responsibility for property vests with an employee accountable for the item as evidenced by the signature of acceptance affixed by the employee on a document.

Changes in Custodial Accountability and Responsibility

18. When the property is transferred to another employee, the employee last accountable for an item shall initiate changes in the property register pertaining to location and custodial responsibility.

Cost Recovery

19. An employee may be required to reimburse Pride Bhutan for lost, stolen or damaged items, if such loss, theft or damage was caused as a result of negligence of the employee.
20. An employee in custody of a property must report to the Property Steward of any loss, theft or damage to the property within 48 hours of its occurrence.

Employee Use

21. If an employee takes property out of the office premises, the employee assumes financial responsibility for the property, and if damaged, lost or stolen, will be required to reimburse Pride Bhutan.

Disposal of Property

22. No property of Pride Bhutan should be disposed of without a written authorization of the Board.
23. On the strength of a written authorization by the Board, the secretariat shall invite public bids for the sale of the property.
24. On receipt of minimum of three bids, the board should sit and determine the winning bid.
25. On conclusion of the sale to the winning bidder, the accountant shall prepare a journal to record the disposal and the bidder's indebtedness.
26. If the disposal is a cash sale, the Accountant should issue a cash receipt.

Chapter 3

Source, use, investment and management of funds

Fiscal Year

27. Fiscal year of Pride Bhutan commences on the 1st of January and ends on the 31st of December of every year and shall consist of twelve monthly accounting period.

Delegation of Financial Authority

28. The Board may, as it considers fit, delegate financial powers to the Executive Director with defined terms of accountability.

Source of Funds

29. Pride Bhutan's source of funds includes:
- 1) registration, membership fees and contributions of members;
 - 2) donations, voluntary contributions, grants, subsidies, financial assistance, bequests, other transfer of funds or property, whether public or private, from domestic and external sources;
 - 3) income from dividends, investments of resources, or sale and lease of property;
 - 4) fund raising activities.

Budget

30. The Finance and Administration Director shall:
- 1) develop guidelines for budgeting and forecasting;
 - 2) prepare the annual work plan and budget in consultation with the Executive Director and the Treasurer;
 - 3) preparing and maintaining a financial tracking tool.
31. Budget shall be allocated to the Secretariat, and as such the responsibility for administration of the budget shall vest with the Executive Director.
32. The roles and responsibilities of the Finance and Administration Director in the management of finances shall include the following:
- 1) administration of the budget, including preparation of financial reports;
 - 2) rendering assistance, guidance to the constituent units in matters of financial practices and monitoring their finance and accounting performances;

- 3) consolidating financial reports of the Secretariat and submitting those to the Executive Director and the Board.

Bank Accounts

33. Pride Bhutan shall maintain bank account(s) in its name with the proper cheque signing authority as prescribed in these Rules and Regulations.
34. All money shall be promptly banked into the designated bank account of Pride Bhutan.
35. No money shall be transferred to non-official accounts except for making legitimate payments.
36. Any cash the Secretariat receives shall be deposited in the bank within three working days.
37. The Accounts Officer may maintain a cash of Nu.20,000.00 (imprest money) for emergency purposes.

Cheque Signing Authority

38. The Executive Director and the Finance and Administration Director shall jointly sign on cheques of amounts up to Ngultrum Five hundred thousand.
39. The Executive Director and the Treasurer of the Board of Trustees shall sign on cheques of amounts more than Ngultrum five hundred thousand.

Payment and Receipts

40. No money shall be paid out of the Pride Bhutan account, except in pursuance of an approved appropriation.
41. All receipts and payments shall be supported with the necessary documents.
42. All financial transactions of Pride Bhutan shall be through cheque, except when members or other people and agencies pay the association in cash.
43. The Accounts Officer shall maintain monthly records containing total sums of money received and the total expenditures made, including the donations/gifts received in kind and their applications thereof.
44. No revenue received shall be retained to meet any other type of expenditure.

Book of Accounts

45. Pride Bhutan shall maintain a book of accounts in which all the details of the financial transactions of Pride Bhutan shall be entered.
46. All books of accounts and documents containing financial information shall be kept at the office at all times and shall be open for inspection by the Board and its members.
47. The details of any transaction entered in the Book of Accounts shall contain the reference number of the approval granted by the approving authority.
48. Any interest accrued from the banks shall be reflected in the Book of Accounts at the end of every month.
49. The Accounts Officer shall be the official responsible for the maintenance of the Book of Accounts.
50. The Chairperson, Board of Trustee, Executive Director, or the Auditor may inspect the Book of Accounts, at any time.

Procurement

51. Procurement procedures for goods and services shall be aimed at promoting effective and efficient use of money.
52. Pride Bhutan shall adhere to the following principles in its purchasing process:
 - 1) achieve economy and efficiency in the procurement of goods and services or the contracting of works; and
 - 2) ensure transparency in its procurement process.

Investment

53. The Board may, as permitted by the CSO Rules and Regulations 2019, invest idle funds of Pride Bhutan in potential income generating activities.
54. For the purpose of section 53 of these Regulations, the Board must rely on the advice of fund managers.

Annual Financial Statement

55. The Finance and Administration Director shall be responsible for preparing annual financial statements and work progress reports within the last three months of its financial year.
56. The annual financial statement shall be prepared in lines with the guidelines issued by the Civil Society Organization Authority.
57. The annual financial statements shall be audited by an independent auditor empaneled by the Royal Audit Authority.
58. The Executive Director shall submit the annual financial statements and work progress reports to the Board of Trustees for approval not later than the 31st of January.
59. The annual financial statements must be endorsed by the Board by the end of February.

Risk management

60. Board of Trustees shall ensure that Pride Bhutan maintains appropriate and adequate insurance coverage.
61. Ensure that the Board and employees understand the terms, conditions and limitations of the insurance coverage.

Loss of Money

62. If loss of money occurs, the officials in custody of the money shall be responsible, if they have not taken reasonable steps to prevent the loss.

Chapter 4

Conduct and operations of the Board

Board of Trustees

63. The Board of Trustees shall have the authority to determine matters provided by law, the Articles of Association and these Rules and Regulations, and to oversee the execution of duties by the Secretariat.

Delegation

64. The Board shall delegate responsibility for the day to day management of Pride Bhutan to the Secretariat.

Provided that the Board must retain its oversight function.

Provided further that the Board may withdraw or amend such delegated power by a written notice.

Duties

65. In addition to the duties provided by applicable laws and the Articles of Association, it is the duty of the Trustees to observe the following:
- 1) duty of loyalty to Pride Bhutan;
 - 2) examine documents made available and participate actively and diligently in meetings;
 - 3) declare, prior to any meeting, the existence of a particular reason or conflict of interest regarding the subject submitted to the decision of the Board and, therefore, refrain from discussing and voting; and
 - 4) to ensure the adoption of good governance practices.

Chairperson

66. Without prejudice to duties provided by the Articles of Association and the applicable laws in force, the Chairperson of the Board has the following duties:
- 1) ensure efficiency and good performance of the Board;
 - 2) ensure efficacy of follow-up and evaluation system;
 - 3) harmonize the Board activities with the interests of Pride Bhutan;
 - 4) organize and coordinate, in consultation with the Member-Secretary, the agenda of the meetings;
 - 5) coordinate the activities of Trustees;

- 6) ensure that Trustees receive timely and comprehensive information about the items included on the agenda of meetings;
- 7) propose to the Board, in consultation with the Executive Committees, the annual budget of the Board, including for the hiring of external professionals;
- 8) preside over the Board meetings.

Quorum

67. The quorum for a board meeting shall not be less than half of the total strength of the Board.
68. When there is a vacancy in the Board, the quorum of the meeting shall not be less than three members.
69. If there is a failure to achieve quorum within an hour of the scheduled time, the Chairperson shall call the meeting to order, announce the absence of quorum, and then entertain a motion to adjourn the meeting to a later date.

Meetings

70. The Board shall conduct an ordinary meeting every three months including the Annual General Meeting.
71. The Chairperson may call an extraordinary meeting, if:
 - 1) a written request is made by not less than one-third of the total number of its Trustees;
or
 - 2) the Chairperson considers it necessary.
72. The dates of the ordinary meetings will be scheduled in the annual calendar of Pride Bhutan.
73. The participation of a Trustee in a meeting is allowed, as necessary, by phone, videoconference, or other means of communication that can ensure the actual participation and the authenticity of the vote.
74. The meetings of the Board shall be chaired by the Chairperson or, in their absence, by the Secretary.
75. The Chairperson may, *suo moto* or at the request of any Trustee, call an employee of the Secretariat to attend a meeting and render clarification or information on the matters under analysis.

76. The proceedings of the Board meeting shall be confidential.

Provided that the resolutions of the meetings shall be made available to the members.

Notice of the meeting

77. The Member-Secretary shall serve the notice of the Board meeting at least two weeks in advance.

Minutes of the meeting

78. The Member-Secretary shall be responsible for the minutes of the meeting and ensure that the copies are sent to the members within ten days of the meeting.

79. All comments on the minutes of the meeting shall be sent to the Member-Secretary not later than ten days after the minutes have been circulated.

Provided that the minutes shall be considered adopted, where no comments are received.

80. Pursuant to section 79 of these Regulations, the Chairperson shall endorse the minutes of the meeting upon incorporation of the comments, if any.

Conflict of interest

81. If Trustees have a personal or fiduciary interest in any matter before the Board, and is present at a meeting of the Board at which any matter is the subject of consideration, those Trustees shall, as soon as they perceive a conflict of interest, declare such interest and shall not take part in any consideration or discussion of, or vote on any question relating to such matters.

82. A disclosure of interest made under section 81 of these Regulations shall be recorded in the minutes of the meeting at which it is made.

Voting

83. Each Trustee shall be entitled to one (1) vote at Board meetings.

84. Subject to the requirement stipulated in the Civil Society Organization Rules and Regulations 2017, any other matter before the Board shall be decided by a simple majority of the votes of members present.

Chapter 5 Miscellaneous

Annual General Meeting

85. Pride Bhutan shall hold an Annual General Meeting and the notice calling such meeting must specify the meeting as Annual General Meeting.
86. Every Annual General Meeting must be convened on or before the end of the fiscal year for transacting the following business, amongst others,:
 - 1) consideration of the annual financial statement;
 - 2) any other business proposed by a member within seven days prior to the date of the meeting.

Committees

87. The Board may establish Standing or Ad-hoc Committees considered necessary to conduct general or special functions of the Board.
88. A Committee shall be established on such terms and with such members as it considers necessary or expedient to assist the Board in the performance of its functions.
89. The Board may, at any time, discontinue or alter the constitution of a Committee.
90. The Board may revoke the appointment of any member of a Committee.
91. A member of a Committee may, at any time, resign by giving notice in writing to the Chairperson of the Board.

Amendment

92. The amendment of these Rules and Regulations by way of addition, variation, or repeal, may be effected only by the Board in accordance with the provisions of the Civil Society Rules and Regulations 2017.

Adoption

93. The Board of Trustees hereby adopts these Rules and Regulations as of the commencement date herein first mentioned.

Chairperson: Kencho Zangmo
(CID No. 11812001373)Treasurer:

Secretary: Karma Tenzin
(CID No. 11602001102)

Treasurer: Rinchen Wangmo
(CID No. 10907001161)

Trustee: Phurpa Lhamo
(CID No. 10705002665)

Trustee: Bishal Mongar
(CID No. 11310000554)

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