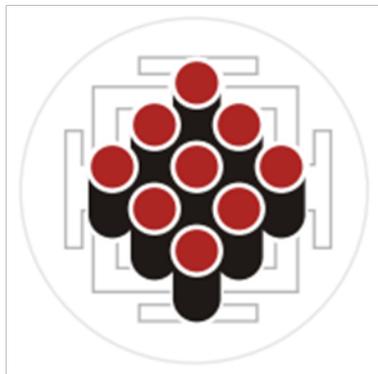


Articles of Association

(Amended 19th February 2014)



GNH CENTRE
Dewaling, Bumthang
Bhutan
(GNHCB)

ARTICLES OF ASSOCIATION

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GNH Centre Bhutan Preamble

The Gross National Happiness (GNH) Centre ~~for Happiness~~, hereinafter referred to as GNHCB or the Centre, is a tribute to His Majesty Jigme Singye Wangchuck, the Fourth Monarch of the Kingdom of Bhutan. It is founded to celebrate the philosophy of Gross National Happiness that was propounded by His Majesty soon after ascending the Throne in 1972 to guide the country on a sustainable path of holistic, human centred and inclusive development.

It is the aim of the Centre to offer to the Bhutanese citizens, young and old, and other fellow travellers, solace from the rigours of our stressful and often meaningless journey to reflect on the purpose of life so that we might find reason, inspiration and will to pursue a more meaningful and fulfilling life. It is founded with the desire to ensure that the vision of our philosopher king, given its timeless relevance beyond that of our deeply troubled world today, will thrive in the minds and hearts of all those who pass through the GNH Centre. It is set with the prayer that our contemplation and experience at the Centre will calm and motivate us to promote a safer, gentler, and happier world for ourselves and posterity, for society and for all sentient beings with whom we share our precious planet - fully mindful of the interdependence of all forms of life.

The Centre is built on the hope that not only Bhutanese, but all nations, will come to understand and realize the wisdom of GNH, its practicality and urgency so that humanity might choose to turn away from the mindless striving for unlimited wealth that is destroying family, community and the planet. It is created with the confidence that all human beings have the innate wisdom to define true wealth and prosperity, the pursuit of which will give rise to wellbeing and sustained happiness. All we need is time and space for contemplation away from the alluring sounds and illusions of the consumerist world of GDP.

Over the years, thanks to the noble endeavours of our beloved Druk Gyalpo Jigme Khesar Namgyel Wangchuck, and the relentless efforts of former Prime Minister, Jigmi Yoezer Thinley, there has been a universal acknowledgment of our small country's unique vision of Gross National Happiness as an inspiring model for the sustainability and flourishing of all life on our planet. As a desperate world yearns for a 'Post 2015 development agenda' to supplant the conventional linear, uni-dimensional, economic model, it has now become a moral imperative for Bhutan to provide a much-needed platform to advance this holistic vision of human progress.

His Majesty the King Jigme Khesar Namgyel Wangchuck has explained GNH as signifying *“development with Values...kindness, equality and humanity. GNH acts as our national conscience guiding us towards making wise decisions for a better future.our foremost priority will always remain the happiness and wellbeing of our people —including the generations to come after us”*.

While the whole country aspires to become a model of GNH ideals and practices, a designated facility is essential to demonstrate and deepen those ideals in practice. The GNHCB is to be a living, accessible microcosm of a happy planet fulfilling the timeless, universal human desire for happiness and providing the much needed space for the experience and dissemination of GNH values and knowledge.

Pursuant to these dreams and aspirations, and in keeping with Section 3 of the Civil Society Organizations Act of Bhutan 2007, the 19 Articles of Association of the Gross National Happiness Centre are laid down in the following pages.

These Articles outline the necessary inputs, human and material, including financial, as indeed, legal and institutional, to the setting up of the Centre and the arrangements that need to be made for the success and sustainability of this important facility.

Article 1: Establishment of the Centre

Whereas a vision needs a home, and a mission a space, a Gross National Happiness Centre has been established at Dewaling, Dingdingma, in the blue-pine valley of Choekor in Bumthang, the cultural heartland of Bhutan. It is a public service institution established under the aegis of the Civil Society Organizations Act of Bhutan 2007.

1. The name of the organisation shall be “Gross National Happiness Centre, Bhutan (GNHCB), Dewaling, Choekor, Bumthang. It shall be a Public Benefit Organization (PBO) covering the whole country and extending beyond the borders of Bhutan.
2. The Centre shall register itself as per section 22 of the Civil Society Organizations Act of Bhutan 2007.
3. The registered office of the Centre shall be located in Dewaling, Dingdingma, Choekor, Bumthang.
4. The Centre may establish branch offices or sub- centres in various parts of the Kingdom and countries outside Bhutan.
5. The name, emblem, badge, logo or any other insignia of the GNHCB are for the exclusive use of the Centre, unless authorised or rejected otherwise by the Board. The symbol or the logo of the Centre is explained in Rules and Regulations.
6. In accordance with the purpose, objectives, and scope of activities outlined in the subsequent sections of this Article, the Centre shall, under no circumstances, be used for any anti-GNH activities, political purposes, or promotion of business interests or union activities.
7. The Centre shall not discriminate on grounds of race, gender, religion, political opinion, or social standard, nor cause or impose any limitation arising from such differences.
8. The Centre shall serve the entire country and will also host foreign visitors and practitioners.
9. The Postal Address of the Centre is:
GNH Centre, **Bhutan**, Dewaling, Bumthang, P.O Jakar : Bhutan
Mobile: +975 17212121 (Executive Director’s numbers)
Email: gnh.centre@gmail.com
Website: www.gnhcentrebhutan.org

Office in Thimphu:

GNH Centre, **Bhutan**

Jaffa Commercial Bldg, 3rd Floor-Flat 302, Changlam, **GPO Box 443**, Thimphu : Bhutan

Tel: +975 2 321263/ 322354, Fax: +975 2 332275

Article 2: Purpose and Objectives

10. It shall be the endeavour of the Centre to manifest in living practice, Bhutan's unique holistic development philosophy of Gross National Happiness (GNH), which integrates equitable and sustainable socio-economic development with environmental conservation, cultural promotion, and good governance.

The Centre is not only important for Bhutan's own evolution, but is globally relevant in an era of boundless consumerism, rapid resource depletion & degradation, climate change, species extinction, widening socio-economic inequality, multiple crises, growing insecurity, instability and conflicts.

Bhutan stands at a crossroads, with its own citizens not immune from the destructive global trends. Massive rural-urban migration, especially among educated youth, threatens the viability of agriculture and the integrity of communities and villages. And the capital, Thimphu, is now witness to growing vehicular traffic, pollution, inequality, youth alienation, crime, substance abuse and suicide.

The Centre shall, inter alia, pursue the following goals:

- a) To offer a space from where individuals leave refreshed, invigorated, and empowered with inspiration and understanding of how to bring GNH principles, values, and practices fully and meaningfully into their daily lives and work. Going back to their own communities, they will be enthused and empowered to serve their families, neighbours, country and the world with genuine purpose, compassion and effectiveness.

In the words of former Prime Minister Jigmi Y. Thinley: "what we want...is nothing less than transformative — individuals...caring for others; contemplative as well as analytical in their understanding of the world;...knowing...and appreciating...that they are not separate from the natural world and from others; — in sum manifesting humanity in full".

- b) To launch Gross National Happiness in action. To this end, the Centre will embody and model the principles of GNH in every aspect of its design, functioning, activity, and human interaction, to show how GNH can practically permeate every aspect of the fabric of society. It will manifest simple and sustainable living in harmony with nature, dignity of work, the ancient wisdom traditions of Bhutan, creative expressions, and meaningful, warm, and respectful relations among participants and staff.
- c) To reflect GNH in practice, the Centre's design and programmes will manifest a deep commitment to and understanding of its surroundings and the particular place in which it is located. It shall offer programmes of various durations for participants to share and acquire relevant knowledge and skills.

11. To provide various facilities including, but not limited to, the following :

- a) Create a platform for global innovators, community leaders, and thinkers to come together and share experiences, good practices, and ideas on a sustainable development paradigm that can bring GNH into practice and on viable alternatives to some of the destructive practices currently threatening the planet;

- b) Provide space for national and international conferences not only as a source of earning for the Centre but to create healthy discussion platforms and forums;
- c) Welcome students and participants from within and outside Bhutan to study and experience GNH in practice;
- d) ~~To~~ Build a facility to accommodate over 300 participants with public spaces (dining hall, kitchen, store, bath houses, green house, cafe, etc.), conference hall, meditation areas, amphitheatre, administrative centre, gardens and vegetable farm etc. at Dewaling (comprising 46 acres at an altitude of 2,835 metres); and
- e) Support development of smaller GNH satellite units in the country and globally, which will also provide outreach for the GNH Centre.

Article 3: Areas of Operation and Programme

12. **The three objectives that** define the overall goals of all programmes and courses shall be:
 - a) Enabling participants to engage in a **transformative experiential process** through dialogue, introspection and self reflection leading to a deepening of their understanding of GNH philosophy, principles and values;
 - b) Enabling participants to have a **living experience** of GNH by living in, and co-creating a conducive environment fully aligned with GNH principles and values; and
 - c) Enabling participants to **implement GNH inspired projects** and practices in their families, communities, villages, businesses, organizations, societies and /or countries.
13. At the end of any programme, participants shall be ready to make concrete commitments on what they will actually do to put GNH into practice in their own families, communities, institutions, and workplaces after they leave the Centre. In short, every programme offering will have a bearing on the fabric of life and society; it is intended as an agent of concrete and practical change aimed at building GNH families, communities, institutions, workplaces, societies and nations, which in turn can transform the world in which we live. Thus, everything learned becomes an act of service to the larger world.
14. The following are **examples of programmes/courses** that may be offered on specific themes, but at the same time the interdependent dimensions of the various domains will always be emphasized:

Self transformation and development

- Keys to wellbeing and happiness
- Taming the mind and disciplining the body
- Mindfulness in everyday life and the world of interdependence
- Learning to smile – bringing happiness to others

Social Innovation and Change

- Morality and ethics of society
- Building relationships, revitalizing families, communities and society
- Extended family network as a natural and sustainable social security system
- Searching for and creating meaningful employment
- Rural-urban migration – wrong direction?
- Consumerism, market and wellbeing
- Creating economically viable social enterprises that strengthen communities and protect nature
- Good Governance
- GNH index: measuring what matters
- GNH Accounting and Valuation – Full-cost Accounting
- GNH in business

Education

- Educating for GNH
- Green Schools – the Eight Elements, and more
- Happy teachers to change the world
- GNH in Parenting
- GNH living and Lifelong learning
- Education in Universal Human Values

Meeting challenges of our time

- Dealing with relational failures, depression, substance abuse, suicide
- Finding solutions to student/youth delinquency, rising crime and violence

Ecology and preservation of the environment

- Organic Agriculture
- What is ecological foot print and why should we care
- Sustainable waste management and Energy & water conservation

15. Programmes shall be of several types/categories as:

- a) **Longer residential programmes:** These programmes will be project-based and action research-oriented and will enable participants to develop specific GNH related projects that they will commit to implementing in their families, communities, workplaces or organizations.
- b) **Medium length programmes:** (three days to two weeks): These will allow participants to have a transformative experience of GNH in everyday life and will give them the opportunity to reflect on ways to implement GNH values and practices in their personal life, their families, communities and society. Custom-made

programmes will meet the context-specific needs of the various groups of participants.

- c) **Short programmes:** (a few hours to three days): These programmes (suitable for short-duration visitors) will give participants a “first taste” of GNH, by introducing the basic concepts, values and practical tools, fostering dialogue and self-reflection and giving basic mindfulness and meditation instruction and practice.
- d) **Specific programmes**
- i. **Training the Trainer programmes** (Five to ten days): These will enable participants who want to become GNH ambassadors in their communities to learn:
- Effective presentation techniques,
 - Deepen understanding of the Four Pillars and Nine Domains of GNH and
 - Practise interactive learning and facilitation skills.
- ii. **Leadership programmes** (One week to several modules over one year): These will give the opportunity to the next generation of leaders to develop authentic and mindful leadership in addition to basic GNH concepts for an enlightened society through understanding and practice.
- iii. **Youth programmes:** (one week to one month): Although all programme will develop the following three basic qualities, the youth programmes will emphasize more specifically:
- a) **Sufficiency:** In contrast to the consumerist ethos of modern society, programmes will challenge the dominant assumption that ‘more’ production and consumption is necessarily ‘better’, encouraging participants to distinguish their actual needs from their limitless desires;
- b) **Empowerment:** Participants will leave the Centre feeling fully empowered to change their own lives and to build an enlightened society in their homes, communities, nation, and the world. We might even say that a core slogan will be “We Can Do It!” These youths will become our GNH ambassadors in their communities; and
- c) **Service:** The former Prime Minister remarked: “*A GNH-educated graduate will have no doubt that his or her true happiness derives only from contributing to the happiness of others.*” Participants will leave the Centre with a higher sense of compassion, altruism, community and mindfulness of the reality of interdependence.

Furthermore, activities particularly those that are consonant with both the unique assets of Dewaling and with the overall GNH-inspired goals of the Centre, shall include: contemplation and meditation; Yoga, Tai Chi and other body/mind practices; indigenous medicine; traditional Bhutanese sports; organic farm work, arts and crafts, creative artistic activities; nature observation and treks; recreation and relaxation.

Article 4: Membership

16. At any time, the GNH Centre Board may admit new members to the GNH Centre, both national and international, vary membership contributions, and define the respective rights and privileges of members.
17. The membership of the Centre shall comprise of :
 - a) **Members:** Bhutanese and international individuals from all walks of life and legal organizations shall be eligible for membership as general members provided they share a commitment to basic GNH values and principles and to the purposes of the GNH Centre as specified in these Articles of Association. Membership contributions or dues shall be applicable as specified by the Board from time to time. A separate rule governing the membership of international individuals shall be formulated and approved by the Board and General Assembly.
 - b) **Board Members:** Initial Board Members (Directors) shall comprise the following founding members and the Executive Director of the Centre. Other initial members shall be appointed by the founding members bearing in mind the national and international significance of the Centre:
 - i. HRH Ashi Kezang Choden Wangchuck - President
 - ii. Jigmi Y. Thinley - Chairman
 - iii. Thakur S. Powdyel - Director
 - iv. Tashi Ron Colman - Director
 - v. Saamdu Chetri (Executive Director and Secretary of the Board)
 - c) **Advisory Council Members:** There shall be an Advisory Council appointed by the Board **from within Bhutan and outside** to give counsel to the Board, both individually and collectively as may be appropriate, on any matter deemed important and relevant by the Board.
 - d) **Honorary Members:** The Board may offer representative status to external individuals or organisations in the capacity of advisors, trustees, patrons or in other appropriate capacities in order to honour their contribution to the Centre. Such honorary positions will not carry voting rights.

Article 5: Rights and Duties of Members

18. Membership rights and privileges are personal, non-transferable, and include the following rights and duties:
 - a) Attend all General Meetings, ie, Annual General Meetings (AGM) and Extraordinary General Meetings (EOGM);
 - b) Propose members for election or be elected to the GNHCB Board of Directors;
 - c) Call for General Meetings (if proposed in writing by 20 members or more);

- d) Express views and offer advice, including at the General Meetings;
 - e) Contest resolutions that are found to be contrary to the principles of the Centre or in conflict with these Articles of Association;
 - f) Request the inclusion of new points in the agenda of General Meetings (inclusion to be supported by a motion with a one-tenth show of hands of those present);
 - g) Recommend and submit proposals to improve activities of the Centre and ask for services and programmes to be provided by the Centre;
 - h) Vote at the annual general meetings and extraordinary general meetings;
 - i) Participate in all the meetings and events organized by the Centre, subject to and under conditions fixed by the Board and based on space availability;
 - j) Receive timely information on meetings and events and other activities of the Centre;
 - k) Comply with the decisions of the General Assembly and the Board;
 - l) Maintain membership by renewing it according to the specified timelines and conditions outlined in section 23; and
 - m) Respect and act in accordance with the goals, purposes, and objectives of the Centre and protect and promote its name and prestige.
19. Honorary Members will be given preferential right by the Board to attend all the meetings and events arranged by the Centre under certain conditions, without right to vote. They may set up office in the GNH Centre, subject to space availability.

Article 6: Conduct, Discipline and Termination of Membership

20. Rules that govern the conduct of members of the Centre are as follows:
- a) A Code of Conduct (CoC) regulating the conduct of members, that will subsequently become a part of the Rules and Regulations, shall become binding upon approval by ordinary resolution of the Annual General Meeting (AGM); and
 - b) The Code of Conduct may subsequently be revised and modified by the Board of Directors based on needs as may arise, subject to approval by the AGM.
21. Members may resign their membership at any time and shall cease to be members once the resignation letter is received in writing by the Executive Director of the GNH Centre.
22. GNH Centre membership can be terminated by the Board, if it is satisfied that the member has:
- a) Failed in any of the duties and responsibilities of a member as outlined in these Articles of Association and accompanying Rules and Regulations;
 - b) Misused any of the privileges of membership or the Centre's funds;
 - c) Passed away; and

- d) Ceased to fulfil any of the conditions for membership contained in the Articles of this document.

It should be noted that an ex-member or non-member may still apply for participation in any GNH Centre programme and avail himself or herself of the facilities of the Centre in accordance with its rules of admission and facility use, and subject to certain conditions of participation in Centre programmes and events:

- 23. The membership contribution shall be governed as follows:
 - a) Members shall make an annual contribution in accordance with the rates determined by the Board from time to time, and approved through an ordinary resolution;
 - b) Contributions shall be payable before the end of January of each year and shall be due at the end of December. Based on request and if found reasonable, the Board may extend the payable time to 31st March; and
 - c) For new members joining during any part of the year, the contributions shall be divided into four parts in proportion to the period of acquiring the membership.

Article 7: Convening of Meetings

- 24. Board meetings shall be conducted on an annual basis and as and when urgent matters are referred to the Board by the President. The Secretary shall serve at least one weeks' notice for normal Board meetings. If a Board Member is unable to be physically present at a Board meeting, the Board may make provisions for electronic participation by webinar, Skype conference or other means.
- 25. The GNH Centre shall hold its Annual General Meeting (AGM) between 1st March and 15th April of each year. Any other extraordinary General Meetings can be conducted at any time based on the request of members and as may be decided by the Board.
- 26. The General meeting shall comprise all Members of the Centre who fulfil all the membership obligations.
 - a) A notice of at least two weeks shall be served to all members before holding an AGM via the most convenient, efficient, and cost- effective means; e.g. use of social media, Internet, etc.
 - b) Inter alia, the AGM notice shall include the following details:
 - i. Venue, date and time of AGM;
 - ii. Draft agenda and proposed programme of AGM;
 - iii. Directives concerning nominations for the elections according to the provisions contained in these Articles of Association;
 - iv. Guidelines for submission of motions for discussion at the AGM; and
 - v. Any other relevant matter.

27. An Extraordinary General Meeting (EOGM) shall be called by the President of the Board or on request of at least 20 members providing for a notice period of 10 days. Any resolution at the EOGM shall be passed by a simple majority of the members present.

The Secretary shall inform through the process described above of the date of the EOGM as soon as such a meeting is approved or decided and such notice shall contain details of the matters for discussion.

28. Any issue of importance relating to the Centre may be deliberated upon during the EOGM.
29. The General Meeting holds the following powers under simple majority votes with the exception that b) and f) will require two-thirds of the votes from the members present, while g) requires two-thirds of votes from the Board Members:
- a) Election of directors to the Board;
 - b) Removal from office of the members of the Board;
 - c) Appointment of external evaluation and audit;
 - d) Approval of the audited accounts and balance sheet;
 - e) Approval of annual programme, budget and annual report;
 - f) Interpretation of, and amendment to, the Articles of Association, Rules and Regulations, and Code of Conduct; and
 - g) Dissolution and liquidation of the Centre.
30. The AGM shall consider the final accounts (statement of accounts and balance sheet) plans/programmes, budget, review of preceding AGM minutes, agenda of current AGM including any special business, motion for adjournment if required, and annual progress report, while all other businesses transacted at the AGM and/or EOGM shall be deemed special.
31. The quorum for AGM or EOGM shall be at least 20 members, excluding the Honorary and the Board Members.
32. The President of the Board shall preside over the Board and General Meetings. In her/his absence or as may be desired by the President, the Chairperson of the Board will preside over the meetings. In the absence of both, another Board Member nominated by the President shall preside.
33. Matters for inclusion in the agenda of the AGM, other than modification to the Articles of Association, may be submitted by any member and by the Board in writing to the Secretary at least one week before the AGM. Any consideration of modification to Articles of Association will require prior deliberation by the Board, the views of which shall automatically form a part of the AGM Agenda.
34. A resolution shall be passed through simple majority by a show of hands at any General Meeting unless a poll is requested by at least ten voting members or if it is so decided by the Chairperson.
35. Voting at the General Meeting can only be on matters that are reflected in the agenda. Abstentions shall be considered as void and shall not be considered in calculating a

majority. In the event of an even number of votes, the Chairperson may exercise his/her right and cast the deciding vote.

36. Each member present shall be entitled to one vote on each decision submitted to the AGM. Voting through unauthorised proxy and other forms of correspondence will not be permitted.
37. A member may authorise another member, in writing, to cast a vote on his/her behalf. One member actually present at the General Meeting shall have the right to only one proxy vote. Such authority must be submitted to the Secretary two days before the AGM.
38. The resolutions of the Board Meetings shall be made available to the members in a timely manner. All other proceedings of the Board shall be confidential and maintained in a dedicated book by the Executive Director who will be the ex-officio Secretary to the Board.

Article 8: Terms Of Appointment of Board Members

39. The Board shall consist of a minimum of eight members and maximum of ten. The candidature of the founding members of the Board and other members appointed by the founding members shall be approved by the Annual General Meeting for a term of three years.
40. The President of the Board shall always be a direct descendant of the progenitor of GNH, His Majesty the 4th King of Bhutan, and shall not be subject to term limits.
41. The Board shall elect a Chairperson during the initial stage of the Centre's development as desired by the founding President.
42. The Board shall elect a Treasurer from among its members.
43. A Board Member/Director shall be eligible for re-election.
44. The criteria for Board Members shall be as stated hereunder:
 - a) Believe in and uphold the principles of GNH;
 - b) Be knowledgeable in the application of the concept, values and principles of GNH;
 - c) Be a person who has contributed to the wellbeing of society; and
 - d) Be a person of high repute or distinction and must not be terminated from any office due to any misconduct, convicted for criminal offence, have substantial liabilities or tax arrears, or be otherwise disqualified by the law of the land.
45. A member of the Board may hold office for several terms so long as he/she is physically and mentally fit to hold such office, or as otherwise decided by the AGM.
46. A Board Member shall cease to hold the post if it is so decided by the AGM, or if he/she has abused power, resigned from the post, or misused office resources, and if he/she misses three consecutive meetings of the Board unless his/her explanation of absence is accepted

as justifiable by two-thirds of the Board Members. The Secretary shall submit to the President/Board the names of Board Members whose terms are due to expire.

47. A member who wishes to resign shall submit her/his resignation to the President who shall, upon acceptance, inform the AGM.
48. The Board shall nominate qualified candidates for appointment to the Board in accordance with the criteria listed above in section 44 and seek their confirmation at the AGM.
49. The Executive Director (ED) of the Centre shall be appointed by the Board. He/She shall also serve as Secretary to the Board and be appointed a full member on the Board.
50. The ED shall be appointed for a term of four years with eligibility for reappointment to subsequent terms of three years. The term of the first ED shall be five years.

Article 9: Functions and Responsibilities of the Board

51. The Members of the Board shall, individually and collectively, ensure and maintain the integrity and prestige of the GNH Centre. They shall maintain the highest standards of ethics, integrity and professionalism in discharging their duties.
52. The Board shall be responsible for:
 - a) Direction and supervision of the prudent management, investment and use of the assets and funds of the Centre;
 - b) Provision of on-going guidance, review and approval of policies, plans, programmes and procedures, subject to ratification by the AGM;
 - c) Ensuring the functioning of the Centre within the purpose and objectives outlined in these Articles of Association;
 - d) Appointment of the Executive Director of the Centre and holding him/her accountable for the day to day management of the Centre including empowering him or her to hire staff in accordance with Articles 11 Section 69; and
 - e) Appointment of an Auditor for confirmation by the AGM.
53. The Board shall approve the staffing structure and all staff positions for the Centre.
54. Appointments to senior posts shall be approved by the Board. All other staff of the Centre shall be recruited by the Executive Director in keeping with the Rules and Regulations governing the Centre's personnel administration.
55. Based on needs as may arise, the Board may establish, from time to time, sub-committees for various tasks with clear terms of reference for specified periods of time. The Chairperson of such sub-committees shall be appointed by the Board.
56. The Board will convene meetings in such manner and on such notice as prescribed under Article "Convening of Meetings", and as may be deemed necessary from time to time.
57. A majority of the Board Members shall constitute a quorum in any meeting.

58. The Board or its members shall not use the Centre or its name or resources for any political or individual gain whatsoever.
59. The Secretary shall prepare the Minutes of each meeting and circulate them in an efficient manner. He/she shall finalise the Minutes after receiving the Board Members' comments. The Minutes must be finalised and circulated to the Members of the Board in the final form within one month from the date of the meeting.
60. Following a Board meeting, the detailed Minutes shall be approved by the President and signed by the Chairman and the Secretary.

**Article 10:
Functions and Duties of the Secretariat**

61. The GNH Centre shall have a permanent Secretariat to carry out the day-to-day management of the Centre in full compliance with the purposes and objectives set out in these Articles of Association.
62. The Secretariat shall be responsible for the efficient and effective implementation of all decisions taken by the Board in respect of policies, programmes, finance, administration including the physical structures/estate(s) of the Centre. Where the Secretariat is in need of decisions/approvals that could/need not be obtained from the Board, it shall obtain these from the President who may delegate such authority to the Chairman. Such decisions, if they are of policy nature, shall be ratified by the Board at its subsequent meeting.
63. It shall be the responsibility of the Secretariat to compile the agenda, provide support in convening meetings, circulate/distribute minutes of the meetings and relevant documents, and maintain all proceedings and records of the Centre.
64. In accordance with the relevant Rules and Regulations of the Centre, the Secretariat shall maintain proper books of accounts and records, such as, but not limited to, income and expenditure statements, and balance sheets showing full assets and liabilities, along with proper documentation of all transactions including records of receipts where possible.
65. The records and accounts mentioned above shall be available for inspection and be audited annually.

**Article 11:
Duties of the Office Bearers**

66. The first President of the Centre shall be HRH Ashi Kezang Choden Wangchuck.
 - a) Her Royal Highness shall provide overall patronage and guidance to the Centre, and be its official representative on important and ceremonial occasions.

- b) All meetings of the Board, the AGMs and EOGMs shall be called by authority of Her Royal Highness, who may be pleased to grace or preside over all such meetings.
67. **The Chairperson** of the GNH Centre shall be elected by the Board of Directors for a five - year term. He/She shall preside over meetings of the Board when and if the President so desires or when the President is unable to attend.
- a) He/she shall guide the Secretariat closely on all substantive matters concerning the Centre and monitor the work of the Centre during its critical stage of establishment. On matters pertaining to financial investment, the Chairperson shall maintain close consultation with the treasurer and the Executive Director.
 - b) In consultation with the President, the Chairperson shall issue directives to the Secretariat from time to time, on behalf of the Board, as may be necessary.
 - c) The Chairperson shall represent the Centre at important events, seminars and conferences, or depute a Board Member or representative, to further the purposes of the Centre.
68. **The Treasurer** of the GNH Centre shall be appointed by the Board for a three-year term, renewable by the Board.
- a) The Treasurer shall oversee the finances of the GNH Centre, including fund raising and improvements in the accounting system and practices as required. He/she shall consult regularly with the Chairman and the Executive Director to ensure the financial health and probity of Centre's finances and attend all Board meetings;
 - b) He/She shall report regularly to the Board/President on financial matters and recommend actions to improve Centre's finances; and
 - c) He/She shall present the annual financial report, including both revenue and expenditure statements and balance sheet to the AGM, and consult as needed with auditors.
69. The **Executive Director** shall serve as the executive head of the GNH Centre Secretariat and discharge the following functions:
- a) Serve as Secretary to the Board;
 - b) Frame policies, rules and regulations for consideration by the Board and ensure their implementation upon approval;
 - c) Implement the decisions of the Board under the general guidance of the President and Chairperson;
 - d) Plan, execute, supervise and direct the operations of the Secretariat and its local and international chapters that may be established in the future in accord with the Articles of Association;
 - e) Recruit/hire, train and develop staff and discharge all personnel administration functions including evaluation, promotion, and dismissal of employees in accordance with prevailing rules and regulations;

- f) Stay well-informed on policies, development perspectives, and activities of government and of other development partners and NGOs relevant to the mandate of the Centre;
 - g) Keep the Board Members and the members of the Centre informed of the Secretariat's activities during their meetings and through timely electronic communication, including circulating the minutes of relevant meetings;
 - h) Maintain up-to-date database of membership and relevant contacts, including local partners;
 - i) Prepare and publish various reports on the activities of the Centre. He/She shall aid the Chairman in the preparation of the main annual report of the Centre for submission to the Board and consideration and approval by the AGM;
 - j) Resolve any difficulties, conflicts, and emergencies harmoniously, mindfully, discretely, without bias, with full integrity, and in the full interests of the GNH Centre and its mandate, within the framework of these Articles of Association and the accompanying Rules and Regulations in consultation with concerned parties;
 - k) Represent the Centre's mandate and objectives responsibly at important and relevant conferences, seminars, meetings, etc. as may be approved by the Board and where such attendance will serve the Centre's interests. He/She shall submit reports to the President and Chairperson on the outcomes and specific benefits to the Centre deriving from such representation;
 - l) Sign cheques in accordance with financial rules of the Centre; and
 - m) Sign all legally binding documents which shall bear the signature of the Executive Director as may be authorised by the Board.
70. **Other Officers:** The Board of the GNH Centre may also appoint other designated key officers, generally for a term of three years or lesser with the length of each subsequent term to be decided by the Board.

Article 12: Sources of Fund

71. The sources of fund for the Centre may be any or all of the following and the fund shall be utilized as per the provisions of the Articles of Association and Rules and Regulations of the Centre:
- a) Membership (annual and life-time) contributions, course and programme fees, participant payments for living costs, and other general contributions;
 - b) Donations, grants, subsidies, financial assistance, bequests and other transfers of funds or property from domestic or foreign sources, whether public or private, all of which shall be routed through an authorized financial institution of Bhutan; and
 - c) Dividends or income from investments and from the sale and lease of property.

72. International conferences and exchange of students and great minds may also become a source of income for the Centre.
73. Development of GNH satellite units and offices both in the country and globally may also bring financial resources to the Centre and the country as a result of programmes, materials, fund raising, and services rendered to these units by the GNH Centre.
74. In accord with these Articles of Association, any or all income and property, howsoever but legally derived, shall be applied solely to the promotion of GNH and the purposes and objectives of the Centre.

Article 13: Seal and Symbol

75. The Seal of the Centre shall be affixed by the Executive Director only on important instruments such as agreements, letters of authority, certificates, etc.
76. Members of the Centre may print the symbol of the GNH Centre on their letterheads and literature.
77. The meaning of the symbol shall be included with its pictorial design in the Rules and Regulations of the Centre and be registered as per the relevant laws.

Article 14: Book-keeping & Accounting

78. The Financial Year of the GNH Centre shall be from 1st January to 31st December of every year.
79. All procedures of book-keeping and accounting shall follow the Financial Rules of the Royal Government of Bhutan and be written accordingly into the Rules and Regulations of the GNH Centre and approved by the Board. In addition, the Centre shall:
 - a) Open necessary accounts for its Secretariat to be operated by the Executive Director/Centre;
 - b) All funds, contributions, donations, programme payments, expenditures for goods and services, and all other revenues and payments, shall be routed through the above stated accounts. The Centre shall continuously ensure adequate funds for the day-to-day operation of the Secretariat; and
 - c) All books and accounts maintained as necessary must exhibit a true, accurate, and fair view of the state of the Centre's affairs and fully explain the transactions and financial position of the Centre through proper recording of all transactions (revenues and expenditures), assets, and liabilities, including but not limited to:
 - i. sums of money received and expended by the Centre in respect of which such receipts and expenditures takes place, with invoices issued for payments due, receipts issued for revenues received, receipts systematically filed for

expenditures made, and a log properly maintained for all small transactions where receipts were not issued or received;

- ii. sales and purchases of goods and services; and
 - iii. the movement of assets and liabilities.
80. It shall be mandatory to keep the books of account for ten years at such a secure place as the Board deems fit, and the books shall, at all times, be open to inspection by the members of the Board and authorized agencies such as the Royal Audit Authority and CSO Authority.
81. The GNH Centre shall make full disclosure of financial information, including sources of funding, application for funds, audited accounts, and annual financial statements and balance sheets, during the AGM.

Article 15: Audit

82. The Centre's accounts shall be subject to annual auditing (or when deemed necessary) as determined or specified accordingly by the Board and by official bodies and authorities such as the CSO Authority, Royal Audit Authority, and Funding Agencies.
83. Auditors shall be appointed by the Board, based on set Terms of Reference, each year, for auditing the business of the Centre. The auditing shall be performed under the principles of expertise, integrity, justness and fairness, value for money, and as a performance rather than expenditure audit.

Article 16: Organisational Structure, Accountability, Reporting Responsibilities, and Decision-Making System

84. The GNH Centre's structure shall be as depicted in the diagram, as in Annexure I
85. Reporting, accountability, and decision-making shall follow the procedures specified in these Articles of Association and the accompanying Rules and Regulations, with reference to appropriate and best practices, and with efficient and effective processes that shall be put in place to ensure transparent, equitable, and high-quality delivery of services.
86. As defined and described in these Articles of Association, the annual AGMs, EOGMs, Board Meetings, and Management Committee Meetings at the Secretariat level will be regular features of Centre's operations to ensure its effective and professional functioning. Minutes of all such meetings, as well as those with key partners, will be maintained as a good practice for record-keeping, information sharing, transparency, and easy reference, and to ensure proper follow-up action to all decisions taken at meetings.
87. As defined and described in these Articles of Association, the major policy and decision-making function for the Centre shall be undertaken by the Board. As and when deemed

necessary, the President may call emergency / urgent / extra-ordinary Board meetings to discuss and make decisions on critical issues that affect the core activities of the Centre.

88. A clear line of communication and information sharing shall be maintained within the Secretariat and between/among the Board Members, Executive Director, Chairman and President to ensure openness, transparency, effective action, and a healthy and professional working atmosphere.

Article 17: Definition / Glossary

- a) **Authorities** mean appropriate institutions of the Kingdom of Bhutan.
- b) **Board Members** are the Board Directors, who are appointed by the AGM excluding the President, whose appointment shall be in accordance with Article 8, section 40 of the Articles of Association.
- c) **Centre** means the GNH Centre with the purpose and objectives as prescribed in the Articles of Association.
- d) **Chairman** means a **Board Member** elected to the post by the Board of Directors. It is a special one-time post created at the request of HRH the President for the establishment period.
- e) **Executive Director** means the person in charge of the day-to-day operations of the Centre, who also functions as Secretary to the Board.
- f) **Government** means the Royal Government of Bhutan.
- g) **GNHCB** means GNH Centre, Bhutan, developed in accordance with the Articles stipulated herein.
- h) **Members** mean all categories of individuals and organizations who have formally registered with the Centre.
- i) **President** means the President of the GNH Centre who is a member of the Royal Family and a direct descendent of His Majesty the 4th King of Bhutan.
- j) **Secretariat** means the staff and office of the Centre, which discharge the day-to-day administrative functions of the organisation and the running of the Centre and its programmes.
- k) **Sub-committee** means representatives of members assigned to carry out certain specified assignments as decided by the Centre.
- l) **Treasurer** means a member appointed by the Board for overseeing the financial health of the Centre in accordance with rules, norms and procedures.

**Article 18:
Dissolution and Liquidation**

89. The GNH Centre is established for the long-term benefit of the country and the world with the aim of contributing to the building of an enlightened and happy human society. Therefore, it shall prevail forever unless otherwise decided under conditions stated below.
90. Dissolution, liquidation or closure of the Centre shall be in accordance with the provisions laid down in Chapter 12, sections 136 to 150 of the CSO Rules and Regulations and as provisioned under the CSO Act 2007, sections 32, 33, 34, 82 and 86.

**Article 19:
Commencement Clause and Signatures of Board Members**

These Articles of Association, having come into force from **9th September 2012**, are amended on this day, the 19th of February, 2014. In affirmation hereunto, we the Board Members, whose names are listed below, do hereby affix our signatures:

HRH Ashi Kezang Choden Wangchuck,
President of the Board,
Motithang,
Thimphu, Bhutan.

ii. Jigmi Y. Thinley,
Chairman of the Board,
Thimphu, Bhutan. E-mail: Jigthin@gmail.com, Cell: 17123111

iii. Thakur S Powdyel, Thimphu, Bhutan
Director of the Board
E-mail: powdyel@gmail.com, Cell: 17113938

iv. Prof. Pema Gyalpo, Tokyo, Japan
Director of the Board
Email: Pema Gyalpo <kawalodi@yahoo.com> Tele:

v. Dasho Meghraj Gurung, Thimphu, Bhutan
Director of the Board
Email: meghraj@druknet.bt, Tele: 02 322642

vi. Lhatu Wangcuck, Thimphu, Bhutan
Director of the Board, Treasurer of the Centre
E-mail: lwangchuk@hotmail.com, Cell: 17601876

vii. Khenpo Sonam Bumden, Thimphu, Bhutan
Director of the Board
Email: sbumdhen@yahoo.com, Cell 77133333

viii. Dr. Saamdu Chetri, Secretary to the Board
Thimphu, Bhutan
E-mail: gnh.centre@gmail.com, Cell: 17212121 /Tel: 321263

Signature of the witness:

Name:

Legal STAMP
Signature

Occupation:

Address:

Date / Place:

Annexure 1: Structural Diagram for GNH Centre

