

**CONSTITUTION AND RULES OF PROCEDURE
FOR THE
BHUTAN ECOLOGICAL SOCIETY**



BHUTAN ECOLOGICAL SOCIETY

TABLE OF CONTENTS

ARTICLE 1: NAME..... 1

ARTICLE 2: DEFINITIONS 1

ARTICLE 3: STATUS..... 1

**ARTICLE 4: PURPOSE AND GEOGRAPHICAL AREA OF
OPERATION..... 1**

ARTICLE 5: HEADQUARTERS 2

ARTICLE 6: ROYAL PATRON..... 2

**ARTICLE 7: GOVERNANCE AND OPERATION OF THE
SOCIETY 2**

ARTICLE 8: SECRETARIAT 10

ARTICLE 9: MEMBERSHIP 11

ARTICLE 10: GENERAL MEETINGS..... 14

ARTICLE 11: FINANCES 16

**ARTICLE 12: INSOLVENCY AND DISSOLUTION OF THE
SOCIETY..... 18**

**ARTICLE 13: AMENDMENTS TO THE CONSTITUTION
AND/OR RULES OF PROCEDURE 18**

**ARTICLE 14: INTERPRETATION OF THE CONSTITUTION
AND/OR RULES OF PROCEDURE 19**

**ARTICLE 15: ENTRY INTO FORCE OF THIS CONSTITUTION
AND RULES OF PROCEDURE 19**

ARTICLE 1: NAME

The name of the Society herein constituted shall be “Bhutan Ecological Society”.

ARTICLE 2: DEFINITIONS

- 2.1 The term “Society” shall mean “Bhutan Ecological Society”.
- 2.2 Unless inconsistent with the context, the term “Board” shall mean the elected board of the Society.
- 2.3 The terms “majority approval” and “majority” shall mean a simple majority (i.e. 51% or more in favour), unless otherwise stated.
- 2.4 The term “consensus” shall mean approval by all (100%) persons.
- 2.5 The term “member” shall mean any person who has paid the membership fee for the current year.
- 2.6. The term “office-bearer” shall mean the President, Vice-President, Member Secretary and Treasurer of the Society.
- 2.7. Words imparting the masculine gender shall also mean the feminine gender and vice versa.

ARTICLE 3: STATUS

The Society shall be an independent, unincorporated, voluntary Society, which shall have the power, through its Board, to regulate its own affairs. The Society will continue to exist even if its members and office bearers change and will have the authority to function in its own name.

ARTICLE 4: PURPOSE AND GEOGRAPHICAL AREA OF OPERATION

- 4.1 The mission of the Bhutan Ecological Society is to provide:
 - a science and policy advisory to inform and guide policy makers, government and citizens on current and emerging environmental issues in Bhutan;

- a platform for promoting conservation research and sharing of ecological knowledge in Bhutan, through research symposia and conferences, the internationally peer-reviewed journal *Proceedings of BES*, and trainings and seminars; and
- a program to engage, educate and inspire youth and the public to discover nature and protect their natural environment.

4.2 The geographical area of operation of the Society shall be the whole of Bhutan.

ARTICLE 5: HEADQUARTERS

The Board shall decide where the Society will be hosted and any change to the address shall be made by the Board on passing a resolution at the Annual General Meeting.

ARTICLE 6: ROYAL PATRON

The Royal Patron will provide support and will help bring personal and global attention to the Society. The Patron will also confer the Jigme Singye Wangchuck Outstanding Environmental Stewardship Award every 2 years.

ARTICLE 7: GOVERNANCE AND OPERATION OF THE SOCIETY

7.1 The Society will function through Board Members. The structure of the Board will be as follows:

- 7.1.1 The Board shall consist of a President, a Vice-President, a Member Secretary, a Treasurer, and six (6) additional members, normally serving a term of three consecutive years.
- 7.1.2 The above posts shall be honorary ones. However, the Board may by consensus agree on the payment of an honorarium or other reasonable stipend to identified members of the Board who are deserving of such for special services rendered. All

amounts so paid shall be clearly identified in statements (see 11.3.1). Payment of any sort to any Board member in any year shall place no obligation on any succeeding Board to continue that practice.

- 7.1.3 All members of the Board shall be subject to the same rules, conditions, benefits and privileges of membership as other members of the Society (see 9.3 and 9.4). They must also be members in good standing of the Society.

7.2 Election of Board Members

- 7.2.1 There shall be no direct election of a President by the members of the Society. The President may serve for two consecutive terms (six years), if so decided by the Society. When a new President becomes due, the serving Vice-President shall automatically assume the Presidency.
- 7.2.2 There shall be no election of the committee members by the members of the Society. These committees will be formed and shall be appointed by the Board (see 7.7).
- 7.2.3 The members of the Board (with the exception of the President) shall be elected every third year from among the members of the Society.
- 7.2.4 Nominations may be submitted by members during the six weeks prior (but not later than two weeks prior) to the commencement of the Annual General Meeting.
- 7.2.5 If more nominations are received by the specified date than there are vacancies, the Member Secretary shall compile a list of nominees, and shall distribute this list to Society members at least two weeks prior to the Annual General Meeting.
- 7.2.6 The elected Vice-President, Member Secretary and Treasurer shall be the nominees who receive the most votes specifically for these offices. The six (6) additional members (see 7.1.1) shall be elected from the remaining nominees. In the event of two or more nominees receiving the same number of votes, the final decision

shall be taken by a majority vote of those members present at the Annual General Meeting.

7.2.7 The names of the members of the incoming Board shall be announced at the Annual General Meeting.

7.2.8 The incoming Board shall assume office within two months of its election.

7.3 Powers and Duties of the Board

7.3.1 The Board shall direct and manage all the affairs of the Society and shall, within the constraints of this Constitution, do what it considers to be conducive to the interests of good management and the furtherance of the Society's objectives.

7.3.2 Without limiting the above general powers, the Board shall:

- convene meetings;
- keep minutes of all Board meetings, which minutes shall be made available to members on request and to the Society's auditors;
- acquire and dispose of, hold, and have custody and control of the funds and other movable assets of the Society;
- open banking, savings and investment accounts in the name of the Society, which shall be operated under the signatures of one or more members and/or a secretariat approved and appointed by the Board;
- meet as often as is necessary for the management of the Society's affairs;
- be responsible for publication of the official journal and news bulletin of the Society, and any other literature which the Society deems to be in the interests of the Society.

- 7.3.3 To achieve the above, the Board may appoint a full-time secretariat, depending on the availability of funds.
- 7.3.4 In addition, the Board will:
- appoint committees, determine their terms of reference, and dissolve any such committees (see 7.7);
 - make, confirm, vary or terminate agreements with any other person, body or society of persons for the furtherance of the objectives of the Society;
 - nominate representatives of the Society to other organizations or committees.
- 7.3.5 The Board shall, as far as is possible, conduct its business by electronic mail (e-mail) and/or post but, in the event of a written request for a meeting signed by two or more members of the Board, the Member Secretary shall convene a meeting within thirty (30) days of receipt of such written request.
- 7.3.6 The Member Secretary or appointed secretariat shall give notice of meetings of the Board in writing to the Board members. The agenda for the meeting shall accompany such notice. Other documentation relevant to the agenda (e.g., minutes of previous meetings) shall be made available at a reasonable time before the meeting.
- 7.3.7 Any seven (7) members of the Board, including at least two (2) office bearers, shall constitute a quorum for any Board meeting, and decisions shall be made by majority vote.
- 7.3.8 Meetings of the Board shall be chaired by the President and in his absence by the Vice-President.
- 7.3.9 The chairman of any meeting of the Board shall have both a deliberative and a casting vote.

7.3.10 The Board shall have the power to co-opt any persons, whether members of the Society or not, for specific reasons which are in the interests of the Society (e.g., a secretariat). Such co-opted members shall not have the power to vote at Board meetings.

7.3.11 The Board may agree to reimburse the costs of attendance of its meetings by members, especially in the case of those members who must travel to the meeting from outside the headquarter centre. Costs incurred in this regard shall be shown in the Society's annual audited financial statement.

7.4 Duties of Office-Bearers

7.4.1 The President shall:

- preside at all meetings of the Board and the Society at which he is present;
- annually, at the General Meeting, submit a report of the Society's activities over the past year.

7.4.2 The Vice-President shall:

- in the absence of the President, preside over meetings of the Board and the Society;
- in the absence of the President, submit the President's annual report at the Annual General Meeting.

7.4.3 The Member Secretary shall:

- have charge of and be responsible for the Society's official records and minutes;
- record the minutes of all meetings of the Board and of the Society, which shall be made available to members on request;
- conduct and record the correspondence of the Society in consultation with members of the Board

as appropriate;

- maintain a record of all members of the Society;
- arrange and/or give notice of all meetings of the Board and the Society.

7.4.4 The Treasurer shall:

- collect all dues and other funds of the Society and maintain accurate accounts of such funds;
- disburse Society funds;
- notify members of fees due to the Society;
- provide a budget and statement of financial condition annually to the Board, within one month of the close of the financial year;
- present a report on the Society's current budget and financial condition at each Board Meeting;
- under direction of the Board, supervise Society investments and buy, sell, assign, and transfer securities for this purpose;
- prepare and have audited a statement of income and expenditures for the previous financial year;
- present the provisional annual awaited statement of income and expenditures at the Annual General Meeting.

7.5 With approval of the Board, Office-Bearers may transfer their specified assigned duties, from time to time, to other members of the Board or to the Society's Secretariat.

7.6 By majority vote of the Board, members of the Board may be terminated prior to completion of their term if they miss three consecutive board meetings or are otherwise deemed as not contributing to the activities and purpose of the Board.

7.7 Committees and Task Groups of the Board

- 7.7.1 The Board shall appoint committees for the general functioning of the Society. Committees may include, but are not limited to: Science and Policy, Outreach and Education, Publications, Universities Liaison and Awards.
- 7.7.2 The President shall appoint chairs of all committees with endorsement from the Board. Committee terms of service are 2 years with possibility of renewal, but the incoming President must reappoint the chairs.
- 7.7.3 The Board shall nominate additional committee members from the general members. The Board may also decide by majority vote to early terminate individual committee members' terms of service, if a committee member's performance is deemed unsatisfactory.

7.8 Charges of the Committees

- 7.8.1 Science and Policy Committee: As required, this committee will deliberate, research, and provide science and policy recommendations to the Government and allied partners. The Science and Policy Committee in particular shall:
- propose topics and, with the approval or at the direction of the Board, commission research and papers informing and leading to formal statements of the Society on science-related policy issues,
 - review and commission relevant trainings and panel discussions,
 - evaluate issues, recommend research and positions, and propose Society actions on issues related to environment and policy where the scientific or management expertise of the Society may be of value, and
 - develop informational materials that are consonant

with the aims of the Society. Such informational materials must be approved by the Board before release or publication.

- 7.8.2 Outreach and Education Committee: This committee will be responsible for developing the Society's outreach and education programs, including public awareness campaigns, school competitions, and programs with school nature clubs.
- 7.8.3 Publications Committee: This committee will be responsible for publication of the Society's journal and news bulletin.
- 7.8.4 Universities Liaison Committee: This committee will serve as an active link between university faculty and students, and the Society, to support trainings, university research, and other programs promoting capacity-building and education of young conservation leaders.
- 7.8.5 Awards Committee: This committee shall establish awards in order to recognize the contributions of individuals and organizations towards environmental conservation. Once every 2 years, a major meeting will be convened during which the Patron of the Society will confer the Jigme Singye Wangchuck Outstanding Environmental Stewardship Award to deserving individuals. This Committee shall:
- propose nominees for awards to the Board in time for approval by the Board before awards are conferred;
 - propose new awards to the Board;
 - propose potential sources of funds for such awards.
- 7.9 The Board shall have the power to create any other permanent or ad hoc committee or task group, consisting of persons who need not necessarily be members of the Society, to deal with such matters as occasion may demand. Such ad hoc groups shall be specifically

tasked, and their Chairmen and terms of reference shall be appointed by the Board.

7.10 Committees and task groups will report directly to the Board unless otherwise instructed by the Board.

ARTICLE 8: SECRETARIAT

The Society shall have a Secretariat at its official address to carry out its day-to-day administrative functions and shall formulate rules and procedures from time to time for proper functioning of the Secretariat.

8.1 The Board shall:

- select and appoint the Secretariat in accordance with fair and objective hiring practices;
- approve the Secretariat's duties and responsibilities and fix remunerations and terms on a renewal basis by a simple majority of the Board.

8.2 Employee Recruitment and Selection

8.2.1 The Society shall advertise Board-approved vacant positions through media with sufficient time of at least 1 week for registration.

8.2.2 The vacancy announcement shall clearly define the eligibility criteria set up by the Board.

8.2.3 Short-listing of candidates will be based on criteria set by the Board for the advertised positions.

8.2.4 Depending on requirements of the announced post announced, candidates may undergo a written exam subsequently followed by a mandatory panel interview. The Interview Committee will comprise both Board and Secretariat members.

8.2.5 Successful candidates will be notified via the Society website.

ARTICLE 9: MEMBERSHIP

9.1 Membership Categories: Membership of the Society shall be open to all interested Bhutanese and international personnel and institutions from all regions. The membership fee for national and international members may be different, as decided by the Board. There shall be five categories of membership: Platinum, Golden, General, Student, and Institutional/Corporate.

- Platinum Membership shall be conferred to an individual upon payment of an annual membership fee, for which amount shall be determined by the Board. This membership category would be the most prestigious and would pay the highest individual annual membership fees. At the time of bestowal, the Society may, if it so wishes, present the member with a certificate and/or gift as deemed appropriate on a case-by-case basis.
- Golden Membership shall be conferred to an individual upon payment of annual membership fee higher than other members, but less than the Platinum membership fee, as determined by the Board. At the time of bestowal, the Society may, if it so wishes, present the member with a certificate and/or gift as deemed appropriate on a case-by-case basis.
- General Membership shall be open to all Bhutanese citizens and international scientists and others, conditional on payment of an annual membership fee, which amount shall be determined by the Board.
- Student Membership shall be open to bonafide full- or part-time (not earning a salary) registered students interested in the objectives of the Society, conditional on payment of an annual membership fee, which amount shall be determined by the Board.
- Institutional/Corporate Membership shall be open to institutions and corporations interested in supporting the

mission and activities of the Society, conditional on payment of an annual membership fee, which amount shall be determined by the Board. At the time of bestowal, the Society may, if it so wishes, present the institution/ corporation with a certificate and/or gift as deemed appropriate on a case-by-case basis. Institutional/ Corporate members are NOT eligible for office and do NOT qualify to vote.

9.2 Application for Membership

- 9.2.1 Application for any category of membership shall be made upon the prescribed form, which should be submitted to the responsible Member Secretary or Secretariat.
- 9.2.2 There shall be no reduction in annual membership fee for new members applying after the commencement of a new financial year (see 11.1). Such new members will, however, receive all publications for that specific year.
- 9.2.3 The Board shall have the right to refuse any application for membership.
- 9.2.4 Application for membership shall be deemed to be an acknowledgement of adherence to this Constitution and all amendments theretofore.

9.3 Membership Fees

- 9.3.1 The Board shall determine the annual membership fee for each membership category.
- 9.3.2 Annual membership fee shall be due at the onset of each new financial year (see 11.1). Members whose annual dues remain unpaid after March 31 of the financial year shall automatically forfeit their annual membership and all rights thereof, provided a reasonable attempt has been made during the interim period to remind such members that their dues remain outstanding.
- 9.3.3 All members of the Board will be required to pay the annual membership fee.

9.4 Privileges of Members

9.4.1 All members shall be entitled access to the Society's online publication (Proceedings of BES), all Society announcements and notices, and the BES News Bulletin. Any other material produced or published for sale by the Society shall be offered to members.

9.4.2 All members, except for Institutional/Corporate members, shall have the power to vote at the Annual General Meeting of the Society. Each member shall be entitled to one vote.

9.5 Conduct of Members and Secretariat

9.5.1 The Board shall be fully empowered and authorized to take any disciplinary action as it may deem advisable or necessary against any member or secretariat of the Society for breach of any of the conditions of this Constitution and/or any rules, regulations or by-laws framed there under, or for any breach of etiquette or other unconstitutional activity which, in the opinion of the Board, may be detrimental to the unity, harmony, interest and well-being of the Society. Such disciplinary action shall take the form of suspension of membership, or expulsion from the Society, or other suitable action which, at the discretion of the Board, is appropriate to the circumstances. The Board may also, in its absolute discretion, have notice of any such disciplinary action and the full reasons for it published in the BES news bulletin.

9.5.2 Any member so disciplined (see 9.5.1) shall have the right to appeal to the Society at the next Annual General Meeting (see 9.5.3) provided that at least one month notice of such an appeal is given in writing to the Member Secretary. The notice shall be distributed to members attending the meeting.

9.5.3 Having allowed sufficient time for both parties to

explain their positions and actions at such a meeting, the Chairman of the meeting shall institute the following procedures:

- A majority vote shall be taken on whether the members present are of the opinion that Board's decisions and/or actions should stand or be revoked;
- A vote in favour of revoking the Board's decisions and/or actions shall result in the immediate restoration of all rights of membership to the member concerned. Revocation of the Board's decisions and/or actions shall not, in such instances, be automatically deemed as a vote of no confidence in the Board.

ARTICLE 10: GENERAL MEETINGS

10.1 Annual General Meetings

10.1.1 The Annual General Meeting (AGM) of the Society shall be held yearly at a venue to be decided upon by the Board. At this meeting the office-bearers shall present their annual reports, and any such business as may be necessary shall be conducted. A new Board shall be elected every third year during the AGM.

10.1.2 Notice of date, time and place of the AGM and the agenda thereof shall be dispatched to all members not less than twenty one (21) days before the date of the meeting.

10.1.3 The business of the AGM shall be:

- to read and confirm the minutes of the last AGM;
- to hear the report of the President and other office-bearers of the Society;
- to receive a provisional statement of the financial position of the Society as of the end of the

last calendar month preceding the meeting;

- to consider and vote upon any proposed amendment to the Constitution for which due notice has been given;
- to elect a new Board, if applicable, in accordance with clause 7.2;
- to consider and, if necessary, vote upon any other business for which it is competent to do so.

10.1.4 Board may agree to reimburse the actual costs of attendance at AGMs by the Society's office-bearers. Costs incurred in this regard shall be shown in the Society's annual audited financial statement.

10.2 Special General Meetings

10.2.1 A Special General Meeting may be called by the Board on such date and at such place as it considers it necessary to do so.

10.2.2 A Special General Meeting shall be competent to deal only with the particular business of which due notice has been given.

10.2.3 The quorum for any Special General Meeting shall be twenty (20) voting members in good standing.

10.2.4 In the absence of a quorum at a Special General Meeting, the meeting shall be deemed cancelled.

10.3 Conduct of General Meetings

10.3.1 An accidental omission to give notice to a member of any General Meeting, or the non-receipt of notice of a General Meeting by any member, shall not invalidate or otherwise affect the meeting or any resolution taken at it.

10.3.2 The Chairman for a General Meeting shall be the President of the Society, or another member of the Board, as designated by the President.

10.3.3 The quorum for any General Meeting shall be twenty (20) voting members in good standing.

10.3.4 In the absence of a quorum within thirty (30) minutes of the scheduled time for the start of the meeting, such meeting shall stand adjourned to the same time fourteen (14) days later at the Society's headquarters, whereupon those members then present shall be deemed to form a quorum.

10.4 Voting Procedures at General Meetings

10.4.1 Voting shall be by a show of hands, unless a majority of members present and entitled to vote requests that it be carried out by secret ballot.

10.4.2 A member (see 9.4.2) may vote by signed proxy, but no member present at a General Meeting may hold more than two (2) proxies. Members in possession of proxies shall supply the Member Secretary with written proof of such accreditation prior to commencement of the meeting.

10.4.3 An Institutional/Corporate member shall not be entitled to vote. Only representatives who are themselves members of the Society will be entitled to vote.

10.4.4 Except where otherwise specifically laid down in this Constitution, a majority vote shall be decisive.

10.4.5 The Chairman at a General Meeting shall have both a deliberate and a casting vote.

10.4.6 The Chairman's declaration of the results of a vote shall be binding, unless a recount of votes is immediately requested by at least three members present.

ARTICLE 11: FINANCES

11.1 Financial Year

11.1.1 The Society's financial year will coincide with the

calendar year (i.e., January 1 to December 31).

11.1.2 Annual membership fees shall be payable in the first quarter of each new financial year (i.e., January 1 to March 31)

11.2 Financial Management and Source of Funds: In order to fulfill the Society's objectives and scope of activities, the source of funds may be from any or all of the following and shall be used as per the Civil Society Organisations Act:

- Donations, grants, subsidies, financial assistance, bequests and other transfers of funds or other property from domestic or foreign sources; and
- Dividends or income from investments and from the sale and lease of the Society's property or income from any other activity established by the Society after due information and approval from the CSO Authority.

11.3 Books of Account

11.3.1 The Board shall keep proper books of account, under supervision and control of the Treasurer, recording:

- all money received and expended by the Society and the nature of the receipts and expenditures;
- all assets and liabilities of the Society;
- any other matters specified by the Constitution and/or Rules of Procedure, or by the Board, or by resolution of members of the Society at a General Meeting.

11.4 Auditors to the Society: The Board shall appoint an official auditor, and thereafter Annual General Meetings shall renew the appointment, or appoint another official auditor to the Society. Such financial auditor (person or company) shall have no vested interests in the Society.

ARTICLE 12: INSOLVENCY AND DISSOLUTION OF THE SOCIETY

12.1 Insolvency and Dissolution: The Society will continue to exist until dissolved, on recommendation of the Board, by a two-thirds majority of members present at a Special General Meeting of the Society duly constituted for this purpose. Dissolution will be governed by sections 81-86 of the CSO Act, 2007.

12.2 Disposal of Assets

12.2.1 If, upon the dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the Society but shall be transferred to some other company or society, nominated at the discretion of the Board.

12.2.2 The liquidation process of the Society shall be done as per sections 90 and 91 of the CSO Act, 2007.

12.2.3 If at the time of transfer of any remaining assets, the nominated company or society is unable or declines to accept the assets, the assets shall be transferred at the discretion of a court on application by the Society.

12.2.4 The assets of the Society will be the property of the Society and the office bearers and/or members will have no right in or to the property of the Society except for the expectation of reimbursement of reasonable expenses incurred on behalf of the Society.

ARTICLE 13: AMENDMENTS TO THE CONSTITUTION AND/OR RULES OF PROCEDURE

13.1 No amendment of, or addition to, this Constitution and Rules of Procedure shall be made except at a General Meeting, notice of which shall have been given in terms of Clause 9.

13.2 Any proposal to amend or add to this Constitution and Rules of Procedure shall be made in writing, and shall be signed by both

the proposer and the seconder. Such proposals shall reach the Member Secretary not less than six (6) weeks before a scheduled Annual General Meeting.

13.3 Any such amendment or addition shall be passed only if at least two-thirds of the members entitled to vote, who are present or represented by proxy at the General Meeting, vote in favour thereof.

13.4 The President shall affix his signature to every approved amendment to this Constitution made on the master copy thereof, and thereafter contained in the Society's official records.

ARTICLE 14: INTERPRETATION OF THE CONSTITUTION AND/OR RULES OF PROCEDURE

14.1 In case of doubt as to the strict meaning or interpretation of any rule, procedure or principle of the Constitution and Rules of Procedure of the Society, the interpretation of the Board shall be binding upon members until the next Annual General Meeting when, if so desired, the matter may be referred to the members present for the interpretive decision of the majority.

ARTICLE 15: ENTRY INTO FORCE OF THIS CONSTITUTION AND RULES OF PROCEDURE

This Constitution, being a revision and update of the previous Constitution and embodying all principles of the founding Constitution, entered into force on (Day)..... (Month) 2014 at the Society's 2014 Annual General Meeting.

Dasho Paljor J. Dorji

Dr. Nawang Norbu

.....
(President)

.....
(Vice-President)

Tshering Tempa

.....
(Member Secretary)

Kinley Dem

.....
(Treasurer)

Dr. Tashi Samdup

.....
(Board Member)

Kuenzang Gyeltshen

.....
(Board Member)

Phuntsho Namgyal

.....
(Board Member)

Ugen Choden

.....
(Board Member)

Tshering Dorji

.....
(Program Coordinator)