

BHUTAN AUSTRALIA ALUMNI ASSOCIATION ARTICLES OF ASSOCIATION

Article 1

Name and Organization

Name

- 1.1 The name of this association is “Bhutan Australia Alumni Association”.
This Association is an unregistered nonprofit association.

Article 2

Purpose, Objectives and Scope

Purpose

- 2.1 The Association has been established to foster enduring links between Bhutan and Australia. The Association will also facilitate ongoing exchange of knowledge and continuing friendships amongst alumni.

Objectives

- 2.2 The objectives of the Association are, inter alia, to:
- (i) facilitate and promote links between Australia and Bhutan at an individual, group or institutional level;
 - (ii) foster friendship and promote networking of Association members;
 - (iii) create an environment for sharing and exchanging ideas, knowledge and information amongst Association members;
 - (iv) celebrate/recognize alumni achievements;
 - (v) support alumni engagement and communities of practice;
 - (vi) cultivate alumni leadership;
 - (vii) support and promote public diplomacy.

Scope

- 2.3 The scope of activities of the Association shall comprise any activities that contribute to the achievement of the Association’s purpose and objectives, and may include, without limitation:
- (i) promotional activities;
 - (ii) social activities;
 - (iii) participation in official visits and delegations;
 - (iv) mentoring activities - for Bhutanese students studying or who wish to study in Australia;
 - (v) reintegration activities for returning students/alumni;
 - (vi) programs that develop and promote the educational, cultural, and vocational relationship between Australia and Bhutan;
 - (vii) professional and research activities;

- (viii) fundraising activities; and
- (ix) engaging in any and all lawful activities that may be incidental or reasonably necessary to achieve the purposes of the Association.

Article 3

Office and Duration

Office

3.1 The office of the Association shall be located at:

Australia Awards – Bhutan office
Karsang Building No. 4, Room 204
Choeten Lam
Thimphu 11001
Bhutan

or at such place as the Association may from time to time determine, or as the business of the Association may require.

Duration

3.2 The duration of the Association shall be perpetual. The death, removal, or resignation of any member of the Association shall not result in the dissolution of the Association.

Article 4

Organizational Structure and Membership

Organizational Structure

4.1 The Association shall have the organizational structure as given in Annexure 1.

Membership

4.2 The Association shall consist of individuals and groups dedicated to the achievement, promotion and advancement of the purposes of this Association through sharing and utilization of the knowledge, information and ideas of the members.

Membership Categories

Regular Member

4.3 A person qualifies to be a regular member of the Association if that person has studied in Australia at any Australian Government approved and registered Australian education institution (through Australian Government

funding or otherwise). Regular members are entitled to vote at General Meetings.

Honorary Member

4.4 A person or entity qualifies to be an honorary member of the Association if that person or entity has been granted membership by the Executive Committee in recognition of their past, present or affirmed contribution to the Association. Honorary members are not entitled to vote at General Meetings.

4.5 The Association does not discriminate on the basis of race, color, sex, age, religious affiliation, physical condition, national origin, or other personal factors.

Membership Fee

4.6 Membership of the Association becomes effective upon the payment of an annual membership fee.

4.7 The annual membership fee is determined at a General Meeting of the Association.

Disqualification of Membership

4.8 A person shall be disqualified and discontinued to be a member of the Association if he/she:

- (i) is involved in acts contradictory to the objectives and interests of the Association as determined by the Executive Committee in its absolute discretion;
- (ii) is convicted by a court of law; or
- (iii) has failed to renew membership.

Article 5

Executive Committee

Election

5.1 The regular members shall, in the General Meeting, elect an Executive Committee to be the governing body of the Association and as such, be responsible for the operations and functions of the Association in accordance with this Articles of Association.

5.2 The Executive Committee shall carry out the day-to-day administrative functions of the Association and shall formulate rules and procedures from time to time for proper functioning of the Association.

5.3 The Executive Committee members may be elected after every two years by nomination and a majority vote of at least a quorum of the Association.

Composition

5.4 The Executive Committee shall consist of nine members including a Chairperson, a Secretary and a Treasurer.

5.5 The members of the Executive Committee shall be nominated from the regular members of the Association.

5.6 The Chairperson, Secretary and Treasurer shall be elected from amongst the Executive Committee by members of the Executive Committee.

Term

5.7 The Chairpersonship shall rotate annually amongst the Executive Committee members.

5.8 The Committee members shall serve for a term of two years from the date of election and be eligible for re-election.

Powers and responsibilities of the Executive Committee

5.9 The Executive Committee shall:

- (i) direct and manage the affairs of the Association in accordance with the objectives and purposes of the Association;
- (ii) perform all such functions of the Association other than those functions that are required by this Articles of Association, as resolved in the General Meeting;
- (iii) convene meetings of the Association in such manner and on such notice as deemed fit, from time to time; and
- (iv) perform all such acts and do all such things as deemed necessary by the Executive Committee for the proper management of the affairs of the Association.

Duties of the Chairperson

5.10 The Chairperson shall preside over all meetings of the Association and shall see that all decisions and resolutions of the meetings are carried into effect. In the absence of the Chairperson, the Secretary or the Treasurer shall chair a meeting.

Duties of the Secretary

5.11 The roles and responsibilities of the Secretary of the Association shall be:

- (i) to coordinate, organize, arrange and attend all sessions and meetings of the Association and meetings of the Executive Committee;
- (ii) to record the minutes of all sessions and meetings of the Association and of the Executive Committee, and accordingly distribute the minutes to the members for information and implementation. The minutes of all the meetings and sessions shall be signed by the Chairperson and the Secretary of the Association;
- (iii) to keep a record of all appointments of the members to the Executive Committee;
- (iv) to follow up on the implementation of the resolutions passed during any sessions or meetings;
- (v) to perform similar duties as that of the Executive Committee members, when required;
- (vi) to give, or cause to be given, notice of all meetings of the Association and of the Executive Committee;
- (vii) to compile and maintain a complete register of members, their last known postal addresses, email addresses and telephone contacts. This shall be the register to determine voting rights at General Meetings;
- (viii) any other duties that may be assigned and prescribed by the Executive Committee from time to time.

Duties of the Treasurer

5.12 The roles and responsibilities of the Treasurer of the Association shall be:

- (i) to have the custody of all funds, and keep full and accurate records of receipts and disbursements, of the Association;
- (ii) to deposit all moneys and other valuable effects of the Association in such depositories as may be designated by the Executive Committee;
- (iii) to disburse funds of the Association as ordered by the Executive Committee, taking proper receipts for such disbursements;
- (iv) to render an account of all the transactions and the financial condition of the Association to the Chairperson and the Executive Committee Members at the regular meetings of the Executive Committee, or whenever they may require it;
- (v) to ensure that all monies due to the Association are collected and received, and that all payments authorized by the Association are made;
- (vi) to ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all

- receipts and expenditure connected with the activities of the Association;
- (vii) to ensure that a bank account is opened and maintained in the name of the Association;
- (viii) to ensure that the annual accounts of the Association each year are prepared and submitted to the Executive Committee by the date specified by the Executive Committee; and
- (ix) any other duties that may be assigned and prescribed by the Executive Committee from time to time.

5.13 In case of the death, resignation, retirement or removal from office of the Treasurer, all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control relating to the association shall immediately be passed to the Secretary of the Association, along with a current Financial Statement of the Association.

Duties of Executive Committee members

5.14 The members of the Executive Committee shall:

- (i) attend regular meetings of the Executive Committee;
- (ii) exercise his or her independent judgment on all decisions of the Association;
- (iii) keep abreast of regular financial reports and program reports concerning the Association;
- (iv) be mindful of the legal requirement to which the Association may be subject;
- (v) individually and collectively ensure and maintain the integrity of the Association, by maintaining the highest standards of ethics, integrity and professionalism in discharging their duties as Committee Members and shall not use the Association or any of its activities or programs for any political or individual gain;
- (vi) exercise the powers and discretions vested in them by this Articles of Association in pursuance of the proper objectives of the Association; and
- (vii) any other duties that may be assigned from time to time.

5.15 The members of the Executive Committee shall not receive monetary compensation for his or her duties as a member of the Executive Committee.

Disqualification

5.16 A Committee Member shall be disqualified from being a member of the Executive Committee if he or she:

- (i) is of unsound mind as declared by a competent medical authority;
- (ii) has been removed from office on the grounds of misconduct or mismanagement in the administration of any organisation;
- (iii) has been convicted for a criminal offence by a court of law; or
- (iv) has intentionally given false statements while being considered as a member for the Executive Committee and used fraudulent practices as an Executive Committee member.

Cessation

5.17 A Committee Member shall cease to hold his or her office:

- (i) if he/she abuses his/her authority;
- (ii) if he/she resigns from the post by notice in writing to the Executive Committee; or
- (iii) if he/she is absent from three consecutive meetings of the Executive Committee without a valid reason and the Executive Committee, by simple majority, resolves that his/her office be vacated.

Vacancies

5.18 Any vacant Executive Committee position may be filled by an election at a General or Extraordinary General Meeting or by a postal or electronic poll conducted by the Executive Committee. The Executive Committee shall call for nominations from the regular members and then, in its absolute discretion, either hold a General or Extraordinary General Meeting or by a postal or electronic poll to decide the successful nominee (or nominees in the event of more than one vacant position). The candidate (or candidates in the event of more than one vacant position) receiving the majority of votes casted by the members of the Association either at the General or Extraordinary General Meeting or voting in the postal or electronic poll shall be elected for the vacant position.

Meetings of the Executive Committee

5.19 The meetings of the Executive Committee shall be held at least once every three months and the Secretary shall serve the notice of a meeting at least one (1) week in advance.

Quorum

5.20 The quorum for any meeting of the Executive Committee shall be fifty one percent (51%) of the total number of the members of the committee.

5.21 The Secretary shall prepare the minutes of each meeting of the Executive Committee and circulate a copy of the minutes to each member of the

Executive Committee for their comments within three (3) working days of the date of the meeting. The minutes will be finalized within at least one week from the date of the meeting.

Emergency Meeting

5.22 The Chairperson shall call an Emergency Meeting of the Executive Committee without the notice period required under Article 5.20 to discuss urgent matters as and when necessary, and such meeting shall discuss only those items on the agenda.

Article 6

General Meeting

General Meeting

6.1 A General Meeting shall be convened once a year and all regular members of the Association shall be invited to attend. Honorary members will also be invited to attend.

6.2 At least fifty one percent (51%) of the executive committee members and a minimum of twenty five percent (25%) have to be present to proceed with the meeting.

6.3 The General Meeting shall be convened as directed by the Chairperson, provided that a notice indicating the date, venue, time and the agenda of the meeting is made available to the regular members of the Association at least 14 days in advance of the meeting.

6.4 The agenda for the General Meeting shall be decided and prepared by the Executive Committee.

6.5 Each and every resolution of the General Meeting shall be passed by a simple majority of the regular members present at the meeting by show of hands.

6.6 The General Meeting shall cover the following agendas:

- (i) to report on the activities and financial position of the Association for the past fiscal year
- (ii) to discuss and approve the budget presented by the Executive Committee for the next fiscal year;
- (iii) to hold the election of the Executive Committee;
- (iv) to discuss and decide matters put forth by the Executive Committee considered necessary for a decision at the General Meeting;

- (v) any matters brought up at the General Meeting by any member of the Association, though not in the agenda but considered necessary for discussion in the opinion of the Chairperson of the Association, in his/her absolute discretion); and
- (vi) any other matters relating to the Association deemed necessary for discussion at the General Meeting.

Extraordinary General Meeting

6.7 On submission of a written requisition for conduct of a General Meeting by at least nine regular members of the Association to the Chairperson and, if the Executive Committee, after scrutinizing the written requisition, considers, in its absolute discretion, it necessary to hold an Extraordinary General Meeting to consider these matters, an Extraordinary General Meeting shall be convened by the Chairperson within one month of receipt of the requisition.

6.8 For such an Extraordinary General Meeting, a notice indicating the date, venue, time and the agenda of the meeting shall be made available to the members of the Association at least three days in advance of the meeting.

ARTICLE 7

Financial Management and Records

Sources of Fund

7.1 In order to fulfill the Association's objectives and scope of activities, the Association may source funds from any or all of the following:

- (i) Registration and membership fees, donations, grants, subsidies, financial assistance, bequests and other transfers of funds or other property from domestic or foreign sources; and
- (ii) Dividends or income from investments and from the sale and lease of the Association's property or income from any other activity established by the Association.

7.2 All funds received by the Association must only be used in pursuance of the Association's objectives

7.3 Any profit from the activities of the Association shall not in any way be distributed amongst the Executive Committee or regular or honorary members, but shall be reinvested by the Association for its activities.

Financial Information

7.4 The Executive Committee shall make full disclosure of all financial information in relation to the Association, including sources of funding, application of funds and audited accounts during the General Meeting.

Accounts

7.5 A Bank account shall be opened in the name of the Association to be operated by the authorized signatories of the Association who shall be the Chairperson and the Treasurer signing jointly. All the funds received and spent by the Association shall be directed through this account.

7.6 An income and expenditure account shall be maintained by the Treasurer of the Association and such an account shall be provided to the Executive Committee and discussed at the Committee meetings. The income and expenditure account shall also be provided to the regular members and discussed at the General Meeting of the Association.

7.7 The fiscal year of the Association shall be from 1st January to 31st December of every year.

Auditing

7.8 The books of accounts of the Association shall be subject to inspection and audit both by any internal auditors and the Royal Audit Authority, if required.

Records

7.9 All minute books, correspondence, and other records of the Association shall be preserved by the Secretary of the Association. Records that have ceased to be of use for the conduct of the affairs of Association may be preserved or discarded after a period in accordance with the Financial Manual of the RGOB.

ARTICLE 8

Miscellaneous

Dissolution

8.1 In the event of the dissolution of the Association, its property, funds, and other assets shall be transferred to whatever organization or organizations operated exclusively for charitable, educational, and/or scientific purposes as the Executive Committee may determine.

The Seal

8.2 The Seal of the Association shall be as approved by the Executive Committee and shall not be affixed to any instrument except by any two (2) or more of the Executive Committee who are authorized by the Executive Committee to use the seal.

Rules of Interpretation

8.3 Unless the context otherwise indicates, the singular shall include the plural, and masculine shall include the feminine and vice versa.

8.4 If any doubt arises as to the construction of any clause of these Articles of Association, the decision of the Executive Committee thereon, in its absolute discretion, shall be conclusive provided that such decision shall be reduced in writing and recorded in the minutes.

8.5 Any change or amendment to the name of the Association shall only be made by a resolution passed at a General Meeting.

Definition

8.6 In these articles:

- (a) "Association" means Bhutan Australia Alumni Association;
- (b) "Regular member" means a person who satisfies Article 4.3 and is registered with the Association and has renewed his/her membership;
- (c) "Law" means the laws of Bhutan;
- (d) "Articles" means these Articles of Association of the Association;
- (e) "Office" means the registered office of the Association;
- (f) "Seal" means the common seal of the Association;
- (g) "Bhutan" means the Kingdom of Bhutan;
- (h) "Executive Committee" means the Executive Committee constituted by the General Meeting through election;
- (i) "General Meeting" means formal meeting of regular members held in accordance with the notice of the Executive Committee;
- (j) "Committee Member" means a member of the Executive Committee.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Association on this _____ day of _____, 2014.

On behalf of the Regular and Honorary members of the Association:

Chairperson

Secretary

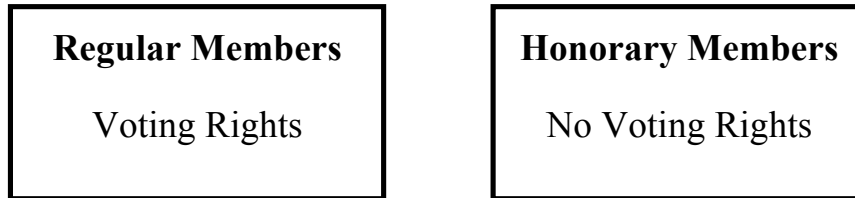
Treasurer

Other Executive Members:

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**Annexure 1
Organizational Structure
Article 4.1**

Membership Structure



Management Structure

