

Preamble

Recognizing the need to:

- Create a society where all PLWHA and affected family members have opportunities for a meaningful livelihood;
- Address and take collective action against HIV/AIDS and its impact;
- Promote access to care and support services.

We, the members of the Board of Directors and Executive Committee, hereby establish Lhak-sam which shall be governed by this Rules and Regulations.

Section 1: Foundation

Lhak-sam is a public benefit, non-governmental organization, based in Thimphu, Bhutan

Section 2: Goals and Objectives of Lhak-Sam

1. To network and provide support to all PLWHA in Bhutan and the region
2. To empower and build the capacity of all members to participate fully in their own treatment, care and prevention
3. To reduce stigma and discrimination by normalizing HIV/AIDS in all levels of society
4. To enhance greater participation of members and other stakeholders in the fight against HIV/AIDS
5. To increase access to resources by members through resource mobilization, grant making and management.

Section 3: Board of Directors

A Board of Directors shall be formed to advise, govern, oversee policy and direction, and assist with the leadership and general promotion of *Lhak-sam* so as to support the organization's mission and needs.

3.1 Roles and Responsibilities

1. provide overall leadership and strategic direction to the Civil Society Organization;
2. actively set policy and ensure that the Organization has adequate resources to carry out its stated purpose;
3. endorse the annual financial account and report;
4. provide direction for the Executive Director and be responsible for evaluating his/her performance;
5. evaluate its own effectiveness as a governing body and as an Organization upholding the public interest served by the Organization; and
6. be liable for any act or omission in carrying out responsibilities of Lhak-sam

3.2 Composition and Membership

1. The Board shall be comprised of 5 members.
2. A Chairman shall be elected from among its members. He/She shall serve for a period of 2 years, which may be renewed up to a maximum of two consecutive terms.
3. The Executive Director of *Lhak-Sam* shall function as the member-secretary of the Board.
4. All members, except the member-secretary, shall be ex-officio members.
5. Any member who wishes to resign from the Board may do so by submitting an application in writing to the Chairman of the Board.
6. In absence of the chairman, the board may elect any member to act as chairman at the beginning of the meeting.
7. Any member who fails to attend three consecutive meetings shall forfeit his/her membership from the Board.
8. A member may be removed from the Board based upon two-third majority vote.

3.3 Voting and Quorums

1. All the members shall have voting rights.
2. In case of a tie, the chairman shall have the casting vote.
3. Meetings shall be held only if two-third of the members are present.
4. The chairman may call for special or emergency meetings if at least three members are present.

3.4 Meetings and Time Commitment

1. The board shall meet at least four times in a year (i.e. every three months) or more if there is a need.
2. All meetings will be chaired by the Chairman.
3. Agenda giving the date, time and venue of the meeting shall be given to all the members by the member-secretary at least two weeks in advance.
4. Minutes of the meeting and recommendations shall be recorded and circulated by the member-secretary to all the Board members.

3.5 Expectations of board members

1. Attend and participate in meetings on a regular basis, and special events as able.
2. Participate on a standing committee of the board, and serve on ad-hoc committees as necessary.
3. Be alert to community concerns that can be addressed by Lhak-sam's mission, objectives, and programs.
4. Help communicate and promote Lhak-sam's mission and programs to the community.
5. Become familiar with Lhak-sam's finances, budget, and financial/resource needs.
6. Understand the policies and procedures of Lhak-sam's.
7. Establish and adopt a conflict-of-interest policy.

3.6 Duties of the Chairman

1. Scheduling board meetings and setting meeting agendas (with the executive director).
2. Leading discussions at meetings; especially following agendas and observing all rules of order.
3. Coordinating any board activity outside of meetings.

4. Overseeing the hiring and performance evaluation of the executive director.
5. Ensuring the board performs its job well and evaluates its own performance.

Section 4: Executive Committee

An executive committee shall be established by the Board to support the functioning of the organization and implement the decisions of the Board. The committee shall be chaired by the Executive Director of the organization and other members shall be nominated from among the staffs of the organization.

Section 5: Assets

The Assets of Lhak-sam shall be created by donations, grants, subsidies, financial assistance, bequests and other transfers of funds or other property, whether public or private grants.

All the incomes, earnings, movable or immovable properties of Lhak-sam shall be solely utilized and applied towards the promotion of its aims and objects only as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly by way of dividends, bonus, profits or in any manner whatsoever, to the present or past members of Lhak-sam or to any person claiming through any one or more of the present or the past members.

No member of Lhak-sam shall have any personal claim on any movable or immovable properties of the society or make any profit ,whatsoever, by virtue of his/her membership.

Section 6: Audits, Accounts and Reports

1. The financial year shall follow the calendar year i.e. begin on 1 January and end on 31 December.
2. The Board of Directors shall delegate financial powers to the Executive Director of Lhak-sam who will disburse the funds, based on the plans approved by the Board of Directors.
3. The Executive Director shall maintain records of receipts and payments including list of assets and liabilities, in accordance with the generally accepted accounting practices and the financial rules and regulations approved by the Board.
4. An annual report furnishing financial information and other progress made including the organization's activities and programs shall be published and made available.
5. The Financial and Accounting Management of Lhak-sam shall be in accordance with the Lhak-sam Financial and Accounting Manual, 2010. In addition, the Financial Rules and Regulations as published by the Royal Government of Bhutan shall also be referred for sections and articles not specified in the Lhak-sam manual.
6. The receipts and payments statements of the Foundation shall be certified by independent auditors.
7. The Director shall present the audited accounts to the Board of Directors of the Lhak-sam