



BY-LAWS

OF THE

NGO FORUM ON CAMBODIA

Amended on 20 July 2007

NGO FORUM BY-LAWS

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BY-LAWS OF THE NGO FORUM ON CAMBODIA

ARTICLE ONE: NAME AND PURPOSE

1.1 NAME AND LOCATION

1.1.1 The organisation shall be known as “The NGO FORUM on Cambodia” hereinafter referred to as the “NGO FORUM”.

1.1.2 The NGO Forum shall be registered and have its headquarters in Phnom Penh, Cambodia.

1.2 MISSION

1.2.1 The NGO FORUM is made up of local and international non-governmental organizations grounded in their experience of humanitarian and development assistance to Cambodia. The NGO FORUM exists for information-sharing, debate and advocacy on priority issues affecting Cambodia’s development. The NGO FORUM has an important role to highlight the impact of development processes and economic, social and political changes on Cambodians.

1.3 VISION

1.3.1 Cambodia will have a well-informed and empowered population participating in a strong and vibrant civil society, *to the benefit of poor and vulnerable people in Cambodia.*

1.4 VALUES

1.4.1 The NGO FORUM believes in working together for:

- Economic and social justice;
- Respect for human rights and democracy;
- Gender equality;
- Peace and non-violence;
- Sustainable use of natural resources;
- Respect for cultural diversity; and
- Development with equity.

ARTICLE TWO: STRUCTURE, AMENDMENTS AND DISSOLUTION

2.1 STRUCTURE OF THE NGO FORUM

2.1.1. The NGO FORUM consists of the Membership, the Management Committee, the staff and office, and other projects and networks which may be formed from time to time, as defined in Articles Three, Four, Five and Six of these By-Laws.

2.2 BY-LAW AMENDMENTS

2.2.1 The NGO FORUM adopts By-laws to provide for the orderly operation of the Organization.

- 2.2.2 Proposed amendments to the By-laws will be presented to the Membership through the Management Committee following:
- a). recommendation by the Management Committee; or
 - b). receipt of the text for a proposed change accompanied by signatures representing ten per cent (10%) of Full Member Organisations.
- 2.2.3 Proposed amendments to the By-laws must be submitted to the Management Committee at least fifteen (15) days prior to a Members Meeting for review and distribution.
- 2.2.4 The proposed amendments will be presented for discussion at the Members Meeting and considered for purposes of amendment and vote through a confidential/written ballot.
- 2.2.5 The By-laws shall be adopted and may be amended with the agreement of at least a two-thirds majority vote at a Members Meeting at which a quorum exists.

2.3 *ORDINARY DISSOLUTION*

- 2.3.1. The NGO FORUM may be dissolved with the agreement of at least a two-thirds majority vote at a Members Meeting at which a quorum exists, followed by a majority vote of the Management Committee, but only after debate in which clear reasons for dissolution are given with reference to the Mission of NGO FORUM.
- 2.3.2. If the NGO FORUM is dissolved, the assets will be disposed according to a plan accepted by the Management Committee, allowable by the Laws of Cambodia, and in line with any requirements of NGO FORUM's donors.

2.4 *EMERGENCY DISSOLUTION*

- 2.4.1. In the case of emergency, responsibility will rest with the Chair of the Management Committee and the Executive Director to dissolve the NGO FORUM and dispose of assets as per an emergency action plan adopted by the Management Committee.

ARTICLE THREE: MEMBERSHIP

3.1 *MEMBERSHIP CATEGORIES*

- 3.1.1. Full Member Organizations: Agencies with Full Member status have the right of voice and vote in Member Meetings. Staff of agencies with Full Member status may be elected to serve on the Management Committee.
- 3.1.2. Associate Member Organizations: Agencies with Associate Member status have the right of voice only.

3.2 *FULL MEMBERSHIP ELIGIBILITY REQUIREMENTS*

- 3.2.1. Applicants for full membership of the NGO FORUM must be non-government organisations (NGOs), which are not-for-profit, not for proselytising, and not aligned with any political party inside or outside the country;
- 3.2.2. Have an office or Representative inside the country;

- 3.2.3. Are implementing or supporting on-going programs in Cambodia which are beneficial to the well being of the Cambodian people, normally evidenced by at least two years experience of implementing or supporting projects in Cambodia;
- 3.2.4. Have as a primary objective the provision of development and humanitarian assistance, including educational and advocacy activities;
- 3.2.5. Have a genuine concern for the impact of social, economic, political and environmental developments on the lives of Cambodian people;
- 3.2.6. Are committed to actively participating in working groups and meetings of the Forum;
- 3.2.7. Are willing to take prompt action to commit their NGO to a public stance on issues of public concern here in Cambodia;
- 3.2.8. Are committed to exercising their vote on all proposals put to the membership for decision;
- 3.2.9. Agree to pay annual membership fees. Fees will be applied on a schedule based on in-country program budget. *The fees may be waived where agreed by the Management Committee.*

3.3 ASSOCIATE MEMBERSHIP ELIGIBILITY REQUIREMENTS

- 3.3.1. Applicants for Associate Membership of the NGO FORUM must be organisations which satisfy eligibility requirements 3.2.1 and 3.2.4 to 3.2.6 above and are committed to supporting activities of the NGO FORUM.
- 3.3.2. Agencies eligible to be a Full Member may not choose Associate Member status instead of Full Member status.

3.4 PROCEDURES FOR MEMBERSHIP APPLICATIONS

- 3.4.1 Before making an application, organizations are encouraged to meet with NGO FORUM staff, and learn about NGO FORUM's purpose, mission and current activities.
- 3.4.2 A set of NGO FORUM documents must be obtained from the office which include the following:
 - an application form
 - the NGO FORUM By-Laws
 - a list of current Member Organisations
 - details of Membership fees
- 3.4.3 The organization applying for membership must submit to the NGO FORUM office:
 - 3.4.3.1 A letter explaining the reasons why the organisation wishes to join the NGO FORUM;
 - 3.4.3.2 A completed application form. The application form shall include:
 - a) A signed statement that pledges the Organisation to adhere to the principles of the NGO FORUM as stated in the Mission Statement and By-Laws of the NGO FORUM;
 - b) The name of the designated representative to attend NGO FORUM Member Meetings;
 - c) A signed statement that pledges the Organisation to participate regularly by presence or by proxy in the member meetings of the NGO FORUM;

- d) A signed statement indicating the Organisation understands that Membership fees are to be paid annually.
- 3.4.3.3 The Organisation's Mission and/or Vision Statement;
- 3.4.3.4 The Organisation's Constitution and/or By-Laws;
- 3.4.3.5 A list or summary of the Organisation's current activities in Cambodia; and any brochure or other document used to explain the Organisation's purpose and activities;
- 3.4.3.6 A list of the Organisation's funding sources, *and list of Board Members or other decision-making body*;
- 3.4.3.7 The organisation's official authorisation to operate in Cambodia. Letters of recognition from line ministries or provincial authorities will suffice where formal protocol agreements have not been completed. (Not required for Associate Membership.)
- 3.4.3.8 Upon receipt of the required documents, the NGO FORUM Executive Director shall bring the application for membership to the next meeting of the Management Committee.
- 3.4.4 If the Management Committee feels that they require additional information before deciding to admit the Organisation to membership, they may postpone their decision until the next Management Committee meeting in order to give time for the necessary investigation or submission of additional information.
- 3.4.5 The Management Committee shall admit the Organisation to membership if, in the opinion of the Management Committee the Organisation meets the membership criteria and will be able to make a worthwhile contribution to the achievement of NGO FORUM's Mission.
- 3.4.6 The Management Committee must reconsider their decision to include or exclude an Organisation upon receipt of a protest letter from at least 10% of the Full Member organisations. If the Management Committee re-confirms its original decision, the membership application must be taken to the next Members Meeting to be decided by a secret ballot of the Full Member Organisations.
- 3.4.7 After joining the NGO FORUM, Member Organisations have to inform the NGO FORUM in writing, and provide the necessary documentation, about any change which may affect their continued eligibility to fulfil their current member status.
- 3.4.8 The NGO FORUM Management Committee can raise questions on or review an Organisation's Membership status on the basis of information provided by the Organisation or on the basis of any other information it obtains.

3.5 DISCONTINUATION OF MEMBERSHIP

- 3.5.1 Membership shall be discontinued under the following circumstances:
- 3.5.1.1 The member organisation submits a letter to the Management Committee advising of their intention to withdraw from Membership.

- 3.5.1.2 Full Member Organisations decide by a secret ballot that the member organisation no longer meets the eligibility criteria as stated in these By-laws, or has activities and/or objectives that are not in accordance with the purpose, mission or values of the NGO FORUM.
- 3.5.1.3 The member organisation has not paid its membership fees in the last 12 months, and has failed to explain to the Management Committee in writing why it has been unable to pay. There must be evidence that two written reminders of fees due were sent to the member organisation before this discontinuation can be applied. Reasonable explanations for being unable to pay, received in writing from active member organisations, will be viewed favourably.
- 3.5.1.4 The Management Committee informs the member organisation in writing that, in the view of the Management Committee, the member organisation no longer meets the eligibility criteria as stated in Article 3.2.1 or has activities and/or objectives that are not in accordance with the purpose, mission or values of the NGO FORUM, and the member organisation does not appeal the decision within two months of receiving the Management Committee's letter.
- 3.5.2 The Management Committee must reconsider their decision to remove an organisation from membership upon receipt of a letter of appeal from the organisation. If the Management Committee re-confirms its original decision, the decision must be taken to the next Members Meeting to be decided by a secret ballot of the Full Member Organisations.
- 3.5.3 The Management Committee must inform the membership of any changes in the membership of NGO FORUM at regular intervals and at least at every Members Meeting.

3.6 MEMBER MEETINGS

- 3.6.1 Member Meetings are open to all member organisations of the NGO FORUM. The Management Committee may also choose to invite additional organisations or persons as observers or as speakers.
- 3.6.2 Member organisations shall promptly inform the NGO FORUM office of any change to or absence of the designated representative to attend NGO FORUM Member Meetings.
- 3.6.3 The Management Committee shall call an Annual General Meeting every year, during which the Annual Report and Financial Statement will be presented, and election of new Management Committee members will take place.
- 3.6.4 The Management Committee may call for additional Members Meetings to be held at other times of the year, normally on a Quarterly basis.
- 3.6.5 Members Meetings may also be called by:
- 3.6.5.1 Member Organisations submitting to the Chairperson a written request signed by at least ten percent (10%) of all Members, upon receipt of which the meeting shall be held within one month, unless otherwise agreed.
- 3.6.5.2 The NGO FORUM Executive Director in case of an urgent matter affecting the NGO FORUM and its membership.

3.7 QUORUM

- 3.7.1 A quorum for meetings convened with two weeks notice is attained by registration of attendance of over half of all Member Organisations.
- 3.7.2 A quorum may be achieved by including proxies or postal votes.
- 3.7.3 Where a quorum is not achieved at a meeting called with at least two weeks notice, the Chairperson may decide either to defer the issue being voted on or to continue the meeting and seek further postal votes in a two-week period after the meeting.

3.8 PROXIES AND POSTAL VOTES

- 3.8.1 Only an organisation's Director, or a staff member of the same organisation nominated by the organisation's Director, may vote in NGO FORUM meetings.
- 3.8.2 Where provision for a postal vote has been arranged, the organisation's vote may be submitted by postal ballot. All Management Committee elections shall include provision of a postal vote.

3.9 VOTING

- 3.9.1 The Chairperson of the meeting is responsible to ensure that there is a process to ascertain whether the required quorum exists, and that each Member agency votes only once on each motion.
- 3.9.2 The Chairperson of the meeting will facilitate thorough discussion on all issues brought to the meeting for decision in order to help build consensus where possible.
- 3.9.3 Member organisations should submit to the Management Committee any issue they wish to be placed on the agenda at least one month before the Members Meeting. Where the request has been seconded by another member organisation, the Management Committee is obliged to put the issue on the agenda.
- 3.9.4 The agenda of the Members Meeting must be circulated to all Members at least two weeks before the meeting.
- 3.9.5 Discussion and voting on issues already on the agenda may be initiated by the Chairperson of the meeting.
- 3.9.6 Voting on issues not already on the agenda may be initiated by one representative of a Member agency making a motion and a representative of a second Member agency seconding the motion. If there is insufficient time to discuss and vote on the issue, the Chairperson may defer the discussion and voting to the next Members Meeting.
- 3.9.7 All motions must be recorded in writing before a vote is taken.
- 3.9.8 Votes on membership and the election of persons to committees will be by confidential/written ballot. A registration to show who voted must be made.
- 3.9.9 All other votes will be by show of hands unless there is a vote for another procedure.
- 3.9.10 The Chairperson of the meeting is responsible for establishing discussion and voting procedures, within the principles of the NGO FORUM By-Laws, unless the Members vote for a different procedure.

- 3.9.11 The votes required for a motion to be passed are as follows:
- 3.9.11.1 Motions to amend these By-Laws require a vote of two thirds of all voting organisations, for which a quorum exists;
 - 3.9.11.2 Election to the Management Committee or other committee require the candidate(s) to receive the highest number of votes, in an election for which a quorum exists;
 - 3.9.11.3 All other motions shall be carried by a vote of fifty percent (50%) plus one of all voting organisations, for which a quorum exists.
- 3.9.12 Further details on the procedures for Management Committee elections are shown given in Section 4.4 below.
- 3.9.13 While a NGO FORUM vote shall not be binding on member organisations, the Management Committee and the NGO FORUM staff shall be bound by the decisions.

ARTICLE FOUR: MANAGEMENT COMMITTEE

4.1 ROLE OF THE MANAGEMENT COMMITTEE

- 4.1.1 The Management Committee acts as the governing board of directors of the NGO FORUM.
- 4.1.2 It has as a main task to guide and advise the Executive Director on policy developments which are desired by the NGO FORUM Member Organisations.
- 4.1.3 The Management Committee is at all times accountable to the NGO FORUM Membership. It devises a broad framework for NGO FORUM policies and actions consistent with the NGO FORUM's purpose, mission and values.
- 4.1.4 The Management Committee assists the NGO FORUM Executive Director in interpreting his/her mandate, and ensures that all actions taken on behalf of the NGO FORUM Member Organisations, by either the NGO FORUM Executive Director, the Management Committee Members or the NGO FORUM staff, fall within the mandate given by the Member Organisations and are in compliance with the NGO FORUM's purpose, mission and values.

4.2 TASKS OF THE MANAGEMENT COMMITTEE

The tasks of the Management Committee are:

- 4.2.1 Further develop the long-term strategy of NGO FORUM and ensure that the NGO FORUM follows this strategy.
- 4.2.2 Review and make recommendations regarding the action plans formulated by the project staff and networks.
- 4.2.3 Approve new applications for membership of NGO FORUM.

- 4.2.4 To recruit and execute a contract of employment with the Executive Director and supervise all tasks specifically allocated to the Executive Director by the Membership or the Management Committee.
- 4.2.5 To terminate the contract of the Executive Director, if s/he fails to fulfil the requirements of the contract, in accordance with the contract conditions and the Personnel Policy of the NGO FORUM.
- 4.2.6 To discuss, examine and make recommendations to the Membership on actions proposed by the Executive Director or the Working Groups in the name of the NGO FORUM.
- 4.2.7 To prioritise instructions from the Membership for action by the Executive Director
- 4.2.8 To refrain from individually representing the NGO FORUM or its members, in person or in writing, without the express approval of the Management Committee as a whole and, when appropriate, of the Membership.
- 4.2.9 To meet regularly, normally once every two months, to discuss management matters and other issues related to the NGO Forum.
- 4.2.10 To attend special meetings as circumstances require. Proposed issue(s) to be discussed at the special meeting should have absolute majority of MC members. A quorum of at least four MC members is needed for a special meeting.
- 4.2.11 To monitor the financial affairs of the NGO FORUM, as carried out by the Secretariat to ensure viability and accountability, and ratify financial reports after approval by the Executive Director
- 4.2.12 To ensure the organization of an Annual General Meeting at which the Annual Report and audited accounts are presented.
- 4.2.13 To plan, attend and chair the Annual General Meeting and other Members Meetings and represent the views of the Management Committee to the Membership.
- 4.2.14 To approve the annual budget and subsequent budget revisions, in accordance with the mandate given by the membership, the requirements of donors, and acceptable standards of good financial and project management. The Management Committee and NGO FORUM Executive Director shall have signing authority for financial transactions within limits set by the approved budget and current Financial Policy.
- 4.2.15 To approve the formation and projects and networks operating under the name of the NGO FORUM.
- 4.2.16 Make other decisions regarding the management of the NGO FORUM.

4.3 DUTIES OF OFFICE BEARERS

- 4.3.1 The Management Committee members elect from among themselves a Chairperson and a Treasurer. Both office bearers shall be Cambodian citizens.
- 4.3.2 The Chairperson:
 - a) Ensures that there is someone to chair each Management Committee and Members meeting;

- b) In discussion with the Executive Director, ensures that each meeting has an agenda;
- c) Ensures that the Management Committee properly supervises and periodically evaluates the work of the Executive Director;
- d) Signs documents (e.g. the Executive Director's contract), on behalf of the Management Committee.

4.3.3 The Treasurer:

- a) Requests regular financial reports from the NGO FORUM secretariat;
- b) Ensures that financial matters are properly discussed in the Management Committee meetings;
- c) Co-signs budgets, budget revisions and the Annual Financial Statement, together with the Executive Director.

4.4 ELECTION PROCEDURES FOR THE MANAGEMENT COMMITTEE

- 4.4.1 Members of the Management Committee are elected by the full member organizations of the NGO FORUM for a two-year term. Members of the Management Committee must be staff of one of the full member organizations.
- 4.4.2 The Management Committee shall contain seven (7) members, of which at least four (4) shall be Cambodian citizens. Where a ballot would otherwise result in more than three non-Cambodians sitting on the Management Committee, only the first three non-Cambodians will actually be accepted; the remaining seats will be given to the Cambodians with the most votes.
- 4.4.3 Where possible, overlap of the terms of different Management Committee members is encouraged, in order to ensure some continuity of membership.
- 4.4.4 Elections are held at the Annual General Meeting. Additional elections may be held at other Member Meetings, as required.
- 4.4.5 Nominations are requested from full member organisations at least one month before the date of the election.
- 4.4.6 Nomination of more than one person from a single full member organization shall not be accepted. Where more than one person has been nominated from a single organization, the Director of that organization shall be asked to specify which of those persons is the accepted nomination. Where there is a continuing Board member from the same organization who has not yet finished his or her term, the nomination will not be accepted.
- 4.4.7 A ballot sheet shall be made which lists the names and organisations of all accepted nominations. A form for nominations shall be provided and must be completed; for the nomination to be valid, acceptance of the nominee must be included.
- 4.4.8 A postal ballot is distributed at least two weeks before an election, so that organisations that cannot attend the meeting are able to submit their vote by post.

- 4.4.9 At the meeting where the election is held, envelopes are separated from the ballots before they are read and counted, and the election officer will ensure that each organization has made only one vote.
- 4.4.10 The voters are asked to place a tick against the names on the ballot for whom they wish to vote. To be valid, the number of ticks on a ballot paper must not exceed the number of Management Committee positions vacant.
- 4.4.11 Where there is a tied vote for the final position in the Management Committee, the candidate will be selected in favor of gender balance. Where the tied candidates are of the same gender, a re-vote involving only the tied candidates will be held.

4.5 OPERATING PROCEDURES

- 4.5.1 At its first meeting following the Annual General Meeting, the Management Committee shall agree on operating procedures for their meetings which are consistent with the principles of the NGO FORUM By-Laws.
- 4.5.2 The schedule for all meetings of the Management Committee shall be posted at the NGO FORUM.
- 4.5.3 Any Member Organisation may ask, at any time, to meet with the Management Committee to raise a matter of concern.
- 4.5.4 A quorum at a Management Committee exists if more than half of the members are present. Where a quorum does not exist at a regular Management Committee meeting, the meeting may still occur, but decisions made will not be valid until accepted by a quorum of Management Committee members at the following Management Committee meeting.
- 4.5.5 Where possible, decisions of the Management Committee shall be made by consensus. Where consensus is not possible, a decision is made by a vote in which at least a majority of those present are in agreement.
- 4.5.6 Ordinarily decisions shall be made by the Committee at meetings, not through individual consultation; this is to foster discussion, the hearing of different viewpoints, professional execution of NGO FORUM business, and the accountability of members of the Management Committee to attend meetings.
- 4.5.7 On matters of personnel and other concerns of a sensitive nature, the Management Committee may vote to go into Executive (i.e. closed) Session.

4.6 MEETING RECORDS AND ATTENDANCE

- 4.6.1 Minutes, including attendance, of all meetings of the Management Committee shall be kept by the NGO FORUM Executive Director or by an agreed Management Committee Member in case there is an Executive Session when the NGO FORUM Executive Director is not present.
- 4.6.2 Minutes of Management Committee meetings shall be available to the Membership for inspection; however, minutes of Executive Session shall not be available to the Membership unless expressly authorized by a unanimous vote of the Management Committee.

4.6.3 While committed to transparency and openness, the Members of the Management Committee shall observe confidentiality as necessary, in order to preserve the integrity of the NGO FORUM Organisation, the security of individuals and the interests of the NGO FORUM Member Organisations.

4.7 RETIREMENT OF THE MANAGEMENT COMMITTEE

4.7.1 The Management Committee as a whole shall retire upon the following:

4.7.1.1 A decision passed by a 2/3 majority of the Members present at a Member Meeting for which a quorum exists can dissolve the Management Committee and hold new elections.

4.7.2 Individual Members of the Management Committee shall retire upon the following:

4.7.2.1 A Management Committee member may discontinue their membership of the Management Committee if they resign in writing.

4.7.2.2 A Management Committee member shall cease to be a member of the Management Committee if they cease to be a staff member of a full member organization of the NGO FORUM on Cambodia.

4.7.2.3 Expiration of the term of appointment

4.7.2.4 A decision to retire the Management Committee member passed by a 2/3 majority of the Members present at a Member Meeting for which a quorum exists.

4.7.2.5 A Management Committee Member who misses or is absent for three (3) consecutive Management Committee Meetings or is absent from fifty percent (50%) or more Management Committee meetings during a six-month period shall be removed from office, unless otherwise agreed by a valid vote of the Management Committee.

ARTICLE FIVE: PROJECTS AND NETWORKS

5.1 CREATION AND DISSOLUTION OF PROJECTS AND NETWORKS

5.1.1 As and where necessary, the Management Committee may authorise the setting up of projects for the fulfilment of the NGO FORUM's objectives.

5.1.2 The Management Committee may also authorise the creation of networks of NGOs and like-minded groups, under the name and umbrella of the NGO FORUM, to fulfil the objectives of particular projects.

5.1.3 The network may be called a network, working group, forum, or other name, depending on its nature and the understanding of its members.

5.1.4 The project or network may also be dissolved by the Management Committee at any time, if it is considered that the project or network is no longer contributing to the mission of the NGO FORUM or is no longer a priority.

5.1.5 A dissolved project or network may be reinstated by a majority vote of the membership at which a quorum is present.

5.2 MEMBERSHIP OF NETWORKS

- 5.2.1 Membership of networks is open to organisations that are Full Members of the NGO FORUM. They may be represented by one or more staff persons at meetings but can exercise only one vote on all decisions requiring membership approval.
- 5.2.2 Participation in networks is also open to Associate Member organisations and other invited individuals or organisations, whether or not they are a member organisation of the NGO FORUM, provided they have expertise and/or an interest in the issues associated with that particular network.
- 5.2.3 All members and participants must accept the values contained in the Mission Statement of the NGO FORUM and agree to abide by the policies and decisions of the Forum Membership.

5.3 ROLES OF PROJECTS AND NETWORKS

- 5.3.1 To discuss, research and formulate Action Plans on specific issues of concern within the subject area of the group.
- 5.3.2 To carry out Action Plans agreed by the Management Committee.
- 5.3.3 To keep the Management Committee aware of any changes to the Action Plan, and to seek prior approval where necessary or otherwise requested.

5.4 RIGHTS OF PROJECTS AND NETWORKS

- 5.4.1 To determine rules or guidelines for operation provided these meet with accepted democratic principles embodied in the NGO FORUM.
- 5.4.2 To set priorities for issues of the network, taking into account the extent and purpose of funds allocated by the NGO FORUM and the concerns expressed by Forum Membership.
- 5.4.3 To initiate discussions and information-gathering activities intended to inform the development of advocacy strategies.
- 5.4.4 To undertake actions in the name of the network provided these actions fit broadly within the mandate and policies of the NGO FORUM, in accordance with any recommendations of the Management Committee.
- 5.4.5 Where appropriate and agreed to by the Management Committee of the NGO FORUM, to develop advocacy campaigns with an identity distinct from that of the NGO FORUM.

5.5 RESPONSIBILITIES OF PROJECTS AND NETWORKS

- 5.5.1 To refrain from associating the name of an NGO or other organisation with any actions taken under the name of the network, working group, or forum without the express approval of that organisation.
- 5.5.2 To respect and advance the objectives of the NGO FORUM, with particular reference to the concerns and capacity of Cambodian members of the network.

- 5.5.3 To thoroughly investigate situations, specifically taking into account the views of the Cambodian people most directly affected, prior to initiating any public actions over issues.
- 5.5.4 To refrain from actions which violate the laws of Cambodia and/or put at risk the safety or welfare of persons or organisations not party to the decision-making process.
- 5.5.5 To maintain the confidentiality of all network discussions and documents except where the release of this information has been expressly agreed.
- 5.5.6 To refrain from issuing any statements, either verbally or in writing, or undertaking any public actions in the name of the NGO FORUM without first obtaining approval of the Executive Director or the Management Committee to do so.
- 5.5.7 Where support of the NGO FORUM and its Membership is sought, to forward a proposal for action, including any written statement, to the Management Committee for appraisal and recommendations prior to consideration and decision by the Membership.

ARTICLE SIX: NGO FORUM EXECUTIVE DIRECTOR
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6.1 *ROLE AND TASKS OF THE NGO FORUM EXECUTIVE DIRECTOR WITHIN THE MANAGEMENT COMMITTEE*

- 6.1.1 The NGO FORUM Executive Director is a non-voting, ex-officio member of the Management Committee.
- 6.1.2 The NGO FORUM Executive Director serves as the secretary to the Management Committee. In discussion with the Chairperson, (s)he prepares the meetings of the Management Committee, including the agenda. The NGO FORUM Executive Director will solicit the views of the Management Committee on all policy matters regarding NGO FORUM's relationship to its Members. (S)he ensures that activities undertaken by the NGO FORUM Office are in line with approved planning documents and minuted decisions of the Management Committee.

6.2 *OTHER TASKS AND RESPONSIBILITIES OF THE NGO FORUM EXECUTIVE DIRECTOR*

- 6.2.1 The Executive Director shall perform duties under the supervision of the Management Committee, in accordance with a job description prepared by the Management Committee.
- 6.2.2 Tasks and responsibilities of the Executive Director may include:
 - 6.2.2.1 Representation: To speak on behalf of the NGO FORUM, its members, projects and networks;
 - 6.2.2.2 Networking: To maintain contact with a wide range of organisations, groups and individuals.
 - 6.2.2.3 Organisation and Coordination: To ensure the smooth execution of the NGO FORUM's programs.
 - 6.2.2.4 Administration and Finance: To ensure the proper accounting of NGO FORUM's programs.

- 6.2.2.5 Personnel: To ensure the proper management of staff of the NGO Forum, in compliance with Cambodian labour law.
- 6.2.2.6 Fundraising: To raise sufficient funds for the NGO FORUM's programme.
- 6.2.6 The Executive Director may recruit, employ and dismiss staff, contractors and consultants necessary to fulfil the agreed activities of the NGO Forum, in accordance with the Action Plan and procedures approved by the NGO Forum.

ARTICLE SEVEN: FINANCE

7.1 BUDGET

- 7.1.1 The annual budget shall be prepared by the NGO FORUM Executive Director, in discussion with project staff and with the assistance of the Treasurer, for presentation to the Management Committee.

7.2 MEMBERSHIP FEES

- 7.2.1 Membership fees are to be paid on the basis of an Organisation's estimated in-country administration and program budget for the current year. Membership fees are to be paid before the close of each calendar year.

7.3 FUNDRAISING

- 7.3.1 All fundraising activities are to be approved by the Management Committee.

7.4 GRANTS AND DONATIONS FROM NON-MEMBER ORGANISATIONS

- 7.4.1 The acceptance of grants or donations, whether in cash or in-kind, shall be subject to guidelines prepared by the Management Committee. The Management Committee has the right to not accept any grant or donation from any source which it feels is inappropriate to the Mission and reputation of the NGO FORUM.

7.5 FINANCIAL REPORTS

- 7.5.1 Quarterly financial reports will be provided to the Management Committee for approval. Copies will be provided to any Member Organisation upon written request to the Management Committee.

7.6 AUDIT

- 7.6.1 The NGO FORUM Executive Director is responsible for arranging a yearly audit of the NGO FORUM accounts. The Auditor will be recommended to the Management Committee by the NGO FORUM Executive Director for approval. The Audit Report and Management Letter shall be submitted to the Management Committee for discussion and follow-up action, and will be provided to any member organization on request.

Notice:

The amendment to the By-Laws at the Annual General Meeting on 20 July 2007 only with the following points:

*** Change all in the By-Laws from “Representative” to “Executive Director”.*

*** 4.2.9 To meet regularly, normally once every two months, to discuss management matters and other issues related to the NGO Forum.*

*** 4.2.10 To attend special meetings as circumstances require. Proposed issue(s) to be discussed at the special meeting should have absolute majority of MC members. A quorum of at least four MC members is needed for a special meeting.*

Witness and Signed of approval on behalf of members by:

1. The Chairperson of the Annual General Meeting (20 July 2007)

Kim Sereikith Date:

2. The Chairperson of the Management Committee

Lim Phai Date: