

CCC CHARTER & BY-LAWS

REVISED: 26th May 2008

CCC CHARTER & BY-LAWS

TABLE OF CONTENTS

I. CHARTER

INTRODUCTION	4
ARTICLE ONE.....	4
1.0 NAME AND OBJECTIVES.....	4
ARTICLE TWO	4
2.0 STRUCTURE OF THE CCC.....	4
ARTICLE THREE.....	4
3.0 MEMBERSHIP / MEETINGS/ VOTING	4
ARTICLE FOUR.....	5
4.0 THE EXECUTIVE COMMITTEE.....	5
ARTICLE FIVE	6
5.0 OTHER COMMITTEES.....	6
ARTICLE SIX.....	6
6.0 CCC EXECUTIVE DIRECTOR AND OFFICE.....	6
ARTICLE SEVEN	6
7.0 FINANCE.....	6
ARTICLE EIGHT.....	7
8.0 CHARTER AMENDMENTS.....	7

II. BY-LAWS

ARTICLE ONE: NAME AND OBJECTIVES	8
1.1 NAME AND OBJECTIVES.....	8
ARTICLE TWO: STRUCTURE.....	8
2.1 STRUCTURE OF THE CCC.....	8
2.2 PARTICIPATION IN THE CCC.....	8
2.3 EMERGENCY DISSOLUTION.....	8
2.4 BY-LAW AMENDMENTS.....	8

ARTICLE THREE: MEMBERSHIP	9
3.1 MEMBERSHIP CATEGORIES.....	9
3.2 MEMBERSHIP ELIGIBILITY REQUIREMENTS.....	9
3.3 PROCEDURES FOR MEMBERSHIP APPLICATION	10
3.4 DISCONTINUATION OF MEMBERSHIP	11
3.5 HOLDING MEETINGS.....	11
3.6 QUORUM.....	11
3.7 PROXIES.....	12
3.8 VOTING.....	12
ARTICLE FOUR: EXECUTIVE COMMITTEE	13
4.1 ROLE THE EXECUTIVE COMMITTEE.....	13
4.2 TASKS OF THE EXECUTIVE COMMITTEE	13
4.3 DUTIES OF MEMBERS OF THE EXECUTIVE COMMITTEE.....	13
4.4 ELECTION PROCEDURES FOR THE EXECUTIVE COMMITTEE.....	14
4.5 OPERATING PROCEDURES	14
4.6 MEETING RECORDS AND ATTENDANCE	15
4.7 RETIREMENT OF THE EXECUTIVE COMMITTEE	15
ARTICLE FIVE: COMMITTEES	15
5.1 ESTABLISHMENT OF COMMITTEES (OTHER THAN THE EXECUTIVE COMMITTEE).....	15
5.2 ELIGIBILITY FOR PARTICIPATION ON COMMITTEES.....	16
5.3 COMMITTEE OPERATING PROCEDURES	16
ARTICLE SIX: CCC EXECUTIVE DIRECTOR	16
6.1 ROLE AND TASKS OF THE EXECUTIVE DIRECTOR.....	16
ARTICLE SEVEN: FINANCE	17
7.1 BUDGET.....	17
7.2 NON BUDGETED EXPENDITURES	17
7.3 MEMBERSHIP FEES	17
7.4 FUNDRAISING.....	18
7.5 DONATIONS FROM NON-MEMBER..... ORGANISATIONS.....	18
7.6 FINANCIAL REPORTS.....	18
7.7 AUDIT.....	18

CHARTER OF THE COOPERATION COMMITTEE FOR CAMBODIA

INTRODUCTION

Since 1979, non-profit, Non-Government Organizations hereinafter referred to as NGOs, have been assisting the Cambodian people through provision of humanitarian relief and development assistance, including technical and capital assistance. By 1990, the number of NGOs and other development organizations working in Cambodia had increased to the extent that it was decided to establish the Cooperation Committee for Cambodia (CCC) to provide a formal coordination forum to facilitate humanitarian and technical assistance to the people of Cambodia.

ARTICLE ONE

1.0 NAME AND OBJECTIVES

- 1.1 The committee shall be known as the Cooperation Committee for Cambodia hereinafter referred to as the CCC.
- 1.2 The objectives of the CCC are as follows:
 - 1.2.1 To facilitate contact between and information exchange among NGOs represented in Cambodia with a view to strengthening participation and cooperation in NGO activities and to avoid duplication of effort.
 - 1.2.2 To provide a forum for NGO co-ordination on issues of common concern with a view to facilitating representation to Cambodian Government authorities, other governments, international agencies and influential persons.

ARTICLE TWO

2.0 STRUCTURE OF THE CCC

- 2.1 The CCC shall consist of four bodies; the membership, the Executive Committee, other committees, and the Executive Director, staff and office, as defined in Article Three, Four, Five and Six of Charter.
- 2.2 The CCC seeks to invite the broadest possible participation from NGOs in Cambodia. The CCC is committed to enhancing diverse representation and participation among NGOs.
- 2.3 The CCC shall amend Bylaws to provide for the orderly and ongoing operations of the organization as articulated in Article Two of the Bylaws.

ARTICLE THREE

3.0 MEMBERSHIP / MEETINGS / VOTING

- 3.1 Membership in the CCC is open to organizations holding as their primary objective development and humanitarian assistance, rather than promoting political or religious aims. Requirements, categories and procedures for membership are articulated in Article Three of the By-Laws.

3.2 Rights and duties of the membership

3.2.1 While the role of CCC is to facilitate the attainment of aims and objectives of member organizations, organizations of the membership shall retain complete autonomy over and responsibility for their respective operations and programs.

3.2.2 Ordinarily, decision-making authority on matters that affect the full membership shall rest with members.

3.2.3 Member organizations are entitled to one vote in every election for positions on committees and on every issue placed before quorum meetings of the members.

3.2.4 Staff of member, Associate and Observer status agencies are eligible to stand for election or be appointed to positions on CCC committees as articulated in Article Three of the By-Laws.

3.2.5 Members and Associates have the right to observe at any and all CCC meetings with the exception of Executive Committee meetings.

3.2.6 Members and Associates have the right to raise issues, provide comment, and offer recommendations on all matters relevant to the activities and operation of the CCC.

3.2.7 Members and Associates shall have ready access to all general information kept on file at the CCC office.

3.2.8 Membership fees shall be charged based on the approved CCC annual budget and in accordance with the financial guidelines provided in Article Seven of the Charter and the By-Laws.

3.3 Membership shall be discontinued under the circumstances described in Article Three of the By-Laws.

3.4 Meetings and Voting

3.4.1 The Executive Director and staff Executive Committee shall convene general meetings of the membership once a month.

3.4.2 Each year the December monthly meeting shall serve as an Annual Meeting to review business activities of the previous year, and to discuss plans for the coming year.

3.4.3 A special meeting consisting of a representative of organizations of the membership and invited guests may be called as provided for in the Bylaws.

3.4.4 The representative of each Member organization has the right to speak and cast the vote for the Member organization he/she represents.

3.4.5 Voting procedures, both for elections and for other decisions, are articulated in Article Three of the By-Laws.

ARTICLE FOUR

4.0 THE EXECUTIVE COMMITTEE

4.1 The CCC members shall elect seven (7) members to a one-year term of office to form the Executive Committee. The Executive Committee shall elect a chairperson, Vice-Chairperson and Treasurer at the first Executive Committee meeting convened following the elections.

The Executive Director shall be an ex-officio, non-voting member of the Executive Committee.

- 4.2 The election of the Executive Committee shall take place once a year at the Annual General Meeting, which is normally held in December of each year. Election procedures are articulated in Article Four of the By-Laws.
- 4.3 Should an elected member of the Executive Committee retire earlier than three months prior to the end of the term of office, a previously nominated candidate may be approached by the CCC Executive Committee to fill that office for the remainder of the current term of office and until the next Executive Committee elections.
- 4.4 The Executive Committee shall be bound by the decisions passed by the Members.
- 4.5 The duties of the Executive Committee and its members are articulated in Article Four of the By-Laws.
- 4.6 The operating procedures of the Executive Committee are articulated in Article Four of the By-Laws.

ARTICLE FIVE

5.0 OTHER COMMITTEES

- 5.1 The Executive Committee may establish and dissolve committees to further the aims of the CCC as follows:
 - 5.1.1 Sub-Committees are established to assist the CCC membership to deal with on-going matters of interest to the membership.
 - 5.1.2 Ad hoc Committees are established as working groups to deal with issues of interest to the CCC membership and others.
- 5.2 The process of establishment of a committee, eligibility for participation, term of office, operating procedures, rights and responsibilities of committees, and procedures for dissolution are articulated in Article Five of the By-Laws.

ARTICLE SIX

6.0 CCC EXECUTIVE DIRECTOR AND OFFICE

- 6.1 The Executive Director, in consultation with the Executive Committee and membership as provided for in the Charter and By-Laws, shall ensure there is an office and staff persons as required to perform the work of the CCC. The duties of and provisions concerning the staff are articulated in Article Six of the By-Laws.

ARTICLE SEVEN

7.0 FINANCE

- 7.1 The budget for the CCC shall be financed by annual membership fees and by additional contributions solicited from member organizations or from third parties.

- 7.2 The Executive Committee shall be responsible for and use its best efforts to manage the finances and assets of the CCC. Members of the Executive Committee, individually and collectively, shall have no personal financial liability for obligations incurred by the CCC. The Member organizations employing the Executive Committee members shall have liability for obligations incurred by the CCC to the same extent that other Members and Associates have such liability.
- 7.3 The budget for the forthcoming year shall be presented each year at the Annual Meeting in December, for ratification by Members.
- 7.4 Financial procedures are articulated in Article Seven of the By-Laws.

ARTICLE EIGHT

8.0 CHARTER AMENDMENTS

- 8.1 Proposed amendments to the Charter will be presented to the membership through the Executive Committee upon any one of the following:
 - a. Recommendation by the Executive Committee;
 - b. Recommendation by a Charter or By-Laws Review / Amendments Sub-
 - c. Committee; or
 - d. Receipt of the text for a proposed change accompanied by signatures representing ten percent (10%) of Member organizations.
- 8.2 Proposed amendments to the Charter must be submitted to the Executive Committee at least fifteen (15) days prior to a monthly meeting of the membership for review and distribution.
- 8.3 The proposed amendments will be presented for discussion at the monthly meeting, and considered for purposes of amendment and vote through a confidential written ballot.
- 8.4 The Charter can only be amended upon ratification of a proposed change by a two-thirds (67%) majority of the Member organizations.

BY-LAWS OF THE COOPERATION COMMITTEE FOR CAMBODIA

ARTICLE ONE: NAME AND OBJECTIVES

1.1 NAME AND OBJECTIVES

1.1.2 The committee shall be known as the Cooperation Committee for Cambodia hereinafter referred to as the CCC.

1.1.3 The objectives of the CCC are as follows:

1.1.3.1 To facilitate contact between and information exchange among NGOs represented in Cambodia with a view to strengthening participation and cooperation in NGO activities and to avoid duplication of effort.

1.1.3.2 To provide a forum for NGO co-ordination on issues of common concern with a view to facilitating representation to Cambodian Government authorities, other governments, international agencies and influential persons.

ARTICLE TWO: STRUCTURE

2.1 STRUCTURE OF THE CCC

2.1.1 The CCC shall consist of four bodies, the Membership, the Executive Committee, other committees, and the staff and office, as defined in Articles three, four, five and six of the Charter.

2.2 PARTICIPATION IN THE CCC

2.2.1 The CCC seeks to invite the broadest possible participation from NGOs in Cambodia. The CCC is committed to enhancing diverse representation and participation among NGOs.

2.3 EMERGENCY Dissolution

2.3.1 In the case of emergency, responsibility will rest with the Chair of the Executive Committee and the Executive Director to dissolve the CCC and dispose of assets as per an emergency action plan adopted by the Executive Committee.

2.4 BY-LAW AMENDMENTS

2.4.1 The CCC shall adopt By-laws to provide for the orderly operation of the Organisation.

2.4.2 Proposed amendments to the By-laws will be presented to the Membership through the Executive Committee upon any one of the following:

- a. recommendation by the Executive Committee;
- b. recommendation by a Charter or By- Law Review/Amendments Sub-Committee; or
- c. receipt of the text for a proposed change accompanied by signatures representing ten percent (10%) of Member Organisations.

2.4.3 Proposed amendments to the By-laws must be submitted to the Executive Committee at least fifteen (15) days prior to a monthly meeting of the Membership for review and distribution.

2.4.4 The proposed amendments will be presented for discussion at the monthly meeting and considered for purposes of amendment and vote through a confidential/written ballot.

2.4.5 The By-laws shall be adopted and may be amended by two-thirds of the Member Organisations.

ARTICLE THREE: MEMBERSHIP

3.1 MEMBERSHIP CATEGORIES

3.1.1 Member Organizations

Applicants who satisfy eligibility requirements listed in By-laws 3.2.1 through 3.2.5 are eligible for Member status. Agencies with Member status have the right of voice and vote. Staff of agencies with Member status may be elected to serve on any CCC committee.

3.1.2 Associate

Applicants who satisfy eligibility requirements listed By-laws 3.2.2 through 3.2.5 are eligible for Associate status. Agencies with Associate status have the right of voice only. Staff of agencies with Associate status may be chosen to serve on CCC Sub or Ad Hoc Committees. Agencies eligible to be a Member may not choose Associate status instead of Member status.

3.2 MEMBERSHIP ELIGIBILITY REQUIREMENTS

3.2.1 Documented Status - as a non-profit, non-governmental Organisation (only for Member status).

3.2.2 Objective-holding as primary objective development and humanitarian assistance, rather than promoting political or religious aims.

3.2.2.1 In case of doubt or contention regarding the activities of an Organisation, CCC has the right to ask for - and to follow up - references.

3.2.3 Representation or Accredited Office - applicants should have an accredited office in Cambodia with the representative resident in Cambodia, or they should have staff resident in Cambodia that are explicitly authorized to represent the Organisation, and who are able to participate in the activities of the CCC.

3.2.4 Program - applicants should be operating on-going programs in Cambodia, or supporting programs and/or NGOs/local initiatives in Cambodia, technically and or financially, which have a primary objective to provide assistance beneficial to the Cambodian people in this country, for a minimum of at least one year prior to applying for CCC membership.

3.2.5 Specific documentation is required which demonstrates that the above requirements have been met. The necessary documentation is defined in By-laws 3.3.

3.2.6 After joining the CCC, Members or Associates have to inform the CCC in writing, and provide the necessary documentation, about any change in status and /or charter, both in Cambodia as well as, in the case of international NGOs, changes within the international organisation.

3.2.7 The CCC Executive Committee or Membership 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.

3.3 PROCEDURES FOR MEMBERSHIP APPLICATION

3.3.1 An organization, meeting eligibility requirements, must apply to be an Observer for a period of two months.

3.3.2 Within two months of becoming an Observer, the organization must complete the required documentation for membership, the membership informed, and be brought to the Executive Committee for vote at the conclusion of the observer period.

3.3.3 A set of CCC documents must be obtained from the office which include the following:

- an application form
- CCC Charter and Bylaws
- list of current Membership Organisations
- details of Membership fees

3.3.4 Application documents required include:

3.3.4.1 A letter stating the Organisation's desire to join the CCC must be submitted to the CCC Executive Director.

3.3.4.2 The application form will include:

- 1) The name of the Organisation;
- 2) The names of the designated representative and alternate to attend CCC meeting.
- 3) A statement for signing that pledges the Organisation to adhere to the principles of the CCC as in the CCC Charter;
- 4) A statement for signing that pledges the Organisation to participate regularly by presence or by proxy in the general meetings of the CCC;
- 5) A Statement for signing indicating the Organisation understands that Membership fee is to be paid in full upon entry into the CCC.
- 6) Legal registration documents (from the country in which the main office is registered), which confirm the non-profit, non-governmental status of the Organisation as a whole (for applicants to be a Member).
- 7) A description of the Organisation including philosophy and mandate, funding sources/procedures, a copy of the Organisation charter and any printed promotional material used by the agency's headquarters.
- 8) A description of the Organisation's program in Cambodia with project information including goals objectives, intended beneficiaries and the current annual operating budget.

3.3.5 Application procedure

- 1) Upon receipt of the initial application documents, the Executive Director will inform the Executive Committee and the general Membership of the organisation's eligibility for membership.
- 2) After receipt of all required application documents, the Executive Committee evaluates the Observer's documents and recommends either to bring the observer to vote or, if necessary, to submit additional supporting documents about the organisation for further clarification.
- 3) At the end of the observer period, the Executive Committee will vote on and formally accept the new member by a 50% plus 1 majority vote or reject the application if the vote is less than the required majority.
- 4) If rejected, The Executive Committee is required to note the specific criteria for Membership as set out in the Membership procedures that are not met by the Organisation making the application.
- 5) The Executive Director then advises the Membership of the vote results. The final decision, with objective rationale, will be recorded in the minutes of the CCC general meeting.

- 6) Payment of full Membership fees will be required from both Members and Associates as from the day of acceptance into the CCC.
- 7) Observers are required to pay a fixed amount to cover services, information and other materials extended to them during the period of observer ship.

3.4 DISCONTINUATION OF MEMBERSHIP

3.4.1 Membership shall be discontinued under the following circumstances:

- 1) A vote by 50% + 1 majority of all Members resolving that a given Member's or Associate's activities and/or objectives are not in accordance with the objectives of the CCC or are detrimental to the collective effort by the CCC Membership;
- 2) A vote by 50% + 1 of all Members resolving that the Organisation no longer meets the eligibility criteria as stated in Article 3 and further of the Charter and By-laws.

3.4.1.1 If a Membership is being discontinued under Article 3.4.1 of the By-laws, the reasons for seeking the discontinuation of Membership must be submitted to the Executive Committee at least fifteen (15) days prior to a monthly meeting of the Membership for review and distribution.

3.4.1.2 This request will be presented for discussion at the monthly meeting and will be considered for the purpose of a vote at the following monthly meeting.

3.4.2 Failure to pay annual Membership fees by a period exceeding *three* months of the normal due date.

3.4.2.1 There must be evidence that two written reminders of fees due were sent to the Member or Associate before this discontinuation can be applied. These reminders are the responsibility of the staff of the CCC.

3.4.2.2 Discontinuation of Membership under Article 3.4.2 of the By-laws will be decided by the Executive Committee, on notification from the CCC office.

3.4.3 Notification in writing from a Member or Associate Organisation advising the intention to withdraw from Membership.

3.4.3.1 If an Organisation withdraws its Membership under Article of the By-laws, it is the responsibility of the Executive Committee to notify the Membership, at the following monthly meeting, of that Organisation's withdrawal.

3.5 HOLDING MEETINGS

3.5.1 At least once every 2 (two) months, at such time(s) as agreed by the Executive Committee and announced to all Member Organisations, a meeting for representatives of Member Organisations shall be held. A representative of each Member Organisation has the authority to speak and cast the vote of the Organisation he/she represents. Guests may attend with prior approval of the Chairperson or Executive Director.

3.5.2 A special meeting consisting of a representative(s) of Membership Organisations and invited guests or consisting solely of representatives of Member Organisations may be called by:

3.5.2.1 The Chairperson, or the Executive Director in consultation with the other Executive Committee Members; or

3.5.2.2 Representatives of Member Organisations submitting to the Chairperson or Executive Director a written request signed by at least one-fifth (20%) of all Members, upon receipt of which the meeting shall be held within ten days.

3.6 QUORUM

- 3.6.1 A quorum for meetings convened with two weeks notice is attained by registration of attendance of at least one-third of all Member Organisations.
- 3.6.2 A quorum may be achieved by including proxies.
- 3.6.3 The quorum needed and number of Member agencies registered shall be announced at the beginning of each meeting's business.

3.7 PROXIES

- 3.7.1 A proxy must be provided in writing from one Member Organisation to another Member or Associate Organisation and must be submitted at each meeting.
- 3.7.2 Member Organisations may vote on all matters by proxy.
- 3.7.3 No Member or Associate Organisation may vote the proxy for more than one (1) Member on any one matter.

3.8 VOTING

- 3.8.1 The Chairperson of the meeting is responsible that there are procedures to ensure that Member attendance and the resulting quorum situation is assessed and announced, that all proxies have been verified in writing, and that each Member agency vote only once on each motion.
- 3.8.2 Votes must be initiated by one representative of a Member agency making a motion and a representative of a second Member agency seconding the motion.
- 3.8.3 All motions must be recorded in writing before a vote is taken.
- 3.8.4 Votes on Membership in the CCC, finances, and the election of persons to committees will be by confidential/written ballot. A registration to show who voted must be made.
- 3.8.5 All other votes will be by show of hands unless there is a vote for another procedure.
- 3.8.6 The Chairperson of the meeting is responsible for establishing discussion and voting procedures, within the principles of the CCC charter and By-laws, unless the Members vote for a different procedure.
- 3.8.7 Resolutions on policy for which a vote is scheduled shall be advertised in writing at least ten days prior to the vote. This does not prevent Member representatives attending a meeting from making motions and voting on these during the course of the meeting.
- 3.8.8 The votes required for a motion to be passed is as follows:
 - 3.8.8.1 Motions to grant CCC Membership, to withdraw CCC Membership or to pass budget matters require a simple majority vote (50% plus 1) of the Members.
 - 3.8.8.2 Motions to change the Charter, amend the bylaws, or to elect/remove Executive Committee members require a vote of two thirds of all Member Organisations.
 - 3.8.8.3 For elections of persons to a committee, other than the Ex-ecutive Committee, the candidate(s) with the highest number of votes is elected at a meeting where a quorum of the membership is present.

3.8.8.4 All other motions shall be carried by a vote of fifty percent (50%) plus one of those present and voting, including proxies.

3.8.9 If there is an urgent matter before the CCC but no quorum at the meeting, a vote of those Members present may be taken and the results completed with a follow-up postal ballot of those Member agencies, which did not attend the meeting.

3.8.10 While a CCC vote shall not be binding on Organisations of the Membership, the Executive Committee and the staff shall be bound by the decisions.

ARTICLE FOUR: EXECUTIVE COMMITTEE

4.1 ROLE THE EXECUTIVE COMMITTEE

The Executive Committee acts as the Board of Directors of the CCC. It has as a main task to guide and advise the Executive Director on policy developments which are desired by the CCC Member Organisations. The Executive Committee is at all times accountable to the CCC Membership. It devises a broad framework for CCC policies, to be approved by the CCC Membership. The Executive Committee assist the Executive Director in interpreting his/her mandate, and ensures that all actions taken on behalf of the CCC Member Organisations, by either the CCC Executive Director, the Executive Committee Members or the CCC Staff, fall within the mandate given by the Member Organisations and are in compliance with the approved broad policy lines.

4.2 TASKS OF THE EXECUTIVE COMMITTEE

4.2.1 The Executive Committee will ensure the effective over-all management and accountability of the CCC to its Membership and partners, within the law of Cambodia.

4.2.2 The Executive Committee will formulate policy with the approval of the Membership and identify action in response to issues raised by the Membership.

4.2.3 The Executive Committee will recruit, select and execute a contract with the Executive Director. It will supervise all tasks that are specifically allocated to the Executive Director, and for which the Executive Director carries primary responsibility.

4.2.4 The Executive Committee shall discuss, examine and approve, prior to distribution or enactment, all documents drafted by the Executive Director listed in Article 6 of these bylaws.

4.2.5 Requests for CCC actions by members or the Executive Director outside the normal CCC office operations will be prioritized by the Executive Committee.

4.2.6 No Member of the Executive Committee, the staff, or the Membership of the CCC shall present him / herself, either in writing or in person, as an official spokesperson of the CCC without having been designated by the Executive Director, the Chair of the Executive Committee, or the CCC Membership to speak on behalf of the CCC on a particular issue. Authority to delegate this responsibility must follow the policy for official communications as stated below in Article 6.

4.2.7 The Executive Committee will ensure the organisation of an Annual General Meeting at which the Annual Report and Audited Accounts will be presented.

4.2.8 The Executive Committee will establish and dissolve committees as required to accomplish CCC objectives as provided in Article Five.

4.2.9 The Executive Committee will establish a meeting schedule and meet at least at least four times (4x) per year; the Executive Committee may also call special meetings as circumstances require.

4.2.10 The Executive Committee shall monitor the financial affairs of the CCC as carried out by the staff.

4.2.11 The Executive Committee shall be responsible to ensure the financial viability and accountability of the CCC; the Executive Committee and Executive Director shall have signing authority for financial transactions within limits set by the Executive Committee annually at the first meeting of the Executive Committee immediately following the Annual General Meeting.

4.3 DUTIES OF MEMBERS OF THE EXECUTIVE COMMITTEE

4.3.1 The Chairperson, or Vice-Chairperson in his/her absence, shall preside at meetings of the Executive Committee; the Executive Director shall preside at meetings of CCC.

4.3.2 The Chairperson shall be responsible for authorizing minutes, reports, and all documents pertaining to the CCC, in accord with approval by the Executive Committee.

4.3.3 The Vice-Chairperson and Members-at-Large of the Executive Committee shall assist other Members of the Executive Committee as requested by the Chairperson and may be allocated responsibilities with regard to the following key tasks:

- 1) Finance and fund-raising
- 2) Membership
- 3) Personnel and staffing
- 4) Any others that may be assigned from time to time.

4.3.4 The Treasurer shall be responsible for reviewing and approving financial statements, budget plans and audit reports of CCC.

4.4 ELECTION PROCEDURES FOR THE EXECUTIVE COMMITTEE

4.4.1 Any staff member of a Member agency may make nominations of eligible persons to serve on the CCC Executive Committee.

4.4.2 A form for nominations shall be provided and must be completed; for the nomination to be valid, acceptance of the nominee for the nomination must be included.

4.4.3 Nominations shall be opened at least four weeks prior to the election and the names of nominees shall be posted at the office as they are received.

4.4.4 The closing date for nominations shall be two weeks prior to the election.

4.4.5 The complete list of nominees will be distributed to Members 10 days prior to the election.

4.4.6 Elections for Executive Committee Members will be held once a year. The term of office will be for 2 (two) years. Each member of the Executive Committee shall serve a minimum 2 (two) years term; however, no member may serve more than two consecutive terms.

4.5 OPERATING PROCEDURES

4.5.1 At its first meeting following the Annual General Meeting, the Executive Committee shall agree on operating procedures for their meetings, which are consistent with the principles of the CCC Charter and By-laws.

4.5.2 The schedule for all meetings of the Executive Committee shall be posted at the CCC.

4.5.3 Any Member Organisation may ask, at any time, to meet with the Executive Committee to raise a matter of concern.

- 4.5.4 For any decision to be made by the Executive Committee, ordinarily a majority of the Committee Members shall be present and at least a majority of those present must be in agreement.
- 4.5.5 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 CCC business, and the accountability of Members of the Committee to attend meetings.
- 4.5.6 On matters of personnel and other concerns of a sensitive nature, the Executive 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 Executive Committee shall be kept by the Executive Director or by an agreed Executive Committee Member in case there is an Executive Session when the Executive Director is not present.
- 4.6.2 Minutes of Executive 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 Executive Committee.
- 4.6.3 While committed to transparency and openness, the Members of the Executive Committee shall observe confidentiality as necessary, in order to preserve the integrity of the CCC Organisation, the security of individuals and the interests of the CCC Member Organisations.

4.7 RETIREMENT OF THE EXECUTIVE COMMITTEE

- 4.7.1 The Executive Committee as a whole shall be appointed or retired upon the following:
- 4.7.1.1 A decision passed by a vote result of 50% +1 of the Members can dissolve the Executive Committee and hold new elections.
- 4.7.2 Individual Members of the Executive Committee shall retire upon the following:
- 4.7.2.1 Expiration of the term of appointment
- 4.7.2.2 A decision passed by a vote result of 50% +1 of the Members to retire the Member.
- 4.7.2.3 The Executive Committee Member ceasing to be a staff Member of any Member Organisation of the CCC, either because that Organisation ceases Membership in the CCC, or because the staff Member leaves the employment of the Member Organisation. The staff Member may be eligible for re-election and service in the Executive Committee if he/she takes employment with another Member Organisation.
- 4.7.2.4 Executive Committee Members missing or absent for three (3) consecutive Executive Committee Meetings may be requested to stand down.

ARTICLE FIVE: COMMITTEES

5.1 ESTABLISHMENT OF COMMITTEES (OTHER THAN THE EXECUTIVE COMMITTEE)

- 5.1.1 The Executive Committee may establish “Sub-Committees” and “Ad Hoc Committees” as they see appropriate or on request from Members.
- 5.1.1.1 The purpose of Sub-Committees is to assist the Executive Committee in matters like Finance and Membership status. Ad-Hoc Committees would be established for special tasks.

5.1.1.2 The term of office of these committees shall depend on the nature of the task of the committee and set at the time of selection.

5.1.2 Members of such committees will be appointed by the Executive Committee and CCC membership informed.

5.1.3 The terms of reference and operating procedures for all committees are to be established by the Executive Committee.

5.2 ELIGIBILITY FOR PARTICIPATION ON COMMITTEES

5.2.1 Members of committees may be selected from among staff of Member or Associate Organisations.

5.2.2 Any Member Organisation may make nominations of eligible persons to serve on CCC committees.

5.2.3 Representatives of Organisations, which are not in the CCC Membership may be invited to participate as appropriate by the Executive Committee.

5.2.4 Each Sub-Committee shall also have one designated Member of the CCC Executive Committee.

5.3 COMMITTEE OPERATING PROCEDURES

5.3.1 The chairperson of each committee shall be elected by the Members of the committee and any Member of the committee may be nominated for the position of chairperson.

ARTICLE SIX: CCC EXECUTIVE DIRECTOR

6.1 MANDATE, ROLE AND TASKS OF THE EXECUTIVE DIRECTOR

6.1.1 The Executive Director is competitively recruited for an initial mandate of 2 (two) years. Subject to satisfactory performance, his/her mandate can be extended to a maximum of 5 (five) years.

6.1.1.1 The Executive Director is a non-voting, ex-officio member of the Executive Committee.

6.1.1.2 The Executive Director serves as the secretary to the Executive Committee. (S)he prepares the meetings of the Executive Committee, including the agenda. The Executive Director will solicit the views of the Executive Committee on all policy matters regarding CCC's relationship to its Members. (S)he ensures that activities undertaken by the CCC Office are in line with approved planning documents and minuted decisions of the Executive Committee. (S)he works in close consultation with the CCC Chair-person.

6.1.2 Other Tasks and Responsibilities of the Executive Director include:

- 1) Preparation of funding proposals for presentation to the Executive Committee, and will seek approval from the Executive Committee, of these proposals.
- 2) Arranging a yearly audit of the CCC accounts.
- 3) Preparation of the schedules of events and work plan for the CCC calendar year.
- 4) Preparation of agendas for meetings of CCC Members for submission to the Executive Committee for approval.
- 5) The Executive Director may, with the approval of the Executive Committee, be delegated to represent the CCC Office to Member Organisations, donors, international Organisations,

Cambodian institutions or other Organisations. (S)he establishes and maintains close contacts with relevant administrative bodies inside and outside government, liaises with bilateral and multi-lateral agencies operating in Cambodia and explores areas for mutual support and cooperation. These external communications will be carried out according to policy established by the Executive Committee.

- 6) It is a primary task of the Executive Director to ensure all CCC staff have valid contracts specifying responsibilities, and conditions of employment. At least once annually, the Executive Director shall submit the statements of duties, delegated authorities and conditions of employment for the CCC Staff to the Executive Committee for final approval.
- 7) It is a primary task of the Executive Director to supervise daily operations and the overall performance of the CCC staff. The Executive Director ensures that CCC Staff are regularly and properly appraised, according to established guidelines and procedures. Though the Executive Committee is end-responsible for the hiring and firing of all CCC Staff, the Director ensures that proper procedures are established and being followed in relation to all staffing matters.
- 8) The Executive Director is responsible for the well being and security of all CCC Staff and will consult the Executive Committee, whenever appropriate, regarding concerns over staff matters.
- 9) In working with the Executive Committee, the Executive Director may initiate and introduce administrative policies, either individually or in collaboration with committees specifically appointed by the Executive Committee or the membership. The Executive Director will seek approval of policies and guidelines from the Executive Committee.
- 10) Although the Executive Committee carries the fiscal end-responsibility for all financial decisions and transactions made by the CCC Office, the Executive Director oversees the CCC's administrative procedures and financial systems and therefore supervises and directs the work of the CCC accountant.
- 11) All correspondence or communication, which presents itself as an official message to the Ministries of the Royal Cambodian Government or Heads of state, must bear the signatures of both the Executive Director and the Chair of the Executive Committee and prior notification to the Executive Committee.
- 12) The Executive Committee shall delegate specific signing authorities for finance and correspondence to the Executive Director. As a rule, contracts and other legally binding documents shall be signed by the Executive Director. The Executive Committee may, at its discretion, request that the Chairperson of the Executive Committee to counter-sign documents signed by the Executive Director.

ARTICLE SEVEN: FINANCE

7.1 BUDGET

The annual budget shall be prepared by the Executive Director, with the assistance of the Treasurer, for presentation and approval by a 50% +1 vote of the Executive Committee.

7.2 NON BUDGETED EXPENDITURES

If extra-budgetary expenditures in excess of US\$ five thousand (US\$ 5,000) are foreseen to occur which would affect the provision of planned services and would affect meeting contractual obligations, the Executive Committee must notify the Membership in advance of the nature and amount of such expenditures. If twenty percent (20%) of Member Organisations notify the Executive Committee within 15 days that this expenditure should be brought to a vote, the expenditure will be postponed until after such a vote takes place.

7.3 MEMBERSHIP FEES

Membership fees are to be paid on the basis of an Organisation's estimated in-country administration and program budget for the forthcoming year. This would normally correspond with the budget submitted to auditors.

7.3.1 Membership fees are to be paid January 1 of each calendar year.

7.4 FUNDRAISING

Fundraising activities, as required for specific purposes, are to be initiated and approved by the Executive Committee.

7.5 DONATIONS FROM NON-MEMBER ORGANISATIONS

Executive Committee approval is necessary for receipt of donations of cash or in-kind from Non-member Organisations.

7.6 FINANCIAL REPORTS

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

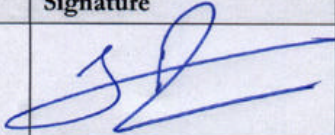
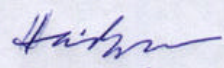
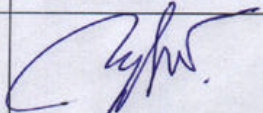
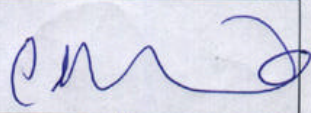

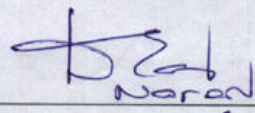
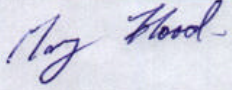
7.7 AUDIT

The Executive Director is responsible for arranging a yearly audit of the CCC accounts. The Auditor will be recommended to the Executive Committee by the Executive Director for approval. The audit report and management letter shall be submitted to the Executive Committee for circulation to the Membership.

1. Revision Date: 26th May 2008

2. Approved and endorsed by the Executive Members

3. Name and Signature of each Excom Member

No.	Name/Title/Organisation	Signature
1	Mr. Mam Sambath Executive Director Development and Partnership in Action (DPA)	
2	Ms. Haidy-Ear Dupuy Advocacy and Communications Manager World Vision-Cambodia (WV-C)	
3	Mr. Chhuon Vuthy Human Resource Manager Lutheran World Federation (LWF)	
4	Ms Caroline McCausland Programme Advisor Programme Coordinator Concern Worldwide CARE Cambodia	
5	Mr. Pen Sharak Pheap Human Resource Manager CARE Cambodia	
6	Mr. Kou Naren Finance and Admin Manager Forum Syd	
7	Ms. Mary Flood, Country Manager-Cambodia/Thailand Australian Volunteers International (AVI)	



Date: 1st July 2008

Dear Executive Members

Re: By-law amendment

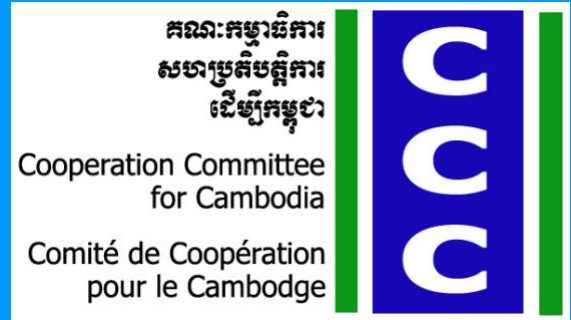
As per the recent e-approval questionnaire feedback, the Executive Committee have approved the revision of the by-laws as recommended by the mid-term evaluation report.

I have now reflected these changes into this revised version for your formal approval. Please kindly sign the endorsement sheet as attached so that we can update our files accordingly.

Thanks and regards


Borithy





#9-11, Street 476, Sangkat Toul Tom Pong 1, Chamcar Morn
PO Box 885, Phnom Penh, Kingdom of Cambodia
Tel: (855-23) 214 152 / 216 009
Fax: (855-23) 216 009
Email: info@ccc-cambodia.org
Website: www.ccc-cambodia.org