

**CHARTER
OF
STAR KAMPUCHEA**

PREAMBLE

As we understand that Cambodia continues to need development in all fields for the building of the nation and needs, to begin with, the knowledge and professional skills which are crucial elements in the present situation in order to achieve the goal of proper development.

As we understand that the participation of all national institutions, organizations and associations is needed in the work of rebuilding a Cambodia which includes a newly emerging system of multi-party democracy and respect for human rights, in a way which will sustain a strong future.

Furthermore, as we understand that the nation of Cambodia has newly emerging non-governmental organizations and associations, which do not yet have full leadership capacity or effective management.

We participate actively in peaceful and non-violent parades, lobby to have free and just elections and draft the constitution and other laws of Cambodia.

Therefore we, the founders, have gathered our ideas and decided to create a non-profit, non-political organization. This organization does not discriminate against nationality, ethnic group, gender, sexual orientation or religion, as detailed in the chapters below.

CHAPTER 1

NAME, LOGO, ADDRESS AND FOUNDING DATE

Article 1. This organization is named "SDAAR Kampuchea" in Khmer, written in English as STAR KAMPUCHEA.

Article 2. The STAR KAMPUCHEA logo is as follows:

2.1 There are 8 persons linking arms in a circle, representing of solidarity, cooperation, and participation in society of Cambodian NGOs and international NGOs in the work of building and developing the country.

2.2 A ribbon below the picture of the people has the label 'STAR KAMPUCHEA' to represent support and elevation of associations and non-governmental organizations in civil society.

2.3 A star at the top is to present the constitutional law.

Article 3. STAR KAMPUCHEA is an organization that carries out its work in cooperation and/or on behalf of a group of other NGOs. The registration, roles and responsibilities of the

cooperating organizations are separately defined in the Cooperating Organizations Policy. STAR Headquarters is located in Phnom Penh, Cambodia.

Article 4. STAR Kampuchea was founded on Friday, 1 August 1997 and has its central office based in Phnom Penh, the capital of Cambodia.

CHAPTER 2

Star Kampuchea's VISION, MISSION and GOALS

Article 5. Our Vision:

Cambodia is a country with a true democracy, rule of law, which is peaceful and free from poverty.

Article 6. Our Mission:

- STAR Kampuchea exists to improve the capacities of members and cooperating organizations and their networks to deliver qualified advocacy assistance on priority issues of vulnerable and disadvantaged people.
- In building partnerships with local and international partner institutions STAR Kampuchea promotes democratic participation and an enabling environment for civil society advocacy operations.
- STAR Kampuchea provides opportunities for information sharing and dialogue, training, consultancy and technical support, consistent with high professional and ethical standards.

Article 7. Core values

STAR believes that:

1. Rule of law and democracy lead to security and freedom.
2. Transparency, participation, and accountability create trust amongst stakeholders
3. Gender equity allows people to develop their full potential and is a benefit for society
4. Cooperation and networking promotes a strong voice to influence change
5. Solidarity, good relationship, commitment, and on-going learning enhance quality and effectiveness of our work.

Article 8. Overall Development Goal:

Star Kampuchea aims to promote democracy and poverty reduction in Cambodia by strengthening civil society and increasing popular participation.

CHAPTER 3

HONORARY PRESIDENT AND THE BOARD OF DIRECTORS

Article 9. Honorary President

STAR KAMPUCHEA would like to invite Venerable Maha Ghosananda to be the Honorary President. [Star Kampuchea is currently looking for a replacement as Venerable Maha Ghosananda has passed away.] The Honorary President is chosen by the founders and has the role to give direction and ideas to STAR KAMPUCHEA. The term of the Honorary President is for life, unless he requests to resign.

Article 10. The Board of Directors is the top legislative branch of the organization, and the highest institution within STAR KAMPUCHEA.

The Board of Directors has a minimum of 3 members and a maximum of 9 members, who are chosen by the founders in the first term and, in following terms, as is described in Article 13, with the number of members set by the Board of Directors.

Article 11. A member of the Board of Directors shall have a background and qualifications as follows:

11.1 Good skills and professionalism

11.2 At least three years experience in the field of civil society

11.3 Serves as a volunteer who does not take any personal benefit from the organization, and does not think about using the organization to promote her/his own private interest

11.4 Is honest and ethical

11.5 Has enough time to serve STAR KAMPUCHEA

11.6 Is not involved with political parties

11.7 Is not a leader of other organizations or associations, which have goals similar to STAR KAMPUCHEA

Article 12. Members of the Board of Directors shall include men and women, Cambodians and non-Cambodians, and monks.

Article 13. Each member of the Board of Directors shall have a two-year term. When an individual member of the Board completes one term s/he may continue to serve another term, with at least 51% approval of the other members of the Board of Directors. In the case that a member of the Board of Directors resigns or is dismissed before the normal end of the term, the process is described in **Article 17** of this charter.

Article 14. Roles and Responsibilities of the Board of Directors

14.1 To review, consider, revise and approve the Charter, staff policies, policies governing the Executive Committee, financial policies, annual plan, and annual budget of STAR KAMPUCHEA

14.2 To hire, supervise, evaluate, promote and dismiss the Executive Director as stipulated in **the Article 24** of the Charter

14.3 To sign agreements with the donors as stipulated in Article 16 of the Charter

14.4 To give ideas, vision and support to the Executive Committee

14.5 To advise, guide, and suggest additional activities, which are related to the goals and objectives of STAR KAMPUCHEA

14.6 To protect the interests, reputation and honor of STAR KAMPUCHEA

14.7 To support the work of the Executive Director in contacts with national and international institutions both inside and outside the country

14.8 To consider, revise and decide upon recommendations of the Executive Director regarding promotions or salary increases for the positions of Deputy Executive Director, Heads of Units, and Coordinators

14.9 To check and be responsible for the action plan and the overall reports of STAR KAMPUCHEA

14.10 To select, decide upon and appoint, from among candidates suggested by the current Board members or the Executive Committee, new or renewing members of Board of Directors to replace the members of Board of Directors who have resigned, finished their term of office, or been dismissed.

14.11 To receive appeals and make judgments

Article 15: No member of the Board of Directors shall get payment for his/her services as a member of the Board of Directors. However, STAR KAMPUCHEA shall pay, according to the financial policies, for the costs of transportation, lodging and food during his/her participation in meetings.

Article 16. Meetings of the Board of Directors

The meetings of the Board of Directors are:

16.1 Regular meetings, to be held every three months;

16.2 Special meetings, to be called in particular or urgent situations involving STAR KAMPUCHEA according to the request of one-third of the Board of Directors or two-thirds of the Executive Committee.

16.3 Annual meetings, to be held at the beginning of each year in January. This meeting is to select new members of the Board of Directors, evaluate the work of STAR KAMPUCHEA, and decide the annual plan of STAR KAMPUCHEA.

16.4 Neither ordinary, special, nor annual meetings can be conducted unless there is a two-thirds quorum of the members of the Board of Directors.

16.5 The organizing and invitation to a meeting shall be done by the Chairperson of the Board of Directors. The invitation shall be sent at least five to ten days in advance and include the agenda, place and exact date and time.

- 16.6 For any decision, each member of the Board of Directors has an equal vote.
- 16.7 No decision or approval is official unless supported by at least 51% of the attending Board members in a secret ballot.
- 16.8 The Executive Director and another representative of the Executive Committee shall be invited to participate in every ordinary, special or annual meeting of the Board of Directors, unless it is a closed meeting, in order to explain, observe and provide information to the Board of Directors, and to take the approved decisions to staff for implementation. However, they have no voting rights.
- 16.9 The minutes of the Board of Directors shall be kept in the STAR KAMPUCHEA office. These shall be available to interested donors and national and international organizations.

Article 17. Officers of the Board of Directors

- 17.1 The Board of Directors shall be composed of the Chairperson, Deputy Chairperson, Secretary, Treasurer, and members with one-year term. They shall be chosen from among the members of the Board of Directors by election at the Board of Directors' annual meeting.
- 17.2 The officers of the Board of Directors have the following duties:

Chairperson

- 1- To sign the Charter, action plan, annual budget, internal staff policies and financial policies of STAR KAMPUCHEA, after approval by the Board of Directors
- 2- To sign contracts with the donors
- 3- To preside over the ordinary, special, and annual meetings of the Board of Directors
- 4-To invite the members of the Board of Directors to meetings
- 5-To receive resignations or requests for absence from a meeting of the Board of Directors
- 6-To receive requests to call a special meeting, according to Article 16.2, and to invite the members of the Board of Directors to participate in special meetings
- 7-In the case of the absence of the Secretary during the meeting, the Chairperson shall choose one among the other members of the Board of Directors to take the minutes

Deputy Chairperson

- 1-To be responsible for the work of the Chairperson, with the agreement of the Chairperson, while the Chairperson is absent

Secretary

- 1-To check the quorum at Board of Directors meetings
- 2- To take the minutes at every meeting of the Board of Directors
- 3-To file and keep the documents which relate to the work of the Board of Directors

Accountant

- 1-To sign, together with the Executive Director, Deputy Executive Director and Coordinator, to open or close a bank account and withdraw funds, according to the financial policies of STAR KAMPUCHEA
- 2-To receive and report financial statements during the Board of Directors meetings
- 3-To receive the annual budget plan and submit it to the Board of Directors for review, consideration, and decision making
- 4-To file and keep the documents, which relate to the budget

Article 18: Resignation and Dismissal of Members of Board of Directors

- 18.1 A member of the Board is considered to have resigned automatically if s/he fails to participate in meetings three times consecutively without any written information in advance
- 18.2 The Board shall vote to dismiss a member for accusations of violations of the Charter, Article 14, other policies of STAR KAMPUCHEA, or the NGO Code of Ethics
- 18.3 Every member of the Board of Directors has the right to resign from his/her position by writing to the Board of Directors, including the specific reasons

CHAPTER 4

EXECUTIVE COMMITTEE

- Article 19. The Executive Committee shall be composed of the Executive Director, the Deputy Executive Director, Coordinators of each program and the Administrator of STAR KAMPUCHEA.

Article 20: Every member of the Executive Committee has an equal vote for decisions on the tasks stipulated in Article 22 of this Charter.

Article 21: The functions of the Executive Committee shall be set by policies.

Article 22: The roles and responsibilities of the Executive Committee are as follows:

22.1 Preparing and drafting the Charter, staff policies, policies governing the Executive Committee, financial policies, and the action plan and annual budget of STAR KAMPUCHEA, in order to submit to the Board of Directors to review, consider, revise and decide

22.2 Organizing and participating in the hiring process of the Executive Director

22.3 Participating in and deciding on hiring, promotion and dismissal of staff and salary increases based on the recommendations of the Executive Director. However, the decisions for these matters, for the Coordinators of each program, the Administrator and the Deputy Executive Director, shall be referred to the Board of Directors before a decision

22.4 Reviewing and approving finance plans as stipulated in the financial policies of STAR KAMPUCHEA [Translator's Note: this refers to lower level finance plans, not the Annual Budget]

22.5 Drafting and approving other policies of STAR KAMPUCHEA [Translator's Note: this refers to lower level policies, not those policies which are within the specified responsibilities of the Board of Directors]

22.6 Drafting the form for staff to evaluate the Executive Director, collect those forms from staff, and send them to the Board of Directors

Article 23: The Executive Committee shall meet monthly, except when necessary, a meeting may be held immediately

23.1 Every meeting shall have a two-thirds quorum of the members of the Executive Committee

23.2 No decision or approval can be considered official unless there are at least 51% votes in favor

23.3 The chairing and functioning of the meeting shall be done as stipulated in policies

CHAPTER 5

LEADERSHIP AND MANAGEMENT

Article 24: The leadership and management of STAR KAMPUCHEA is the responsibility of the Executive Director whose duties require full-time work

Article 25: The Executive Director shall be hired, supervised, evaluated and dismissed by the Board of Directors, considering the recommendations and the evaluations of the staff

Article 26: The rights, roles, duties and contract of the Executive Director are stipulated in the staff policies of STAR KAMPUCHEA

CHAPTER 6

RESOURCES AND FINANCE

Article 27: The resources and the finance of STAR KAMPUCHEA shall be obtained from:

27.1 Donations, contributions or funds from donors even if private budget or materials from supporters, national and international organization are the properties of STAR KAMPUCHEA. And those are for the process of activities according to the vision, goals and objectives of STAR KAMPUCHEA

27.2 Income from various program activities

Article 28: STAR KAMPUCHEA will absolutely not receive any funds or support from any political party.

Article 29: The Use and Management of Funds

29.1 All the funds of STAR KAMPUCHEA shall be kept in the bank except those funds needed to meet one month's expenses according to the action plan

29.2 To open a bank account shall require 4 signatures, from: the Executive Director, the Deputy Executive Director, the **Facilitator**, and the Accountant of the Board of Directors

29.3 Every deposit or withdrawal of funds, or closing of a bank account, shall require at least 3 signatures from among the 4 people above and shall follow the financial policies of STAR KAMPUCHEA

29.4 Each year, the Executive Committee shall organize a special committee, composed of staff from national or international organizations in the country, to audit the income and expenses of STAR KAMPUCHEA. In the case that donors recommend or require that a company with significant experience in auditing checking the income and expenses and issue an audit report, the Executive Committee shall organize this

29.5 After an audit, the Executive Committee shall submit it to the Board of Directors

29.6 No one has the right to use STAR KAMPUCHEA funds in violation of the budget plan

Article 30: The financial year of STAR KAMPUCHEA runs from January 1st to December 31st

Article 31: STAR KAMPUCHEA has the right to borrow funds to cover expenses which are according to a plan for which funds are contracted; STAR KAMPUCHEA will repay the loan when the funds have been received.

CHAPTER 7

REPORTING AND DOCUMENTING

Article 32: Every year, STAR KAMPUCHEA shall make reports according to the NGO Law and the requirements of donors

Article 33: All documents stipulated in Article 32 above shall be kept and maintained in STAR KAMPUCHEA files for a period of 10 years

CHAPTER 8

CONFLICT RESOLUTION

Article 34: The sorts of conflict and resolution:

34.1 Every conflict between the Executive Director and other NGOs shall be resolved by the Board of Directors

34.2 Every conflict between STAR KAMPUCHEA and other institutions shall be resolved by the Executive of Director as soon as possible. In case of a serious conflict, it should be referred to the Board of Directors to solve.

34.3 In the case of serious conflict between Executive Staff and the Board of Directors, a Neutral Committee shall be organized by the Executive Committee and the Board of Directors, with the support and participation of the donors.

Article 35: All conflicts in Article 34 above shall be resolved with peaceful non-violent means, according to the law, which is in force.

CHAPTER 9

AMENDMENT OF THE CHARTER

Article 36: This Charter is the highest law of STAR KAMPUCHEA. Internal regulations, policies and other decisions of STAR KAMPUCHEA shall be in conformity with the Charter.

Article 37: This Charter cannot be revised or added to unless there is a request by a two-thirds majority of the Executive Committee or a two-thirds majority of the Board of Directors, and the amendment is submitted to the Board of Directors to review, consider, revise and decide.

Article 38: It shall be prohibited to amend the Charter, staff policies, or financial policies of STAR KAMPUCHEA when there is an internal conflict such as in Article 34 of this Charter, which is still being resolved.

CHAPTER 10

DISSOLUTION OF STAR KAMPUCHEA AND DISTRIBUTION OF THE ASSETS

Article 39. STAR KAMPUCHEA can be dissolved in the case of a serious conflict, which cannot be resolved. This decision shall require the approval of two-thirds of all members of the Executive Committee and at least two-thirds of the members of the Board of Directors.

Article 40. In case of the dissolution of STAR KAMPUCHEA, the assets shall be used first to pay staff according to Labor Law, then to fulfill other financial obligations. After this remaining funds shall be transferred to donors, and the remaining properties shall be given to national or international NGOs, which have goals similar to STAR KAMPUCHEA and serve the public interests.

Article 41. The division of assets as stipulated in Article 40 above shall be done by a neutral committee which will be organized the Executive Committee and the Board of Directors and which has the support of the majority of the donors.

CHAPTER 11

FINAL REGULATIONS

Article 42. Any regulation in contradiction to this Charter shall be considered invalid.

Article 43. This Charter comes into force from the date of signing.

Phnom Penh, Revised on 18th June 2009
Substitute, Executive Committee

Chair Women of Board of Director

Ms. Prok Vanny

Ms. Chet Charya
Executive Director

Signed on the original Khmer language version