



អច្ចការ សាស្ត្រកម្មការ
STAR KAMPUCHEA ORGANIZATION

ផ្សេខ ៩១ ផ្លូវ ១២៣ កំង ៩៦៨ សង្កាត់ទួលទំពូង ១ ខណ្ឌចំការមន រាជធានីភ្នំពេញ
#71, St. 123/468, Sangkat Toul Tumpong I, Khan Chamkarmorn, Phnom Penh.

P.O.BOX:2555, PP, Cambodia
CCC Box. 372
OP : (855) 23 211 612
Fax : (855) 23 211 812
E-mail : star-director@starkampuchea.org.kh
: star@starkampuchea.orgkh
Website : www.starkampuchea.org.kh

By-Laws OF STAR Kampuchea ORGANIZATION

4th Amendment
July 2015

PREFACE

Recognizing that Cambodia necessarily needs development for all sectors in order to build the nation and it basically demands knowledge, professions, high creativities and commitment on cooperation, partnership building and collaboration between the government, organizations, national and international associations, development partners, communities, private sectors and other stakeholders, which are the most important factors in today opportunities to sustainably achieve a development goal.

We note that the participation of all institutions, organizations and national and international associations in developing and building better Cambodia mainly rely on the practice of multi-party free democratic system and respect human rights in order to ensure justice, rule of law, genuine peace, and long-term solidarity for the future.

Cambodia is facing challenges including inefficient management of land and natural resources, environment insecurity and weak governance which negatively affect rights of land, rights of housing, rights of participation and people's livelihoods particularly the poor and vulnerable women in communities.

Many non-governmental organizations and associations are involved in some major sectors in newly-formed communities and they are not capable enough in leading and managing as well as mobilizing resources in the communities to be effectively utilized, distributed, supported and preserved.

We have actively participated in parades for democracy, peace and non-violence, insisting for free and fair election, and putting civil society voice in drafting the constitution and other laws of the Kingdom of Cambodia.

As stated above, we, the founders, staff, volunteers and Board members, are in unity and have strong commitment to support STAR Kampuchea, a politically neutral and non-partisan organization which respects religious and cultural diversity and uphold democratic principles and ideas to sustainably develop as written in the charter as follows:

CHAPTER 1

Name, Logo, Address and Date

Article 1:

The organization is named "STAR Kampuchea" and in Khmer scripts "ស्टारកंपuchea". STAR Kampuchea is a local and non-governmental organization founded to serve the public good.

Article 2:

In the logo of STAR Kampuchea, there are eight people standing with firmly close-shoulders holding in circle representing for unity, collaboration and participation of national and international associations and organizations in building and development. A ribbon under the people writing in Khmer scripts “ស្ថាបន្ទូល” representing for supports and promotions of associations and non-governmental organizations in the fields of good governance and sustainable natural resources management. The top star represents the supremacy of the law.

Article 3:

The main office of STAR Kampuchea is located in Phnom Penh. STAR Kampuchea will branch out in other targeted areas of the country when necessary.

Article 4:

STAR Kampuchea is formally founded on Friday of August 01, 1997 recognized by the Royal Government of Cambodia via official decision no. 1188សង្គ of the Ministry of Interior.

CHAPTER 2

Vision, mission, Value and Goals

Article 5:

Vision: Cambodian people live in a democratic society with peace and dignity.

Article 6:

Mission: Human rights education, democratic governance and sustainable natural resources management in local communities in partnership with the government.

Goals: Promote human rights respect, democratic governance and sustainable natural resources management.

Article 7:

Values: STAR Kampuchea strongly upholds the following values:

- **Openness:** SK is committed to sharing information openly and ensuring quality, and transparent, accountable and honest to the donors, target groups and stakeholders. SK is receptive to different ideas, not being confined or distant from different people and sources.
- **Unity:** SK is always in being of mutual understanding, applies to participatory decisions approach, and builds cordial cooperation and good relations with different networks, target groups, stakeholders and staff in order to achieve a common goal.

- **Respect:** SK respects laws and public opinions, and promotes gender equality with non-discrimination against race, religions and sex through gender mainstreaming in all of its programs and the whole organization.
- **Responsibility:** SK responds to the needs and problems of its vulnerable target groups, and stakeholders; and the concerns of staff in an effective and timely manner and with high responsibility according to democratic principles and the rule of law.

CHAPTER 3

Board of Directors

Article 8:

Board of Directors is the legislative body and the supreme body of STAR Kampuchea. Board of Directors is constituted by 5 members in minimum and 9 members in maximum. The Board of Directors shall be led by one president, one vice president, one treasurer and some members.

The organization and functioning of the Board of Directors are written in a policy.

Article 9:

The members of Board of Directors of STAR Kampuchea are both males and females in which from 40% to 60% of the total members. Besides Khmer citizens, the members can also be from international nations or priests.

Each member of Board of Directors of STAR Kampuchea is in a two-year mandate. When the mandate is expired, each member can continue to following mandates upon an approval of the Board of Directors.

Article 10:

Board of Directors has roles and responsibilities as follows:

- Inspects and approves the Charter and STAR Kampuchea policies submitted by the executive director after getting consultation with the executive committee,
- Inspects all project proposals of STAR Kampuchea and helps mobilize resources from various sources,
- Inspects and approves STAR Kampuchea strategic plans,
- Inspects and monitors financial reports and the implementation of action plans when necessary, in which these roles and responsibilities are clarified in the policy of administration and finance and the policy of organization and functioning of the Board of Directors,
- Recruits, manages, assess work performance of and dismisses the executive director,
- Signs contracts with donors in the name of STAR Kampuchea when required,

- Orientates the executive director to urge the implementation of policies, principles and programs of STAR Kampuchea,
- Cares for and promotes advantages and reputation of STAR Kampuchea,
- Strengthens communications with national and international institutions locally and internationally,
- Inspects and approves the promotion and salary upgrading of the executive director of STAR Kampuchea,
- Approves and recruits Board members to fulfill membership following the policy of organization and functioning of the Board of Directors,
- Coordinates and deals with conflicts in accordance with the written procedures.

Article 11:

The president, vice president and treasurer of the Board of Directors have roles and responsibilities as follows:

President:

- Leads meetings of the Board of Directors,
- Signs on the charter and relevant policies after getting an approval from the Board of Directors,
- Orientates the preparation of the charter, policies, principles and other programs management in order to strengthen the organization,
- Invites the Board members for meetings,
- Accepts resignation letters or absent forms for meetings of the Board of Directors,
- Inspects and counsels on designing project proposals and strategic mobilization of resources from various sources,
- Recruits, manages, evaluates work performance and dismisses the Executive Director from roles and responsibilities,
- Signs contracts with donors in the name of STAR Kampuchea when required,
- Orientates the executive director to urge the implementation of the charter, policies, principles and programs of STAR Kampuchea,
- Disseminates the reputation and promotes STAR Kampuchea,,
- Strengthens communications with national and international institutions locally and internationally, and
- Implements work as proposed by the Board of Directors.

Vice President:

- In acting roles of the president when the president is absent via delegation,
- Attends in meetings of the Board of Directors when invited,
- Inspects and counsels on policies, principles and other procedures in meetings of the Board of Directors,
- Counsels on ways to promote the organization and strategies for program implementation,

- Disseminates, counsels and communicates with donors locally and internationally,
- Helps monitor the implementation of projects in target areas according to the proposal of the director of STAR Kampuchea, and
- Implement work as approved by the Board of Directors.

Treasurer:

- Signs on opening and closing bank account,
- Signs on budgets for expenditure as stated in the policies of administration and finance,
- Examines and counsels on the annual budget planning,
- Keeps and inspects the financial reports and submits them to meetings of the Board of Directors,
- Studies and counsels on the policies of administration and finance,
- Disseminates, counsels and communicates with both local and international donors,
- Helps monitor the implementation of projects in target areas as proposed by the executive director,
- Attends the Board's meetings,
- Implements work as proposed by the Board of Directors, and

Article 12:

The Board Members should have the following qualifications:

- Equipped with high skills or proficiency,
- Have experience with relevant jobs at least for five years,
- Are volunteers without getting any financial profit and personal benefits,
- Are honest and have good morals in living,
- Have sufficient time to serve STAR Kampuchea, and
- Should not be an official or active member of any political party

Article 13:

Any Board Member will lose their position in cases as follows:

- The member resigns from the membership of the Board of Directors by submitting the resignation letter to the Board president,
- The member does not continually attend in the Board's meetings up to three times without informing in any written letter in advance,
- The member is dismissed from the membership in following the policy of organization and functioning of the Board of Directors,
- The member passes away.

The Board of Directors will make a decision on the loss of membership through its meetings.

Article 14:

When a Board member loses the membership, the Board of Directors shall elect a new member in replacement in 60 days for the longest.

In case of more than one member lose the membership and the Board of Directors does not have enough members for the meeting, the remaining members shall collaborate with the executive committee to elect new Board members.

Article 15:

Each Board member does not get any salary for implementing their roles. Instead, STAR Kampuchea will provide per diem for traveling, accommodation, food and other bonuses when they attend meetings and other events following the effective principles of finance.

Article 16:

The Board of Directors shall have rights to make decisions on policies following their meetings. Each Board member does not have any roles involving in daily operations of STAR Kampuchea.

The Board of Directors shall be accountable for donors and have responsibilities for the effective laws of Cambodia.

Article 17:

The Board of Directors of STAR Kampuchea shall regularly have ordinary meetings. In any special case, the Board of Directors may have extraordinary or secret meetings. Meetings of the Board of Directors shall be led by the Board President. In case of absence of the President, the Vice President will take over following a delegation. In the invitation letter of the Board's meeting shall be listed with agendas and submitted to all Board members for at least one week in advance. The meeting is considered to be legal when over the half of the Board members are present in the meeting.

Article 18:

A decision of the Board's meeting is considered to be official when it is approved by two thirds of all the Board Director members in the meeting following a secret voting.

The Executive Director shall attend all the Board's meetings unless the Board of Directors does not require his/her presence in the meeting.

In Board's meetings, STAR Kampuchea staff and other relevant stakeholders may invited when necessary. But the Executive Director, staff and the relevant stakeholders do not have rights to vote in the meetings.

All the Board's meetings have to documented the minutes and kept in the office of STAR Kampuchea. The results of the Board's meetings shall be informed to staff and relevant stakeholders for implementation. All sensitive information affecting STAR Kampuchea will not be disseminated unless there is permission from the Executive Director.

CHAPTER 4

Leadership and Management

Article 19:

STAR Kampuchea is under the daily leadership and management of the Executive Director.

The Executive Director has a mandate for five years. The Executive Director is continued of his/her next term when there is a decision made by the Board of Directors in the meeting.

The Executive Director shall be accountable and transparent to the Board of Directors and donors.

The Executive Director shall be elected, managed, evaluated and dismissed by the Board of Directors.

Article 20:

The Executive Director is fired from the position in cases as follows:

- Allegedly committed a serious crime or convicted by the court in any crime,
- All the Board members solely make decision by disagreeing with 4/5 of the members voting in disfavor following a secret meeting of the Board of Directors.

The procedures of dismissal of the Executive Director are respectively written in the staff policy.

Article 21:

The Executive Director is the Chair of the Executive Committee which is the executive body of STAR Kampuchea.

The Executive Committee is constituted by a Director, a Deputy Director, a Program Coordinator/Program Manager, a Administrative and Finance Manager and other relevant stakeholders when necessary.

The organization and functioning of the executive committee is written in the staff policy.

Article 22:

The roles and responsibilities of the Executive Committee:

- Prepares charter, policies and other relevant procedures,
- Prepares and delivers procedures following the charter and policies approved by the Board of Directors,
- Inspects annual strategic plans and action plans of STAR Kampuchea,
- Studies, prepares, monitors and proposes project proposals to mobilize resources from donors,
- Identifies strategies to strengthen the organization and implements the programs to ensure efficiency and sustainability of STAR Kampuchea,
- Prepares the processes and gets involved in recruitment of the executive director following the recruitment procedures as stated in the staff policy,
- Prepares proposals, recruits, promotes positions, raises salary and dismisses staff,
- Inspects and approves budgets as stated in the policies of administration and finance of STAR Kampuchea,
- Regularly arranges meetings in order to monitor and urge the implementation of programs and deals with issues,
- Promotes motivation, capacity development, health care and provides staff and their families benefits with dignity,
- Coordinates and deals with complaints and conflicts, and
- Promotes gender mainstreaming and women empowerment.

Article 23:

All the Executive Committee's meetings shall be taken place unless there are two third members of the total members.

All approvals of the Executive Committee are considered to be legal unless they are approved by at least 50% + 1 of all the attending members of the meetings following a secret election. In case the votes are equal, the vote of the Executive Director is the priority.

Meetings of the Executive Committee take place every week, except in special case.

The processes of the meetings are identified in the policies of the organization and functioning of the executive committee.

Article 24:

The roles and duties of the Executive Director and staff are described respectively in the separate job descriptions in line with the staff policy

Article 25:

All staff working for STAR Kampuchea are under direct management of the Executive Director. The processes of staff recruitment are based on non-discrimination following the gender policy of STAR Kampuchea. All staff shall be responsible and accountable for their supervisors.

Not allow to recruit staff members who are the relatives or family members to work for STAR Kampuchea as stated in the staff policy.

The procedures of staff management are identified in the staff policy.

CHAPTER 5

Resources and Finance Management

Article 26:

The sources of resources and finance of STAR Kampuchea come from: (1) budgets from donors (2) resources and materials from philanthropists, national and international organizations and government and (3) profits from service providing of STAR Kampuchea.

All resource utilizations and finance expenditures of STAR Kampuchea are only for implementation of actions based on vision, mission, goals and programs of STAR Kampuchea. No one has rights to use STAR Kampuchea's budgets out of the project expenditures.

Article 27:

STAR Kampuchea has rights to refuse funds coming from known or unknown sources that may undermine Cambodian people's interests or detrimental / not consistent to STAR Kampuchea's mandate and objectives.

Article 28:

STAR Kampuchea totally rejects all budgets from any political party which affects neutrality of organization.

Article 29:

All budgets of STAR Kampuchea shall be kept in a bank account, except the budgets for daily expenses based on specific action plans and in following of the policies of administration and finance. Opening a bank account is signed by four representatives of STAR Kampuchea including: 1. the executive director 2. A deputy director 3. A member of the executive committee who is not the treasurer and 4. The treasurer of the Board of Directors. The withdrawal from the bank account of STAR Kampuchea shall be signed and approved by two representatives among the four representatives.

Article 30:

Financial resources and all STAR Kampuchea's assets only belong to STAR Kampuchea and not to any individuals or groups. All usages of resources and finance of STAR Kampuchea shall be implemented following the policies of administration and finance of STAR Kampuchea.

Article 31:

All profits getting from programs implementation, services providing, businesses or any investment shall be considered as the properties of STAR Kampuchea.

STAR Kampuchea can utilize financial resources for generating funds or making businesses.

All resource utilizations for business or investment shall follow the policy of revenue utilization.

STAR Kampuchea shall effectively utilize its resources to ensure organization's sustainability, financial autonomy in order to widen scope and to respond to the needs of target groups.

Article 32:

The external financial audit shall be done on all revenue sources and resources STAR Kampuchea annually.

If required by its donors, STAR Kampuchea shall be open for financial audit made by an independent company in order to demonstrate transparency and financial reports shall be submitted to donors.

Financial reports and audits shall be prepared and submitted to the Board of Directors in order to inspect, counsel and disseminate to all relevant stakeholders following an approval of the executive director.

Internal audit procedures shall be developed and stated in administrative and financial policy.

CHAPTER 6

Conflict Resolution

Article 33:

All conflicts occur between internal staff or outsiders related to STAR Kampuchea shall be reconciled or solved by a neutral committee. The neutral committee shall be formed by a decision of the executive committee.

Those who have conflicts of interest are not allowed to be members of the conflict resolution committee.

All resolutions of complaints shall abide by the confidential, neutral and fair principles. All conflicts or complaints shall be written and identified name and specific objectives. STAR Kampuchea will not take action on any unknown complaints.

Article 34:

In case the complaint is severe or serious which cannot be reconciled and solved by the conflict solving committee, the committee shall transfer it to the Board of Directors in order to get a resolution. The procedures of conflict solving are written in the administrative and financial policies.

CHAPTER 7

Assets Division and Dissolution

Article 35:

STAR Kampuchea may be dissolved due to major issues in which resolutions are not reached. The dissolution shall be done by following an approval of all the executive committee members with two-third supporting votes of all the Board members.

Articles 36:

When STAR Kampuchea is dissolved, all assets or properties of STAR Kampuchea shall be compensated to relevant debts in accordance to administrative and financial policies and return back to donors. In case, the remaining properties shall be distributed to community base organizations which are the target groups, national and international organizations whose goals are similar to STAR Kampuchea's in order to serve the public.

Article 37:

The assets division is done by a neutral committee formed by the executive committee and the Board of Directors and/with the participation of donors when necessary.

CHAPTER 8

Charter Amendment

Article 38:

This charter is the supreme law of STAR Kampuchea. All policies and guidelines of STAR Kampuchea are developed by following the meaning of this charter.

Article 39:

This charter may be adjusted or amended unless there is a proposal of two third of the executive committee members or two third of all the Board members.

Article 40:

In case there is an internal conflict and it is not yet solved, a proposal to amend or to adjust the charter, the policies or the guidelines is not allowed.

CHAPTER 9
Final Provision

Article 41:

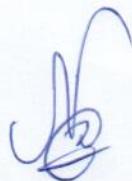
All regulations which are against this charter are considered abrogation.

Article 42:

The charter of STAR Kampuchea shall come into effect since the signing date.

New amendment done at Phnom Penh on July 28th, 2015

For Board of Directors



Mr. Douk Nareth

Board President

For Executive Committee



Ms. Chet Charya

Executive Director