

KINGDOM OF CAMBODIA
NATION RELIGION KING

Statutes

Srer Khmer

(English)

01 August 2007



CHAPTER I GENERAL PROVISION

Article 1. Name. The organization shall be named "SRER KHMER" (in Latin) and "ស្រែកម្ពុជា" (in Khmer).

Article 2. Logo and seal. The logo of SRER KHMER is presented by an orange ladybug with the name of the organization written in green in Khmer at the top of the bug and in English (Latin characters) at the bottom of the bug. SRER KHMER has a oval seal with a ladybug in the middle, and the name of the organization.

Article 3. Status. SRER KHMER is a Cambodian non-government organization (NGO), non-profit and non-partisan. SRER KHMER is a local NGO dedicated to the support of sustainable socio-economic development through research, training, education, and community development by promoting of participatory and discovery learning, farmer-led activities, farmers networking, sustainable agriculture and natural resources management.

CHAPTER II VISION, MISSION AND GOAL

Article 4. Vision. Farming communities and community development workers must have the capacity, right and ownership of decision making on any issues that is relevant to sustain their living.

Article 5. Mission. SRER KHMER, in recognition of farmers' right to learn, use and manage their own community resources and participate in any decision related to their livelihood, is committed by providing farmers and community development workers opportunities to gain knowledge and strengthen their capacity to lead and manage their lives through participatory learning approaches which build on understanding the fundamental relationship between agriculture, environment, economics and rural society.

Article 6. Strategy. To achieve this mission, SRER KHMER works in close cooperation with relevant farmers groups, government institutions and other NGOs based on the values of honesty, equity, positive encouragement, gender equity and responsibility.

Article 7. Goal. Farmers and community development workers to have increased control of their lives based on a mastery of sustainable agriculture, environment, economic and social knowledge and skill.

CHAPTER III ORGANIZATIONAL MANAGEMENT STRUCTURE, RIGHTS AND DUTIES

Article 8. Composition. SRER KHMER consists of:

- Board of Directors (BOD) that oversees, sets policy and provides support and advises the Management Committee,
- Management Committee which oversees and provides day-to-day management of the organization, and the
- Executive Director who plays a key leadership and liaison role in SRER KHMER and is authorized to sign documents and make financial commitments on behalf of the organization.



Article 9. Board of Directors (BOD)

- 9.1. The Board of Directors shall consist of 5 to 9 members who have knowledge and understanding of Cambodian society and are well known in the global field of development work. An equal number of women on the Board of Directors are highly encouraged. The members of the Board must have exhibited an interest in and commitment to the vision, mission and goal of SRER KHMER and serve on the Board of Directors on a voluntary basis.
- 9.2. The Board of Directors shall be appointed by the Management Committee and the Management Committee decides the number of persons to serve in the Board. One member of the Board of Directors must be SRER KHMER staff representative from Management Committee. To change the number of Board of Directors members is the obligation of the Board of Directors to make within the numbers as stated in the Statutes article 9.1.
- 9.3. Both the Board of Directors members and Management Committee can nominate individuals to stand for election as Board members. All nominations must be seconded before the election. Each current member of the Board of Directors and Management Committee members vote for the new Board of Directors members.
- 9.4. Members of the Board of Directors serve on the Board for a 2 years term and can stand for a second or subsequent terms. Board members will be officially removed from their position on the Board of Directors if they fail to attend two a joining meetings of the Board of Directors without informing the Board of Directors with clear reason for their absence.
- 9.5. Srer Khmer recognizes that the circumstance of any Board member may alter and that a Board member may seek to resign from the Board. In this event, the Board would ask the member to forward a letter of resignation to the Chair.
- 9.6. The Board of Directors shall be elected the Chairperson, one treasurer, and one secretary of the Board of Directors based on the majority vote made within the Board of Directors members.
- 9.7. The Board shall responsible and support the organization to:
- Commits to attend the Board meeting
 - Endorses the policies both on personnel and financial matters and Statutes of the Organization, to maximize the effectiveness of the Management Committee by providing instruction, advice and consultation
 - Assist in reviewing and editing proposals and reports
 - Strengthen the relationship between the organization and its potential donors and/or partners
 - Assist the organization with decisions on major issues affecting the credibility of the organization which are beyond the capacity of the Management Committee
 - Evaluate the performance of the Executive Director
 - Facilitate and solve any problems occurred between the Executive Director and staff members
 - Provide technical support and direction to the Executive Director
 - Approve the appointment and termination of service of the Executive Director in consultation with the Management Committee
 - Undertake an annual performance appraisal of the Executive Director.



9.7.1. Roles and Responsibilities of the Chair

- Facilitate to have enough quorum for each Board meeting
- Lead every Board meeting and if absent the present Board members at the meeting votes for the temporary chairperson of the meeting purpose
- Sign on the contract agreement of the Executive Director after approval from the Board
- Endorses the policies both on personnel, financial policies and Statutes of the Organization after the decision-made during the Board meeting
- Facilitate the problems occurred and make any decisions between Management Committee, Staff members and Executive Director

9.7.2. Roles and Responsibilities of Treasurer

- Oversee financial management and reporting the financial statements to every Board meeting for endorsement
- Provide direction and support to the Executive Director and Finance/Administration Officer pertaining to maintenance of the organizations finance/administration responsibilities

9.7.3. Roles and Responsibilities of Secretary

- Make minutes for the meeting and distribute to all Board members
- Call for the Board meeting by the suggestion from the Chair

9.8. The Board of Directors must meet at least three times a year. The meeting can be called by the Chair of the Board of Directors or majority the Board of Directors members or by request made by the Director of the organization. The meeting is conducted while having enough quorums (50+1) of the total number of the Board. A simple majority of the Board of Directors members must be present (50+1) of any Board meeting to allow for the passing of decisions.

9.9. For every Board of Directors meeting, SRER KHMER is responsible to cover the cost of transportation and accommodation of Board members. When each Board of Directors member finishes his/her mandate in a proper manner, the Management Committee of SRER KHMER will issue a letter of appreciation to recognize his/her dedication and service to SRER KHMER.

Article 10. Management Committee.

10.1. The Management Committee consists of 5 – 9 Coordinators from Programmes and the Administrative/Finance Manager who have seniority in working experiences with SRER KHMER. Gender equity is a goal and desirable in this Committee. The members of the Management Committee must not be related to one another.

10.2. The number of members of the Management committee can vary through the size of the organization over time. To become a member of Management Committee one must have served the probationary period with SRER KHMER. The existing Management Committee has right to increase or decrease the number of the committee.

10.3. The overall tasks of the Management Committee include:

- Develop policy and procedure of the organization;
- Develop annual action plans, budgets and proposals;
- Provide terms of reference and job descriptions for all staff positions;
- Implement and manage action plans;



- Produce and approve progress, final and financial reports of the projects before submission to the approval of Board of Directors;
- Annually evaluate the performance of all program staff and administrative procedures.
- Make decisions on any issue related to the day-to-day operation of the organization including work plan of each project activity, withdrawal income and expenditure and administrative matters. If the Management Committee cannot resolve an operational matter on decision then it must be presented to the Board of Directors for resolution.
- Review recruitment and termination of all staff positions as needed; and
- Provide nominations and suggestions for termination of the Executive Director to the Board of Directors for approval

10.4. The Management Committee's decisions shall be made by a majority vote (50+1). The Executive Director shall have deciding vote in cases of equal vote.

10.5. The Management Committee shall meet formally twice a month to review the overall operation of the organization, progress of the project activities, identify constraints and decide on appropriate improvements in the effectiveness of the organization. However, any member of the Management Committee has the power to call for a meeting of the Management Committee at other times when need arise.

10.6. Majority of members of the Management Committee shall present in all meetings of the Management Committee to allow for passing of decisions.

Article 11. Executive Director

11.1 The Executive Director shall be appointed from one of the Management Committee members by a majority vote (50+1) of all members of the Management Committee. In case there is no consensus among the management committee members, the announcement for this position needs to be advertised to public. His/her position shall be approved by Management Committee prior to put for endorsement from the Board of Directors.

11.2 The Director appointment will be for a four (4) year term renewable by agreement of the Management Committee and not longer than 2 terms (8 years). All management committee members can stand for the election of the position of Executive Director. The selection criteria for being an Executive Director are stated in the Personnel Manual of SRER KHMER.

11.3. The Executive Director can be terminated before the contract ended while having serious mistake in his/her performance based on the appraisal of the Management Committee and the Board as stated in the article 9.7 and 10.3.

11.4. When the Executive Director finished his/her mandate in good standing and has strong commitment to continue working for SRER KHMER and the fund is available, SRER KHMER will offer any appropriate position to him/her.

11.5. When the Executive Director is finished his/her mandate and has strong commitment to continue working for SRER KHMER and if the funds are available, SRER KHMER can offer an appropriate position to him/her.

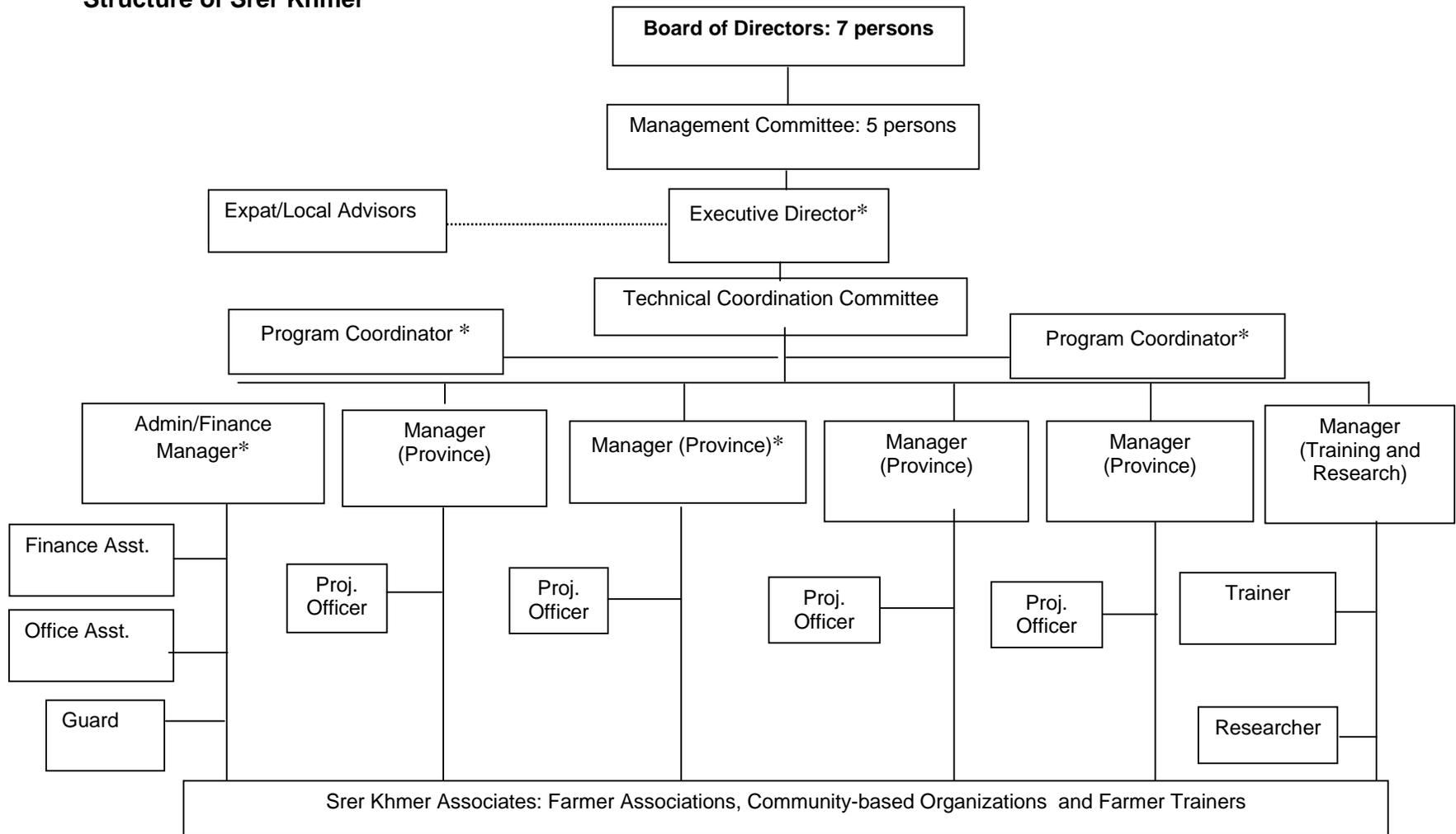


11.5. In case of resignation, the Executive Director must advise the Management Committee and the Board of Directors 2 months by letter giving advance notice. When resignation or finished his/her mandate, the hand-over report needs to be produced for the Management Committee and the coming Executive Director.

11.6. The overall tasks of the Executive Director shall include:

- Manage the organization to grow
- Oversee day-to-day activity of the organization and those operational goals are met
- Facilitate the annual and strategic planning of the organization;
- Play a role as the liaison person of the organization to outside, donors, partners and other institutions;
- Represent the organization in any official meeting and other events;
- Sign-on behalf and with approval of the Management Committee any official letter, contract and agreement;
- Facilitate with Chairperson and other members of the Board of Directors for further progress of the organization;
- Provide a secretariat for the meetings of the Board of Directors;
- Provide suggestions to the Management Committee for recruitment and termination of any staff positions including the project coordinators;
- Compile reports for donors based on drafts prepared by the project coordinators.
- Produce an annual report on state of the organization.
- In the case of a need to dismiss the Executive Director, he/she must be given 2 months notice in writing from the Majority of Management Committee and the Chairperson of the Board of Directors giving a clear reason. In a case of dishonesty immediate suspension would apply for the notice period.

Structure of Srer Khmer



Note *: Member of Management Committee

CHAPTER IV SOURCE OF FUNDS AND FINANCIAL MANAGEMENT

Article 12. Sources of funds

- 12.1 It is agreed that SRER KHMER can receive financial assistance from the United Nations, private individuals, foundations and charities, annual contribution fee from SRER KHMER members, local and international donors consistent with its values and purpose.
- 12.2 SRER KHMER shall not borrow money or accept loans.

Article 13. Financial management

- 13.1 The funds received from donors must be kept in an accredited bank account named "SRER KHMER".
- 13.2 The procedure for handling and accounting for funds shall be developed by the organization in consultation with the Board of Directors.
- 13.3 At least three and not more than four members among the Management Committee members will be made authorized to signatories to the bank accounts of the organization.
- 13.4 Each cheque must have two signatures. First signature must be a signature of the Executive Director. If the Executive Director is not available, somebody assigned by the Executive Director will sign his/her on behalf.
- 13.5 An independent auditor shall conduct an annual external audit of the accounts of SRER KHMER for presentation to the Board of Directors and donors.

CHAPTER V TERMINATION OF THE ORGANIZATION

Article 14. Disbanding of the organization. The Board of Directors and the Management Committee may decide that SRER KHMER be disbanded in case of instability of financial support to continue the activities or when the target goals of the organization have been reached.

Article 15. Asset liquidation. If SRER KHMER is dissolved all assets are to be liquidated under special agreement reached by a majority of two thirds of the members of Management Committee and approved by the Board of Directors. These assets should be reverted to another organization or government entity with similar goals and objectives. All donors will be informed 2 months in writing notice prior to the disposal of any significant assets of SRER KHMER.

CHAPTER VI FINAL PROVISION

Article 16: Remaining issues. Those issues that are not covered by this document or those that are deemed to require further clarification are to be decided by the Management Committee with the approval of the Board of Directors.

Article 17: Amendment of the statutes The Management Committee can make revisions, additions or amendments to any article contained in this document, by a majority



vote of the Management Committee members and in consultation with the approval of the Board of Directors. Any amendment must be attached to the original copy of the Statutes of SRER KHMER “as an amendment” for inclusion in the next revision of the Statutes.

This Statutes was approved by the Management Committee of SRER KHMER on 27 March 2007 during the Management Committee Meeting prior to send for the debate in the Board Meeting.

Phnom Penh, March 27, 2007
On Behalf of Management Committee

A blue ink signature of Pou Sovann is written over a circular blue stamp. The stamp contains the Khmer text 'ស្ថិតិ កម្ពុជា' at the top and 'SRER KHMER' at the bottom. The signature is written in a cursive style.

Pou Sovann
Executive Director
SRER KHMER

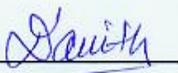


លក្ខន្តិកៈនេះត្រូវបានក្រុមប្រឹក្សាភិបាលអង្គការ ទ្រៀមខ្មែរ ពិភាក្សា និងអនុម័តនៅថ្ងៃទី ២៧ ខែកក្កដា ឆ្នាំ២០០៧ នៅក្នុង សម័យប្រជុំក្រុមប្រឹក្សាភិបាល ។

This Statutes was discussed and approved by the Board of Directors of Srer Khmer during the BOD meeting on 27 July 2007.

រាជធានីភ្នំពេញ, ថ្ងៃទី០១ ខែសីហា ឆ្នាំ ២០០៧
Phnom Penh, August 01, 2007

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Board of Directors of Srer Khmer

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| ១- លោក ជូ វណ្ណៈ
Mr. Chou Vannak | មុខងារ: ប្រធានក្រុមប្រឹក្សាភិបាល
Position: Chairman | ហត្ថលេខា: 
Signature: |
| ២- លោក ច័ន្ទ ជានិក
Mr. Chan Danith | មុខងារ: ហិរញ្ញវិក
Position: Treasurer | ហត្ថលេខា: 
Signature: |
| ៣- លោក គង់ ខ័ណ្ឌធម្មន្តិ
Mr. Lam Khannarith | មុខងារ: សមាជិកក្រុមប្រឹក្សាភិបាល
Position: Member | ហត្ថលេខា: 
Signature: |
| ៤- លោក សៅ រ៉ា
Mr. Sao Ra | មុខងារ: សមាជិកក្រុមប្រឹក្សាភិបាល
Position: Member | ហត្ថលេខា: 
Signature: |
| ៥- កញ្ញា គង់ សុគន្ធា
Ms. Koung Sokunthea | មុខងារ: សមាជិកក្រុមប្រឹក្សាភិបាល
Position: Member | ហត្ថលេខា: 
Signature: |
| ៦- លោក ជ័យ ច័ន្ទសេង្កីណ
Mr. Cheam C. Sohphorn | មុខងារ: សមាជិកក្រុមប្រឹក្សាភិបាល
Position: Member | ហត្ថលេខា: _____
Signature: |
| ៧- លោក សៀក សុសិ
Mr. Seak Soly | មុខងារ: សមាជិកក្រុមប្រឹក្សាភិបាល
Position: Member | ហត្ថលេខា: _____
Signature: |

