



**CAMBODIAN ORGANIZATION FOR CHILDREN  
AND DEVELOPMENT (COCD)**

**BY-LAWS**

October 2017

# KINGDOM OF CAMBODIA

## Nation Religion King



### By-Laws of

## Cambodian Organization for Children and Development

### Chapter 1

#### Objectives and Goals

##### Article 1: Objectives

**Cambodian Organization for Children and Development** has its own objectives as follows:

- Alleviate poverty in accordance with the government's strategic policy;
- Encourage abandoned, vulnerable and poor people, as well as the children, so that they are hopeful and confident in improving their quality of life;
- Enhance social welfare for children and the abandoned, vulnerable and poor;
- Promote children's rights and prevent violence and child labor abuse.

##### Article 2: Goals

**Cambodian Organization for Children and Development** has been established for the purpose of cooperating with the government in order to create a society where children enjoy high-quality welfare and are protected from all forms of abuse.

### Chapter 2

#### Name, Address, Identity, Logo and Stamp of Organization

##### Article 3: Name

The organization's name is "**Cambodian Organization for Children and Development**" and is abbreviated as "**COCD**".

##### Article 4: Office

The head office of **Cambodian Organization for Children and Development** is located in Phnom Penh, and it may have some branches in other provinces of the Kingdom of Cambodia. The organization's head office may be relocated in case of necessity as decided by the Director/Executive Director.

##### Article 5: Identity

**Cambodian Organization for Children and Development** is a non-governmental and non-profit organization with no race, religious, or political affiliation, and does not act as a tool for any political party such as by providing any materials, finances, and human resources aimed at supporting any political party or any particular candidate. The organization's main purpose is to serve the common interest.

## **Article 6: Logo and Stamp**

### **A. Logo**

**Cambodian Organization for Children and Development** has its own logo as attached in the annex.

### **B. Stamp**

The stamp of **Cambodian Organization for Children and Development** is a circle surrounded by double lines with width of 34 mm, with the top half of the stamp consisting of the organization's name in Khmer and the bottom half of the stamp consisting of the organization's name in English. In the middle of the stamp, it is light green with abbreviation of អ.ក.ក.អ and **COCD** along with two children holding hands and the stamp shall be used in blue ink.

## **Chapter 3**

### **Membership and Staff**

## **Article 7: Membership**

All Cambodian citizens of both sexes aged over 18 are eligible to apply for membership of **Cambodian Organization for Children and Development** through a written application and with approval from the Director/Executive Director regardless of any tendency. All members of the organization shall obey and follow the laws of the Kingdom of Cambodia as well as the by-laws, internal rules, and decisions of COCD.

## **Article 8: Members of Organization**

The members of **Cambodian Organization for Children and Development** shall be composed of:

- **Founding members:** refers to those who had been physically and mentally working towards, or financing the establishing the organization.
- **Active members:** refers to those who have applied for any position in the organization and actively work with the organization.

- **Honorary members:** refers to those who have provided supporting materials or financed the organization as well as shared experiences and techniques with the organization without taking any benefit.

### **Article 9: Staff Recruitment**

**Cambodian Organization for Children and Development** does not totally depend on members. The organization may recruit some staff, in which women must account for 40 percent based on the project/program or in line with limited employment contracts in accordance with labor laws of the Kingdom of Cambodia.

### **Article 10: Loss of Membership and Employment**

Any members and staff of **Cambodian Organization for Children and Development** may lose their membership or employment under the following circumstance:

1. He or she is deceased;
2. Employment contract ends;
3. He or she directly submits the written letter of resignation to the Director/Executive Director one month in advance prior to the date of resigning;
4. His or her contract is terminated by the decision of the Director/Executive Director under the majority vote of 2/3 (two thirds) of members of Executive Commission;
  - 4.1. He or she does not correct their mistakes or continues to violate the by-laws, internal rules, and other decisions of the organization after being warned or advised twice by the Director/Executive Director;
  - 4.2. He or she is guilty of any misdemeanor or crime with the final judgment issued by the court of the Kingdom of Cambodia;
  - 4.3. He or she is suffering from mental disorder as proved by any legal hospital in the Kingdom of Cambodia.

### **Article 11: Selection of Members and Staff**

In the event that the staff is deceased, his/her employment contact ends, he/she submits the letter of resignation, or he/she is fired, the Director/Executive Director has the right to replace him/her with a new member/staff.

### **Article 12: Roles and Responsibilities of the Organization's Members**

All members and staff of the organization shall perform the tasks based on their roles and responsibilities as stated in the by-laws, internal rules, and other decisions of the organization. All members and staff of the organization are not permitted to pursue personal interests or serve for any political party under the name of organization.

## Chapter 4

### Organizational Structure, Roles and Responsibilities

#### Article 13: Organizational Structure

**Cambodian Organization for Children and Development** has the organizational structure as follows:

- **Annual General Meeting** is the top leading body of the organization and consists of formal meeting and extraordinary meeting;
- **Board of Directors**
- **Executive Commission**

#### Article 14: Annual General Meeting

**Cambodian Organization for Children and Development** has the annual general meeting congress which is the top legislative body of the organization. It consists of formal meeting and extraordinary meeting.

#### Article 15: Formal Annual General Meeting

The formal annual general meeting shall be held once a year and attended by the organization's members who are invited by the Director/Executive Commission. Honorary members and staff are entitled to attend the meeting; however, they are not allowed to vote on any decisions in the general meeting. Procedures, agendas, venues, and times shall be set by the administration. The invitations for the meeting shall be sent fifteen days in advance along with the meeting's agenda.

**The purposes of formal annual general meeting are to:**

- Vote for the members of Board of Directors upon the end of mandate;
- Evaluate annual performance and financial report;
- Approve the plan, direction, and budget for program implementation;
- Approve the change of name or logo or amendment of the by-laws.

#### Article 16: Extraordinary Annual General Meeting

The Extraordinary Meeting shall be held in case of necessity between the formal meetings and at other times if invited by the Director/Executive Director or with the majority request of 2/3 (two thirds) of members of Executive Commission. Procedures, agendas, venues, and times shall be set by the administration. The extraordinary meeting invitations shall be sent fifteen days in advance along with the meeting's agenda.

**The purposes of extraordinary meeting are to:**

- Vote for the members of the Board of Directors upon the end of mandate;
- Check and approve the change of the Director/Executive Director and members of Executive Commission in case of necessity;
- Approve the amendment of the by-laws and new plans as necessary;
- Check and approve the suspension of activities or dissolution and administration of the organization's properties upon the dissolution.

**Article 17: Legality of Annual General Meeting**

Decisions of both annual general meetings are legal based on the majority vote of 50%+1 with the quorum of 2/3 (two thirds) of members of Executive Commission. In the case that the first call for the annual general meeting does not reach a quorum of 2/3 (two thirds), the second call shall be made within next seven days. Upon the last call under the same agenda, even though the quorum is inadequate, the general meeting may still be held regardless of quorum. Decisions by the general meeting shall be legal based on the majority vote of 50%+1 of the actual quorum. In the event that at either of the annual general meetings: formal or extraordinary meetings consist of an equal number of votes, the Chairperson's vote is the casting vote. The Chairperson of the meeting may be a member of Board of Directors or Director/Executive Director or any neutral person elected by the general meeting.

**Article 18: Board of Directors**

The Board of Directors is composed of from seven to nine members with a term of three years. Upon the completion of each term, the members of the Board of Directors are entitled to stand for re-election again; however, they are eligible for only two terms. The Board of Directors shall be composed of at least 30% (thirty percent) women. **Roles and responsibilities of the Board of Directors are separately stated in the annex.**

**Article 19: Members of the Board of Directors**

The Board of Directors shall consist of at least five members as follows:

- Chairperson                    01
- Vice Chairperson            01
- Treasurer                        01
- Members                         02

**Article 20: Roles of Chairperson of the Board of Directors**

The Chairperson shall lead and consult with the Board of Director as well as check and evaluate the annual tasks and sign the employment contracts with the organization's Director/Executive Director.



## **Article 28: Admin and Finance Manager**

He or she has roles and responsibilities as follows:

- Plan the annual budget and make the financial report for the Director/Executive Director in order to be submitted to the Board of Directors for approval;
- Control and monitor the income and expenses of the organization;
- Make financial reports to the Director/Executive Director, Board of Directors, donors and other concerned entities;
- Prepare and implement the regular internal audit and work with independent institutions in preparing the annual audit; any draft audit report shall be sent to the Director/Executive Director in order to be submitted to the Board of Directors for checking and advising for correction;
- Manage the administration, properties and other inventories;
- Prepare legal regulation and file the documents;
- Monitor work performance and evaluate administration and finance staff;
- Arrange the general meeting and take the minutes of the meeting;

## **Article 29: Program Manager**

The Program Manager has the roles and responsibilities as follows:

- Coordinate, manage, monitor and evaluate projects;
- Provide capacity building as well as technical support to staff;
- Make a performance review report for the Director/Executive Director to be submitted to the Board of Directors and donors;
- Assist the Director/Executive Director in seeking funds for project implementation;
- Act as acting Director/Executive Director when he or she is absent with the written power of attorney;
- Implement tasks which are assigned by the Director/Executive Director.

## **Article 30: Meeting of Executive Commission**

The Executive Commission shall hold a meeting once per month as invited by the Director/Executive Director and may hold an informal meeting as requested by the Director/Executive Director or majority vote of 2/3 (two thirds) of members of the Executive Commission.

## **Article 31: Legality**

Decisions made during the meeting of the Executive Commission are legal unless they are not approved by majority vote of 50%+1 of total meeting's quorum which accounts for at least 2/3 (two thirds) of the members of the Executive Commission.



## Chapter 5

### Change of Organization's Name or Logo or Amendment of the By-laws

#### Article 32: Change of Organization's Name or Logo

**Cambodian Organization for Children and Development** may change its name or logo as proposed by the Director/Executive Director or as requested by majority vote of 2/3 (two thirds) of the members of Board of Directors of the organization. Only at the general meeting can approval be granted for changing the organization's name or logo.

#### Article 33: Amendment of the By-laws

The by-laws of **Cambodian Organization for Children and Development** may be amended through the proposal of the Director/Executive Director or Chairperson of the Board of Directors or with the majority vote of 2/3 (two thirds) of the members of Board of Directors. Only Annual General Meeting may approval be granted for amending the organization's by-laws.

## Chapter 6

### Sources, Properties and Administration

#### Article 34: Resources and Properties

**Cambodian Organization for Children and Development** may get resources from:

- Organization's resources and properties;
- Legal gifts from a physical or legal person;
- Income from other legal sources.

#### Article 35: Administration of Sources and Properties

All the income of **Cambodian Organization for Children and Development** shall be administered by the treasurer with the approval from the Director/Executive Director. Any income in cash or check in the form of Riel or foreign currency shall be transferred to the organization's bank account at any bank certified by the National Bank of Cambodia. Some budgets may be kept at the cash box of **Cambodian Organization for Children and Development** for necessary expenses in the organization as designated by the Board of Directors. Any cash withdrawal (in forms of check or transfer) from the bank shall be approved and signed by the Director/Executive Director and program director. In the case of necessity or urgency, the admin and finance manager may sign the documents in the absence of the program director.

## Chapter 7

## **Suspension of Activities, Dissolution, and Administration of Resources and Properties**

### **Article 36: Suspension of Organization's Activities**

**Cambodian Organization for Children and Development** may suspend its activities as requested by the Director/Executive Director or the majority vote of 2/3 (two thirds) of the members of the Executive Commission at the general meeting.

### **Article 37: Dissolution of Organization**

**Cambodian Organization for Children and Development** may be dissolved as requested by the Director/Executive Director or the majority vote of 2/3 (two thirds) of the members of the Executive Commission through the approval of the general meeting. The Executive Commission shall repay or liquidate all organization's legal debts before it declares the dissolution through informal meeting. Any remaining property after the liquidation of debts shall be transferred or donated to another organization which has similar purposes or to the Cambodian Red Cross.

## **Chapter 8**

### **Final Provisions**

#### **Article 38:**

Any provision of **Cambodian Organization for Children and Development** which is contrary to these by-laws shall be considered as null and void.

#### **Article 39:**

**Cambodian Organization for Children and Development** shall act by following its by-laws as registered with Ministry of Interior, Law on Associations and Non-governmental Organizations, and other legal instruments.

#### **Article 40:**

The by-laws of **Cambodian Organization for Children and Development** shall be legally valid starting from the date of signing onwards.

**Having seen and approved**

Phnom Penh, 21 October 2017

**F. Board of Directors**

**Chairperson**



**KOY Phallany**

Phnom Penh, 21 October 2017

**F. Executive Commission**

**Executive Director**



**BIN Bora**

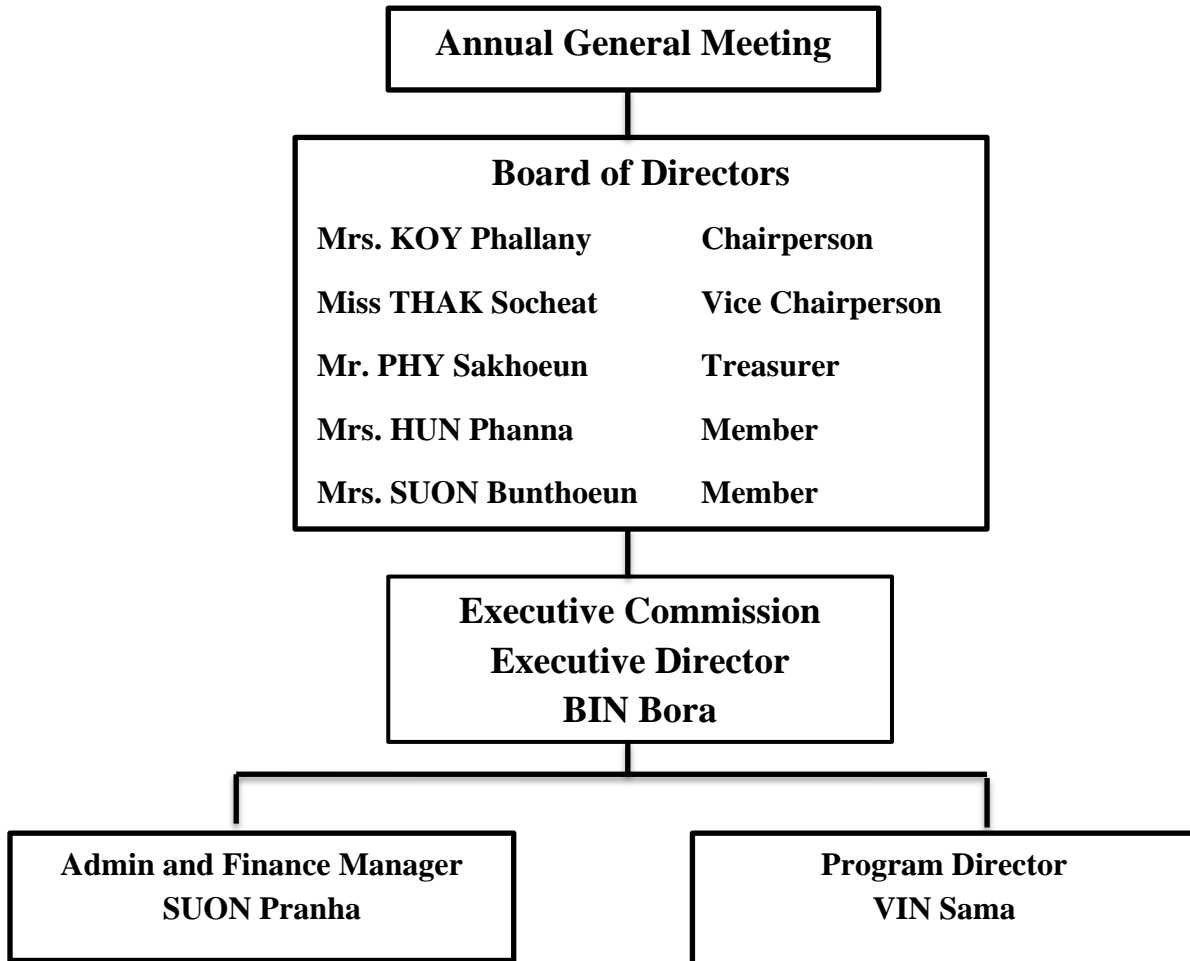
**KINGDOM OF CAMBODIA**

**Nation Religion King**

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Structure of

**Cambodian Organization for Children and Development**



**Having seen and approved**

Phnom Penh, 21 October 2017

**F. Board of Directors**

**Chairperson**

**KOY Phallany**

Phnom Penh, 21 October 2017

**F. Executive Commission**

**Executive Director**

**BIN Bora**

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**Annex**

**Logo and Stamp**

**Cambodian Organization for Children and Development**

**A. Logo**

**B. Stamp**

**Having seen and approved**

Phnom Penh, 21 October 2017

**F. Board of Directors**

**Chairperson**



**KOY Phallany**

Phnom Penh, 21 October 2017

**F. Executive Commission**

**Executive Director**



**BIN Bora**