

Kingdom of Cambodia

Nation Religion King

BY-LAWS

OF

WORKING GROUP FOR PARTNERSHIPS IN DECENTRALIZATION

(WGPD)

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Preamble

1. Whereas Civil Society believes that the good society is a result of meaningfully contribution and actively participation of all civil society actors and networks in promoting Decentralization in Cambodia.
2. Whereas the democratic development¹ and the reduction of poverty cannot take place effectively without the genuine engagement from civil society, government, and private sector.
3. Whereas there are wide gap between Civil Society Organizations (CSOs) and the Royal Government Cambodia (RGC) in access to learn, share and build effective partnership to raise voices of all citizens, including the vulnerable groups and marginalized people, to advocate for their active and meaningful participation in democratic development.
4. Whereas the RGC's Rectangular Strategy, the RGC's Strategic Framework on Decentralization and Deconcentration (D&D), and the Law on Administrative Management of the Capital, Provinces, Municipalities, Districts and Khans call for the improvement of citizen participation as the means to development effectiveness and sustainability.
5. Whereas the Civil Society believes that to redress the situation, we need to establish strong links between all levels of CSOs with the RGC's Committee for Sub-Democratic Development and Sub- Councils, and other development actors to promote effective engagement of the civil society in the implementation of the RGC's Sub- Democratic Development.

¹ Article 12/Law on Administrative Management of the Capital, Provinces, Municipalities, Districts and Khans of the Royal Government of Cambodia

Chapter I: Background

Article 1 Name

The name of the Civil Society coalition to promote decentralization in Cambodia with particular attention to the Democratic Development is the Working Group for Partnership in Decentralization (WGPD).

Article 2 Identification

The WGPD is a non-profit, non-partisan coalition of inter and Cambodian organizations and individuals committed to enhance democratic development in Cambodia.

Article 3 Logo

The WGPD has a seal and a logo in the following form:



**Working Group for Partnerships
in Decentralization**

Article 4 Vision

A Cambodian society where all people have genuine engagement in democratic development and equal access to quality and responsive public services.

Article 5 Mission

To promote collective voices and meaningful engagement of civil society with the government at all levels to strengthen democratic development.

Article 6 Goals and Objectives

The goals of the WGPD are: (1) to strengthen capacity of the civil society in promoting transparent and accountable local development and effective public services, and (2) to foster partnership between government and civil society stakeholders at all levels to increase citizen participation in democratic development activities.

To achieve these two goals, the WGPD has the following objectives:

- Promote learning network among civil society and their organizations on transparent and accountable local development and effective public services.
- Enhance capacities of citizens to have critical analysis and thinking in democratic development process.
- Strengthen systems of democratic participation through partnership activities among democratic development stakeholders (government, development partners, private sector and civil society organizations).

- Facilitate collective voice of civil society organizations on the issues of democratic development.

Chapter II: Structure of WGPD

Article 7 Structure of the WGPD

The WGPD shall consist of committees, secretariat and members as follows:

- Steering Committee
- Sub-Committees
- Secretariat
- Core Members
- Supporting Members
- Provincial WGPD

Chapter III: Membership and Criteria

Article 8 Steering Committee

The Steering Committee shall be composed of 7 or 9 members. A majority of the Committee shall consist of Cambodians. When electing the Committee, members shall strive to ensure gender balance. The Committee is coordinated by a Chairperson who is elected by majority members within the Committee.

A member of the Steering Committee will need to be eligible as a WGPD core member and shall meet the following requirements:

- A representative of a registered organization or institution that promotes democratic development.
- A representative who possess effective communication, negotiation, and facilitation skills and have knowledge and experiences in the field of decentralization and governance.
- A representative who is willing to attend at least two-thirds of all the meetings and is -
- willing to be a chair to some of the WGPD meetings.
- Willing to act as a “host” of the Secretariat (i.e. to manage the Secretariat on behalf of the Steering Committee).
- Willing to raise fund to support WGPD activities and is able to contribute strategic inputs for improving WGPD’s performance.
- Willing to work in close partnership with NGO Liaison Office, especially to increase engagement of the civil society/NGOs in Sub- Democratic Development.

Article 9 Sub-Committees

The WGPD shall establish any sub-committees as required to support the implementation of WGPD activities. The Steering Committee shall formulate terms references or mandates of respective sub-committees.

Article 10 Secretariat

Secretariat of WGPD shall consist of one coordinator and at least one staff. The coordinator will be recruited by the WGPD Steering Committee and may be dismissed by the Steering Committee, with the approval of at least five Steering Committee members. The performance of Secretariat Coordinator shall be evaluated annually by the Steering Committee. The Secretariat staff will be recruited and may be dismissed by the Secretariat Coordinator. The performance of the Secretariat staff shall be evaluated annually by the Secretariat Coordinator. The Secretariat staff must not be a member or staff of:

- Steering Committee
- Sub-committees
- Core Member
- Supporting Member
- Staff of the Hosting Organization
- Provincial WGPD Member

Article 11 Criteria of Core Member

As Core Member of the WGPD shall be an individual who represent her/his organization or institution and s/he shall meet some of criteria and have rights as follows:

- Register by completing a membership form.
- Actively participate in regularly WGPD meetings.
- Hold themselves accountable to the decisions taken by the WGPD.
- Provide input into planning and preparation for the meetings.
- Allocate fund to cover own organization's activities related to WGPD.
- Lead on or support to different WGPD activities.
- Be willing to engage with and support to different Sub-Committees.
- Be appointed by her/his organization or institution to the WGPD and be given decision-making authority.
- Be able to elect members of the Steering Committee.
- Be eligible to stand as a candidate to be elected to the Steering Committee.
- Be willing to share own organization's experiences and expertise with WGPD.
- Able to raise and share own organization implementation issues through the WGPD as follow: 1) raise concerns to government through the WGPD, 2) receive knowledge and opportunities for capacity building, and 3) access information or relevant development materials from the government/NCDD and other civil society stakeholders.
- Contribute membership fee or other in-kind resources.

Article 12 Criteria of Supporting Member

The WGPD has free space to welcome all interested NGOs or individuals in support the WGPD's affairs. For being supporting member of the WGPD, individual/organization should meet the following criteria and rights:

- Register by completing a membership form.

- Participate in WGPD meeting and support other relevant WGPD activities.
- Provide input into planning and preparation for the meetings (as appropriate).
- Be appointed as a representative of her/his organization or individual volunteer to engage in WGPD events.
- Able to cover his/her own expenses for participating in WGPD activities.
- Be willing to share own organization's experiences and expertise with the WGPD.
- A supporting member will have no voting rights and is not eligible as a candidate for Steering Committee member, exception the first mandate.

Article 13 Provincial WGPD

The WGPD shall link and engage with 24 capital and provincial WGPDs across the country in order to promote WGPD's mission, goals and objectives. The Steering Committee shall guide the provincial WGPDs on their formation and implementation based on its strategic plan.

Chapter IV: Roles and Responsibility

Article 14 Roles and Responsibilities of Steering Committee

The Steering Committee shall have the following roles:

- Conduct or supervise interventions to resolve problems.
- Provide strategic direction of the WGPD.
- Establish and maintain good work relationship and collaboration with NCDD or NCDD Secretariat, development partners and other civil society networks.
- Ensure being legitimacy and legality of the WGPD.
- Steering Committee should ensure that matters related to NGO Liaison Office (NLO) should be deemed equally important to the WGPD/Provincial WGPD and should be consulted and placed for further discussion, if necessary in the WGPD meeting.
- Implement policies and strategic planning for the WGPD after approval by general assembly of members of the WGPD.

The Steering Committee shall have the following responsibilities:

- Review the work of the established Sub-Committees, Secretariat, Provincial WGPDs and Provincial Sub-Committees.
- Approve statements to the government, the diplomatic community and the media in order to promote democratic development.
- Approve recommendations to the government concerning the improvement of laws, draft laws, decrees and sub-decrees in accordance with the principles of democratic development and democracy.
- Ensure sound finances management of the WGPD.
- Recruit and supervise the Secretariat and the Sub-Committees.

Article 15 Roles and Responsibilities of Chairperson of Steering Committee

The Chairperson of Steering committee shall have the following roles:

- Lead the Steering Committee Meeting every three month. Emergency meetings may be held at any time if necessary and as requested by any Sub-Committee or the Chairperson or the Secretariat. All meetings shall be called by the Chairperson or the Secretariat.
- Invite resource persons from relevant institutions to participate in the monthly meetings and key events if necessary.
- Head any delegation to meet government leaders, diplomats or other officials,
- Ensure the effectiveness of the implementations of all WGPLD by laws and decisions.

The Chairperson of Steering committee shall have the following responsibilities:

Chair of Steering Committee has legal rights/authority to sign on:

- All WGPLD policies
- All WGPLD six month narrative progress, financial and audit reports for internal and external audiences
- Steering Committee's decisions by the official meeting
- Establishment of Sub-Committee
- Meeting minutes of the Steering Committee
- Add or removal or change of member
- Funding proposals and all relevant documents
- Invitation of Steering Committee members
- Delegate other Steering Committee member as Acting Chairperson in case of absent
- Other necessary legal documents and procedures required by government, donors other stakeholders

Article 16 Roles and Responsibilities of Sub-Committees

The roles and responsibilities of the Sub-Committees will be decided by the Steering Committee.

Article 17 Roles and Responsibilities of Secretariat

The Secretariat shall have its own office in Phnom Penh capital to facilitate and assist Steering Committee, Sub-Committees, Provincial WGPLDs, Core Members, and Supporting Members. If financially necessary, the Secretariat may be hosted at a Steering Committee member's organization. The Secretariat shall be managed by a Secretariat Coordinator with support of the Secretariat staff.

The Secretariat has the following roles:

- The Secretariat is accountable to the Steering Committee. The Secretariat works under guidance and supervision of the Steering Committee.
- The Secretariat staff shall attend Steering Committee meetings, report on the progress of the WGPLD activities, respond to question of the Steering Committee, and carry out the duties described in the position's job description.
- The Secretariat shall consult with the WGPLD members regarding activities of interest for the coming year and determining the commitment of members to participate in implementing particular activities;

The Secretariat is responsible for:

- The day-to-day operations of the Secretariat, including effectively coordinating members and the Secretariat staff to support Steering Committee to achieve the WGPD's vision, mission, goals and objectives.
- Drafting annual work plan and submitting to Steering Committee.
- Assisting the arrangement of the Steering Committee's meetings.
- Steering Committee may assign other duties to the Secretariat as necessary.
- The Secretariat shall be responsible for recording, filing and disseminating the minutes of Steering Committee meetings to all core and supporting members within one week after meeting day. The disseminated minutes shall be approved by the Steering Committee prior to dissemination.
- Secretariat shall be responsible for preparing monthly, quarterly, semester and annual reports for the Steering Committee and its respective donors.
- Organize and manage WGPD regular members and Steering Committee meetings such as to coordinate agenda of WGPD's monthly meeting, to canvass members regarding topics, presentations and speakers of interest for monthly meetings and preparing the meeting in 3 month advance including venue, agendas, speakers and facilitators.
- Ensure that monthly WGPD meeting is to be held on an agreed date each month; however, if the agreed date falls on public holiday it will be postponed to the following week.
- Support WGPD to maximize learning opportunities during monthly meetings.
- Take initiatives in drafting WGPD's work direction, implementation systems or guidelines and position papers for the interest in decentralization and deconcentration reforms and practice, for consultation with members, which conforming with for the principles of the Sub- Democratic Development.
- Initiate the draft annual work plan and proposal and proposing to WGPD members by maximizing learning sessions during monthly meetings;

Chapter V: Meeting and Decision Making of WGPD

Article 18 WGPD Meetings

Regular monthly meeting of the WGPD shall be organized by the WGPD Secretariat. If necessary, the Steering Committee may also organize special meetings for members. The Secretariat shall inform all members by letter or email of the time, venue, and agenda of the meeting, and provide any relevant documents at least five (5) working days in advance of the meeting. Members shall have the right to request additional items to be including in the meeting agenda. Minutes of the meetings shall be recorded by the Secretariat, and disseminated to all members and approved at the following meeting. The WGPD member meeting is the primary decision-making body. Its major functions are:

- Approve the annual budget
- Approve the policy and strategy of the WGPD
- Approve the annual workplan
- Approval of statements that need to be submitted to government

- Approval of the mandate for the representative of civil society on the Decentralization and Deconcentration Technical Working Group
- Scrutinize working performance of the Steering Committee

Article 19 Each Core Member of the WGPD shall appoint at least one delegate with decision-making authority to attend monthly WGPD meetings and participate in the collective decision-making process. Each Core Member organization shall have one vote.

Article 20 Decisions can only be taken when there is a quorum of members in a meeting. The decision shall be made by consensus. When a consensus is unattainable, decisions shall be taken by two-thirds of total Core Members.

Article 21 Steering Committee Meeting

The Steering Committee meetings are organized quarterly on the third week of the month at the Secretariat office. Extra-ordinary meetings can be called if deemed necessary.

Article 22 A meeting of Steering Committee may proceed if there is quorum, consisting of two-thirds of the Steering Committee members, including the Chairperson.

Article 23 All decisions made by the Steering Committee have to be officially followed by all members only if there is an ordinary or extraordinary meeting with at least two-thirds approvals by the total members who are present at the meeting. Any decision of the Steering Committee is signed by the Chairperson based on the agreement made during the meeting.

Article 24 If a member organization fails to attend three consecutive meetings without stating a good reason and without informing the Secretariat or the Chairperson, the Steering Committee may consider this as a cause for canceling that member's membership.

Article 25 In case that there is enough information about any member who missed two consecutive meetings without providing a good reason the Secretariat has to inform that member as per request of the Chairperson.

Article 26 Any member who refuses to sign a decision of the Steering Committee three consecutive times without providing good reasons, the Steering Committee shall consider this act as a ground for canceling that member's membership.

Chapter V: Finances of WGPD

Article 27 The funds for running the WGPD may come from any legal source, including, but not limited to:

- Private individuals in the form of donations or bequests;
- Governmental or non-governmental donors in the form of grants;

- Membership fees from organizations, local, or inter,
- Use of membership fees

Article 28 All funds remain the property of the WGPD, and no staff member, Steering Committee or Secretariat shall spend funds in a manner that is not approved in the Annual Budget.

Article 29 The WGPD shall open and maintain at least one bank account for running the operations of the Secretariat. The Steering Committee shall determine who the signatories are of the WGPD bank account.

Article 30 The WGPD financial year shall be from the first day of January to the 31st day of December of the same year.

Article 31 The accounts of the organization shall be audited at least bi-annually by a chartered auditing firm, approved by the Steering Committee, unless otherwise required by WGPD donors. Copies of the auditors' report shall be made available to any member upon request.

Chapter VI: Election, Terms, Resignation, Amendment, Termination and Dissolution

Article 32 Terms of Steering Committee

The Steering Committee shall serve for a term of two years. The Steering Committee may be reelected for two additional terms. Any member of the Steering Committee shall chair the Steering Committee on a rotating basis with a one year term and supported by the votes of two-thirds of the Steering Committee's members. The rotation is on a voluntary basis. If none of the members of the Steering Committee voluntarily holds the Chairperson position, the members of the Steering Committee shall vote for any member of the Steering Committee to chair with at least two-thirds of the attendant members.

Article 33 Election Procedure

The election of the Steering Committee shall take place every two years during a Special meeting of the members, organized by the Secretariat. A quorum of this special meeting shall be two-thirds of the Core Members. Any person of core membership may stand as a candidate in the election of Steering Committee. The Steering Committee election shall be free, fair and conducted by secret ballot. The Secretariat shall tally the votes and announce the results to the members during the Special meeting when the election takes place.

Article 34 Amendment of By-Laws

These By-Laws and any Policies may at any time and from time to time be amended, supplemented, or repealed by a decision of two-thirds of the Steering Committee members that present in the meeting.

Article 35 Discontinuation of WGPD Membership

The discontinuation of a Member can be proposed by any two Core Members in good standing. Such proposals shall clearly state the reasons for the proposed discontinuation and shall be forwarded to the Members and the Steering Committee for consideration. The Member proposed for discontinuation shall have an opportunity to respond in writing or verbal at the next Monthly Membership Meeting. A final decision for discontinuation shall be decided upon a vote of two-thirds of the total Steering Members of WGPD. Any Member may leave voluntarily upon written notice to the Secretariat.

Article 36 Any member of Steering Committee may **resign** at anytime for any reason from the Steering Committee by giving three months written notice to the Chairperson of the Steering Committee. In case the resignation is the Chairperson; the Secretariat shall receive the resignation letter.

Article 37 Any member of Steering Committee deemed by core membership of WGPD to be acting in manner contrary to the By-Laws of the WGPD shall be **terminated** from the Steering Committee. Termination of member of Steering Committee shall only be carried out by two-thirds vote of the Core Members.

Article 38 In case of termination or resignation of a member of the Steering Committee, the Core members shall elect the new member to fill the vacancy during the monthly meeting (within three months).

Article 39 The **dissolution** of the WGPD may be proposed by at least 51 per cent of Core Members in good standing. Such a proposal shall be forwarded to the Steering Committee for consideration. After approval by the Steering Committee, a Special Meeting shall be called. Notice of such a Special Meeting shall be circulated to all Members by the Secretariat, together with the written notice of the resolution to dissolve the WGPD, at least fifteen (15) days prior to such a meeting. A quorum of the Special Meeting shall be two-thirds of the Core Members. Dissolution of WGPD can only be approved by at least two-thirds of the Core Members. Notice of dissolution shall be sent to all donors.

Article 40 Upon dissolution of the WGPD, the Steering Committee shall determine the disposal of assets. If any funds or property remain, after the satisfaction of all debts and liabilities, these shall be given to another non-governmental and not-for-profit organization, with similar aims and objectives, in accordance with Cambodian legal requirements.

This statute may be amended if at least two thirds of the core members vote in favor of an amendment.

This statute is approved on September 19, 2011

Done at Phnom Penh, September 19, 2011

