BY-LAWS

of

The Cambodian Center for Human Rights (CCHR)

PREFACE

In view of the fact that Cambodia and its people have suffered from violence, killings, life threatening situations, and particularly have endured a most heinous genocidal regime;

In view of the fact that the Kingdom of Cambodia and its current population need peace and stability for the living standard of the country's people to develop and improve towards glory;

In view of what Chapter III of the Constitution of the Kingdom of Cambodia states about the protection and promotion of the rights and freedom of all Cambodian people;

As founders, therefore, we have all reached consensus on the need to establish a center which is a nongovernmental organization, in order to promote and protect the rights and freedom of the people in conformity with the Constitution of the Kingdom of Cambodia, and the pacts, conventions and other international treaties on human rights that Cambodia has acknowledged and ratified.

CHAPTER 1

Name, Identity, Address and Logo

Article 1: This center has the Khmer name, “មជ្ឈមណ្ឌលសិទ្ធិមនុស្សកម្ពុជា”, with the acronym “ម.ស.ម.ក”, and the English name, “Cambodian Center for Human Rights” with the acronym “CCHR”;

Article 2: This center is a nongovernmental and non-profit organization which does not discriminate against people by race, sex, sexual orientation, religion or political affiliation; (Initials and stamp)
Article 3: CCHR’s logo bears a white bird flying out of a circle of sky blue, which symbolizes [the country's] **claim for freedom**;

Article 4: This center has its central headquarters in Phnom Penh where it carries out its strategic, administrative and operational duties.

CHAPTER 2

Vision, Aim and Objectives

Article 5: The Cambodian Center for Human Rights has a vision of seeing Cambodia as a country where the people have the opportunity to build a brighter future;

Article 6: This center has the aim of promoting and protecting the rights of all people regardless of their political affiliation, race, sex or religion;

Article 7: The objectives of this center are to:

1- Disseminate, educate, train and provide information on human rights and democracy for people of all levels;
2- Collect information on the human rights situation in Cambodia in order to complement or make corrections [to the existing situation], and to encourage and ensure respect for human rights;
3- Conduct research studies on national and international legal documents relating to human rights in order to promote better implementation and advocate for progressive realization of human rights within Cambodia;

CHAPTER 3

Management and Leadership Structures

Article 8: This center has the following management and leadership structures:

- Board of Directors
- President of the Center
- Management Committee

The center may request the addition of other divisions or commissions and advisors if necessary;
CHAPTER 4

Founder Members

Article 9: The founder members are the people who initiated the establishment of the Cambodian Center for Human Rights;

Article 10: The founder members are the people who drafted and adopted by-laws of the center at the organization's inception; the Cambodian Center for Human Rights will always acknowledge these founder members, however, they will have no input into the day to day operations or strategic planning of the organization unless solicited by the board of the President of Center.

Article 11: The founder members are the people who select the members of the board of directors at the organization's inception;

CHAPTER 5

Board of Directors

Article 12: The board of directors is the center's paramount institution;

Article 13: The members of the board of directors fulfil their roles for the center in a voluntary capacity; however, a written contract for CCHR's president is needed. The mandate of the board member shall be for a 3-year term, with the option to extend for a maximum of one additional 3-year term.

Article 14: The membership of the board of directors consists of between three and nine members;

Article 15: The members of the board of directors shall be selected from among distinguished people or activists who advocate democracy and respect for human rights. No board member may hold official positions in, or publicly endorse, any political parties. The CCHR President is an automatic member of the board of directors, and has equal voting rights to other board members, however cannot act as Chairman of the board of directors. The Chairman of the board of directors will be selected by 2/3 (two thirds) of the votes of the members of the board of directors. The manner of how the board of directors will vote and operate on a day-to-day basis will be outlined in CCHR's internal rules.
Article 16: The board of directors has the following tasks and responsibilities:

A- To provide recommendations, and establish directions and guiding principles for the center;
B- To support and seek means and funding to undertake the activities of the center;
C- To resolve major disputes in the center which the management committee was unable to solve;
D- To choose and appoint additional members or replace or fire any member of the board of directors with 2/3 (two thirds) of the votes of the ordinary members of the board of directors following the request by the center's management committee;
E- To choose and appoint or replace or fire the president of the center with 2/3 (two thirds) of the votes of the ordinary members of the board of directors following the request by the center's management committee;

Article 17: Meetings of the board of directors: (Initials and stamp)

A- Ordinary meetings shall be convened once per year;
B- Extraordinary meetings may be held following the request of the management committee or at the request of over 50% of the ordinary members of the board of directors;
C- Any meeting of the board of directors is considered valid provided that at least 60% of the ordinary members of the board of directors are present;
D- Any decision of the board of directors is not valid until more than 50% of the votes by the ordinary members of the board of directors support the said decision with the exception of other decisions stipulated in the said by-laws;
E- Any member of the board of directors who was absent with a proper reason shall be entitled to entrust his/her rights on decision making to any other member;
F- The meeting of the board of directors shall be facilitated by the Chairman of the board or the president of the center;

CHAPTER 6
Management Committee

Article 18: The management committee is the institution which manages the regular function of the Cambodian Center for Human Rights;

Article 19: The membership of the management committee consists of the President of the Cambodian Center for Human Rights and at least two other important officials who are chosen and selected or replaced by the President of the Cambodian Center for Human Rights;
Article 20: The management committee makes decisions based on an ordinary majority (more than 50%) of the ordinary members of the management committee with the exception of any decision stipulated by the said by-laws;

Article 21: The quorum of the management committee meeting shall be more than 50% of the ordinary members;

Article 22: The management committee has the following duties and responsibilities:

(Initials and stamp)

A- To prepare action plans, budgets, documents and requests for various principles of the center;
B- To implement management tasks and the plans of the center;
C- To initiate and establish other necessary projects in order to appropriately fulfill the missions of the center;
D- To take part, with the president of the center, in selecting or replacing the directors or important officials of the center;
E- To take part, with the president of the center, in evaluating the selection, extension or termination of the employment contract of the staff members of the center;
F- To make decisions based on 2/3 (two thirds) of the votes of the ordinary members and request the board of directors to appoint, replace or fire any member of the board of directors;
G- To make decisions based on 2/3 (two thirds) of the votes of the ordinary members and request the board of directors to appoint, replace or fire the president of the center;
H- To find solutions for the complaints related to the internal affairs of the center;
I- To carry out the inspection and monitoring of the discipline in the center;

CHAPTER 7

President of the Cambodian Center for Human Rights

Article 23: The President of the Cambodian Center for Human Rights is in charge of leading the implementation of all the tasks of the center. The President may serve a maximum of two terms of five years each, and shall sign a written employment contract with the Chairman of the board of directors.

Article 24: The President of the Cambodian Center for Human Rights has power of veto over decisions made by the management committee;
Article 25: The President of the Cambodian Center for Human Rights has the following tasks and responsibilities:
- To lead the management committee;
- To control the implementation of projects and plans prepared by the management committee;
- To control the overall administrative works of the Cambodian Center for Human Rights;
- To represent the Cambodian Center for Human Rights;
- To be the delegate of responsibility for the center from the board of directors;
- To be a member of the board of directors and facilitate the meetings of the board of directors; *(Initials and stamp)*
- To choose, appoint, replace, extend or terminate the employment contract of the directors, officials or staff members of the center;
- To report about the activities of the center to the board of directors;

CHAPTER 8

Divisions and Central Office

Article 26: The Cambodian Center for Human Rights is composed of divisions in its central office in order to carry out works according to the projects and factual needs. Each division is led by a director and has other staff members;

Article 27: The director of a division has the following tasks and responsibilities:
- To examine and implement the work plans of the division;
- To manage daily tasks of the division;
- To facilitate and assist the provincial offices in the implementation of their activities;

Article 28: The Cambodian Center for Human Rights has specialized offices to support the work of the center. Each office is led by an office chief and has other staff members;

CHAPTER 9

Sources of Resources, Financing and Liquidation

Article 29: The resources and financing of the center are generated from:
1. Contributions from generous people;
2. Assistance from national and international organizations or governments;

**Article 30:** The center’s funds shall be kept in a bank with the exception of some necessary budgetary amounts which are subject to expenses;

**Article 31:** All the accounts of the center shall be liquidated according to simple techniques;

**CHAPTER 10**

**Dispute Resolution**

**Article 32:** All internal disputes of the center shall be resolved by the Management Committee of Center;

**Article 33:** In case of serious dispute, it shall be resolved by the board of directors;

**Article 34:** In case of any serious dispute between an executive staff member and the council, a neutral commission shall be established by the Management Committee of Center and the board of directors. If necessary, support and participation of the funding donors may be required;

**CHAPTER 11**

**Amendments**

**Article 35:** The said by-laws may not be amended or changed unless it is approved by at least 2/3 (two thirds) of the votes of the extraordinary meeting of the board of directors and the management committee;

(Initials and stamp)

**Article 36:** Requests for amendments shall be forwarded to the board of directors and the management committee at least 10 days before the extraordinary meeting for discussion is held;
CHAPTER 12
Dissolution of the Center

Article 37: This center can be dissolved based on the approval of the meeting of the board of directors and the management committee of at least seven out of ten votes;

Article 38: The assets of the center, after legitimate clearance of debts, shall be handed over to any nongovernmental organization that has similar objectives to those of the center in order to serve the interests of the public;

CHAPTER 13
Inter-provisions

Article 39: The founder members initiate the establishment of the center, its by-laws and select the board of directors at the organization's inception;

Article 40: Other decisions of the center that are not stated in the by-laws shall be considered valid provided that there is support of at least 50%+1 of the meeting;

Article 41: The said by-laws come into effect from the date of signature onwards.

Phnom Penh, May 16, 2013