



BYLAW

Advocacy and Policy Institute Organization (API)

Phnom Penh, Cambodia

CHAPTER. I
VISION, MISSION, CORE VALUES AND BELIEFS, GOAL,
CORE AREAS OF WORK, AND TARGET GROUPS

Article 1: Vision, Mission, Core Values and Beliefs, Goal, Core Areas of Work and Target Groups.

A. VISION

The Advocacy and Policy Institute's vision is for a Cambodian nation that through poverty reduction and the protection of human rights creates a national culture of harmony with sustainable democratic, political, and economic stability.

B. MISSION

API's mission is to serve the long term democratic and social development needs of Cambodia through the empowerment of people to interact with their government to protect their rights and provide for their needs.

API is committed to pursuing this mission in accordance with international best practices and the rule of law, the Cambodian constitution and Cambodia's poverty reduction strategy. API is committed to working together with all national and international institutions who share its values, advocate for positive and peaceful social change and strive to improve the capacity of all Cambodians and the cooperation between them. API also seeks to build bridges between government, citizens and the private sector.

C. Core Values and Beliefs

- All Cambodians have rights to participate, mobilize and express themselves in matters that affect their daily lives.
- All matters should be solved peacefully and justly according to the Principle of Shared Humanity.
- Building capacity at the grassroots level is the most sustainable way of building a brighter future for all Cambodians.
- Engaging with all sectors to ensure that solutions reached are of the greatest benefit to the community.
- Continuing to contribute to the development of Cambodia in a transparent, independent and non-partisan manner that has earned the respect and confidence of its Cambodian peers, the international donor community and other domestic and international supporters alike.

D. Goal

API's goal is to increase Cambodia's democratic space by creating more effective advocates and responsive government institutions, to serve equity, poverty reduction and sustainable development.

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E. Core Operational Areas

API's core areas of operation include:

- Capacity-building and training.
- Enhancing the implementation of national and international policies and strengthening engagement with decision-makers through research and analysis in sectors of economics, environment, social, education etc.
- Promoting/developing research on vital issues through partnerships.
- Provision of technical assistance and consulting services.
- Advocacy campaign development.
- Supporting the development of democratic practices at grassroots level.
- Enhancing good governance and promoting pro-poor policies.
- Production of educational publications and other learning resource materials.

F. Target Groups

API's target groups are individuals and groups that act as advocates for the interests of and represent various sectors of Cambodian society including Community Based Organizations; Non-Governmental Organizations; vulnerable groups such as youth, women and children; local councilors and local authorities, as well as other national and international actors working to promote the public interest in Cambodia.

G. General Background of API

The Advocacy and Policy Institute became localized on 24th May 2007, changing its name from the Advocacy and Policy Program (APP) of the international NGO, Pact Cambodia. APP was established in July 2003 by nine Cambodian and International organizations and donors. These organizations were the Cambodian Human Rights and Development Association (ADHOC), the Cambodia Women's Crisis Center (CWCC), the Coalition Against Sexual Exploitation of Children in Cambodia (COSECAM), Project Against Domestic Violence (PADV), Star Kampuchea, Dan Church Aid (DCA), Forum Syd, Oxfam Great Britain, Development and Partnership in Action (former CIDSE), and Pact Cambodia. In early 2002, Pact Cambodia, an international NGO headquartered in Washington D.C, USA, under guidance from an Advocacy Advisory Committee (AAC) composed of representatives of the nine founding local and international NGOs, initiated research examining advocacy campaigns in Cambodia carried out from 1997 to 2001. This research highlighted the need to increase technical advocacy skills within Cambodian civil society and create stronger relationships with government. In response to this need, the Advocacy and Policy Program (APP) was established in July 2003. APP's aim was to provide Cambodian advocates working on issues of equity, poverty reduction, and sustainable development with the technical knowledge and skills required to effectively develop, implement, and monitor advocacy campaigns.

At its inception, APP was housed with Pact Cambodia. During this period, APP built a strong reputation as one of the leading advocacy capacity-building programs in

Cambodia. APP conducted advocacy training courses for members of civil society and produced a range of advocacy publications in both Khmer and English. APP also facilitated a number of civil society forums focused on advocacy and policy initiatives in Cambodia.

As a result, the program helped to institutionalize advocacy skills and strategies in a number of partner and non-partner organizations. These efforts have produced clear tangible benefits through an increase in the success and sustainability of advocacy campaigns, which can only help but enlarge Cambodia's nascent democratic space. With regard to the sustainability of the APP, in August 2005, the AAC and APP staff agreed to become independent from Pact Cambodia as the "Advocacy and Policy Institute" (API).

CHAPTER. II

NAME, ADDRESS, GENERAL IDENTITY, LOGO AND SEAL

Article 2: Name

The organization is named in Khmer "អង្គការវិទ្យាស្ថានតស៊ូមតិ និងគោលនយោបាយ" with the abbreviation of (អង្គការ អេ ភី អាយ). In English, it is named "Advocacy and Policy Institute Organization" with the abbreviation of API.

Article 3: Address

The API's head office is located in Phnom Penh. Branch offices can be opened anywhere in the Kingdom of Cambodia as required. Likewise, the location of the headquarters can be changed, if necessary.

Article 4: General Identity

The API is an independent, Not-for-Profit, non-religious and non-political organization and does not provide any financial, material or any other support in favour of any political party, candidates or supporters. API serves only the public interest.

Article 5: Logo and Seal

- A. The logo of API is attached as annex.
- B. The seal of API is composed of two circles. The inner circle displays the API logo, the surrounding circle includes the organization's full name in Khmer and English. The seal is "34 mm" in size and uses blue color.

CHAPTER. III

MEMBERSHIP, LOSS OF MEMBER AND STAFF

Article 6: Membership

Both males and females, aged 18 and above, are eligible to apply for API staff positions and all staff members must comply with applicable statutes of the Kingdom of Cambodia and API's policies.

Article 7: Staff of API

- A. Staff who established the organization.
- B. The contracted staff who are participating in leading and implementing activities of the organization.

Article 8: API can hire more contractual employees as required in accordance with domestic labor laws.

Article 9: All staff must respect the bylaw and internal rules of the organization.

No staff are allowed to use the logo and name of the organization to serve personal interests or the interests of any political party.

Article 10: Termination of Membership and Staff

The grounds for termination are as follows:

- Death
- End of the employment contract.
- Submission of a resignation letter directly to the Executive Committee before leaving the job.
- Failure to comply with the bylaw, internal rules, other decisions of the organization and two instructions in writing from the Executive Director after which an expulsion order is issued by the Executive Committee based on at least 2/3 of member votes.
- Guilty of any misdemeanor, criminal judgment or pronouncement issued by a court in Cambodia.
- Severe intellectual disability confirmed by any legally certified doctor/hospital in Cambodia.

Article 11: In case of resignation of any staff members, the Executive Committee is responsible for recruiting replacements.

CHAPTER. IV STRUCTURE, ROLES AND RESPONSIBILITIES

Article 12: Structure

A-The Board of Directors (BOD): This is the top-level decision-making body of API. The BoD consists of a Chairman and 4-6 members. The Board members have a mandate of 5 years, a period which can be renewed once. Board members can serve for more than 10 years with approval of at least 2/3 of the members of the BoD. If more than half of the mandates of Board members end simultaneously, one or more members that are required to reach at least half of the full number of Board members, need(s) to extend her/his/their mandate(s) for another year. API strives to achieve gender equality in the BoD, and the majority of Board members must be of Khmer Nationality.

New Board members are approved by a vote from existing Board members. If Board members fail to carry out his/her duties, as outlined in the Rule for Board of Directors, he/she shall be terminated with an absolute majority vote (50% + 1) of all Board members.

Board members must number 5 or 7 or a higher odd number in order to avoid voting deadlock.

B-Executive Committee (EC): headed by an Executive Director and other section managers.

Article 13: There are two types of Board of Directors meetings: Ordinary meeting and extraordinary meeting.

Article 14: Ordinary meeting is held 2 times per year to:

- Elect Board members to replace members whose mandates have been completed.
- Recruit a new Executive Director to replace the one whose mandate has been completed.
- Review and evaluate the performance of the Executive Director annually and at the completion of each 5th year mandate.
- Review and approve all semester and annual progress and financial reports.
- Review and approve annual work plan and budget for the coming year.
- Review and approve amended API bylaws and internal rules and regulations.
- Assess and solve any conflict as proposed by the Executive Committee.
- Ensure stability and transparency of financial management in API.
- Examine fundraising opportunities together with the Executive Director.
- Approve evaluation reports and annual financial audited report, to be signed by the Chairman of the BoD and the Executive Director.
- Ensure that all evaluations and financial audits demanded by donor agencies are completed cost-effectively, correctly and on time.
- Discuss how API can be better represented in public and how its work and achievements can be promoted.

Article 15: Extraordinary meeting.

API has the opportunity to call for an extraordinary meeting of the BoD if requested by the Chairman of the BoD or approved with a majority of votes 50% + 1 of all BoD members or requested by the Executive Director or by at least 2/3 of all Executive Committee members.

The extraordinary meeting is responsible for:

- Reviewing and approving amended bylaws and internal rules and regulations of API.
- Reviewing and approving performance evaluations and change of the Executive Director.
- Reviewing and approving dissolution of the organization and manage the organization's assets.
- Reviewing and approving resolutions concerning the organization's operations.

Article 16: Legality

A Board of Directors meeting (ordinary meeting and extraordinary meeting) is legal, if decisions are approved with a majority of votes (50% +1) of at least 2/3 attending Board members. In case of equal numbers of favorable and opposing votes, the Chairman's vote determines the final decision. The BoD chairman acts as the chair of the meeting unless another chair is chosen by the meeting participants. Any BoD member also can transfer his/her voting rights to any other member (proxy voting rights) if he/she is unable to attend the BoD meeting.

Article 17: API Executive Committee meetings:

The ordinary meeting of the Executive Committee shall take place every quarter. If necessary, API can call for an extraordinary meeting of the Executive Committee at any time to discuss any issues if approved by a majority vote (50% + 1) of executive members.

Article 18: Both ordinary executive committee meeting and extraordinary meeting decisions are legal, if approved by vote of (50%+1) of 2/3 attending executive members.

Article 19: The mandate of the Chairperson of the Executive Committee:

The Chairperson of the Executive Committee (who is also the Executive Director) has a 5-year mandate after which her/his mandate can be renewed for another 5-year period. A second renewal after completion of two terms with the 10th year is conditioned upon approval of at least 2/3 of the BoD members. He/she has the right to get another position within API after completing his/her mandate, for example as an advisor or consultant.

At the end of each 5-year period, the BoD will review the implementation of API's Strategic Plan. The review will include comments from donors, stakeholders and staff. At the end of the review process, the BoD has an option to renew the contract of the Executive Director for another 5-year period or recruit a new Executive Director.

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Article 20: The Executive Committee membership:

- A Chairperson (who is also the Executive Director of API)
- Head of Administration and Finance
- Head of Programs (1 to 3 persons)

Article 21: Chairperson of API's Executive Committee has the following roles and responsibilities:

- Legally represents API in all communication with the public, government, partner organizations, national and international organizations both inside and outside of Cambodia in order to achieve the vision and mission of API.
- Makes management decisions and ensures that all projects are implemented in alignment with the API's goal, mission, vision, values and policies under supervision of the BoD.
- Recruitment or reduction of staff or change of unit managers based on the needs of API.
- Chairs internal meetings or delegates this task to others and appoints her/his representative when s/he is absent.
- Oversees all activities of API.
- Approve API's revenues and expenditures.
- Responsible for financial management of the organization in compliance with the financial manuals and procedures approved by the BoD including all API's incomes and expenses.
- Responsible for all staff management as noted in the staff guidelines of API. Accountable to donor agencies, the BoD, all staff as well as all external stakeholders.
- Updates the BoD on progress of all programs and activities in a timely manner.
- Responsible for the whole operation of API.
- Reviews, improves and makes all decisions concerning API's operations.

Article 22: The Role of Administration and Financial Manager

A. The Administration:

- Prepares report to the Executive Director.
- Responsible for organizing his/her own work and managing his/her department.
- Prepares monthly, quarterly, semester and annual reports.
- Responsible for administrative tasks such as preparation of meetings, taking notes and drafting reports, managing inventory, assets and materials, organizing the transportation of staff in accordance with safety regulations, maintaining security on the office premises, sending letters out of the office and receiving all mail correspondence as well as filing and archiving all documents at API's head office.
- Implements other tasks as assigned by the Executive Director.

B. The Finance:

- Responsible for all work involving the Finance Management system and providing support to all financial aspects related to API's proposal development.
- Prepares and registers all revenues and expenses.

- Checks all registered revenues and expenses.
- Prepares monthly, quarterly, semester and annual reports.
- Implements other tasks as assigned by the Executive Director.

Article 23: Program Manager

- Develops all program documents for review and approval by the Executive Director.
- Assists the Executive Director in managing and implementing program activities.
- Participates in strategic plan development and facilitates internal meetings.
- Ensures the implementation of all activities in accordance with the vision, mission, goal and policies of API.
- Ensures that the implementation of all activities are transparent, effective and involves target groups and other stakeholders.
- Participates in designing projects and identifying staff requirements and needs.
- Prepares the program and organizational plan, budgets and reports quarterly, semesterly, and annually to the Executive Committee and the BoD for review and approval.
- Reviews and improves internal policies of API such as staff policy, financial policy, procurement, procedures and the bylaw and submits the amended policies to the Executive Committee and the BoD for review and approval.
- Discusses key issues with other staff members upon request of the Executive Director of API.
- Participates in implementing all decisions of the BoD and the Chair of the Executive Committee and performs other tasks as assigned by the Executive Director and BoD of API.

CHAPTER. V

CHANGING NAME, CHANGING LOGO, AMENDMENTS OF THE BYLAW

Article 24: Procedure of Change of Names and Logo.

API can change name and logo upon a request from its Executive Director that is approved with an absolute majority vote (50%+1) of Executive Committee members and supported by at least 2/3 of BoD members.

Article 25: AMENDMENTS OF THE BYLAW

The bylaw of API can be amended by the Executive Committee, approved with an absolute majority vote (50%+1) of its members, and supported by at least 2/3 of Board members.

**CHAPTER: VIII
FINAL PROVISIONS**

Article 31: All provisions that contradict the amended bylaw of API shall be ruled invalid.

Article 32: API shall apply this bylaw as archived at the Ministry of Interior, based on the Law on Associations and Non-Governmental Organizations and other relevant regulations.

Article 33: Bylaw of API shall be considered legally valid from the date signed.

Having reviewed and made improvements on Bylaw
Registration and Deposition at the Interior Ministry on 17th July 2007
Following the Law on Associations and NGOs of the Kingdom of Cambodia

Phnom Penh, 15th June, 2018

Executive Committee
Executive Director

Signature

Mr. Lam Socheat

Board of Director
Chairman

Signature

Mr. Soeurng Chandara

API Bylaw is accepted and archived
at Ministry of Interior

No.1289 សជណ, Dated 31 July 2018

Phnom Penh, 31 July 2018

Department of NGOs, Association, Political Party's Affairs

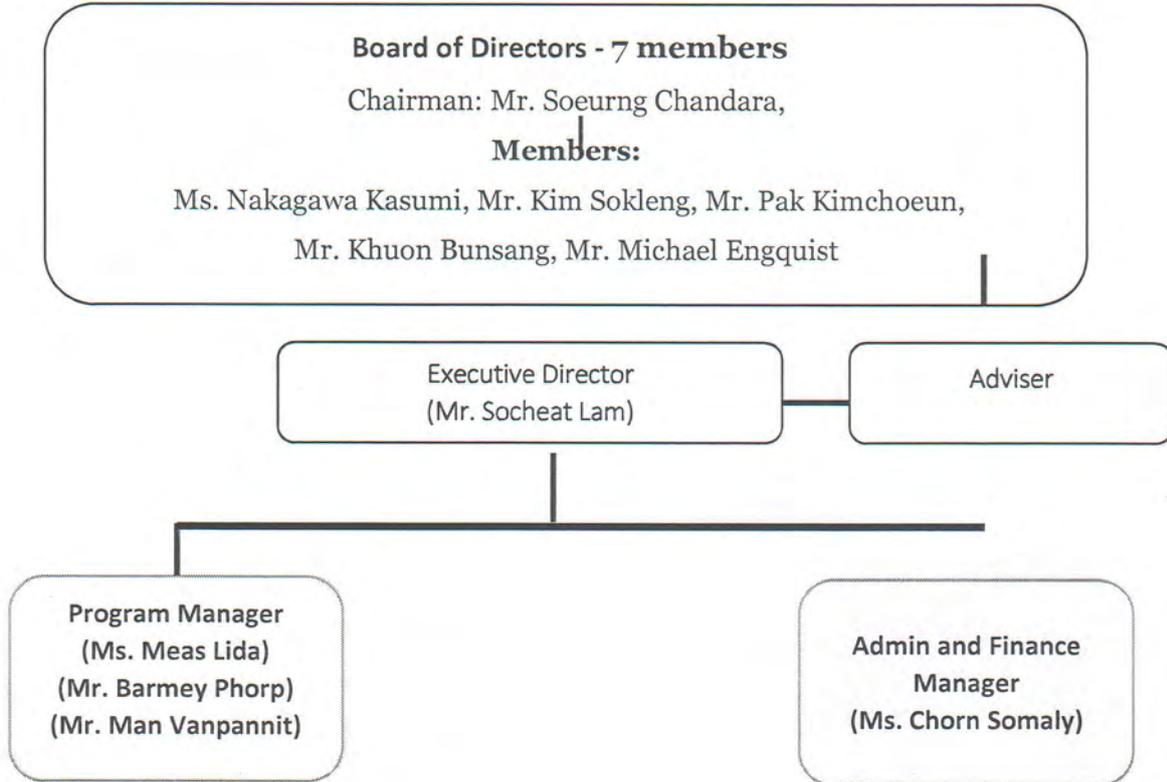
Chief of Department

Lim Kan

KINGDOM OF CAMBODIA
NATION RELIGION KING

Structure

Advocacy and Policy Institute Organization (API)



Phnom Penh, 15 June, 2018

Executive Committee

Executive Director

Mr. Lam Socheat

Board of Directors

Chairman

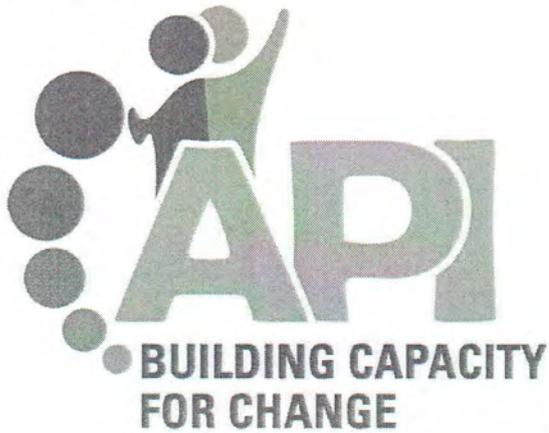
Mr. Soeurng Chandara



KINGDOM OF CAMBODIA
NATION RELIGION KING

Annexes
ADVOCACY AND POLICY INSTITUTE ORGANIZATION (API)

A/ LOGO



B/ SEAL

Executive Committee
Executive Director

Signature

A handwritten signature in blue ink, appearing to read 'Soheat', written over a horizontal line.

Mr. Lam Soheat

Board of Directors
Chairman

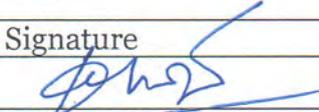
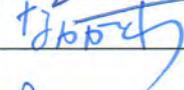
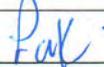
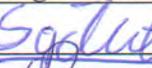
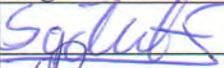
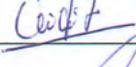
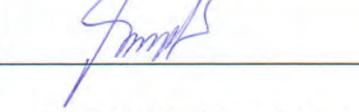
Signature

A handwritten signature in blue ink, appearing to read 'Soeurng Chandara', written over a blue circular seal. The seal contains the API logo and the text 'ADVOCACY & POLICY INSTITUTE' around the perimeter, with 'BUILDING CAPACITY FOR CHANGE' in the center.

Mr. Soeurng Chandara

API's Constitution 2007

has been revised and approved by:

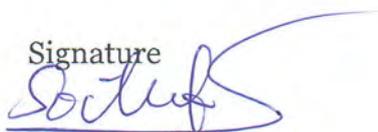
Name of Board of Director	Position	Signature
Mr. Soeurng Chandara,	Chairman	
Ms. Nakagawa Kasumi,	Member	
Mr. Kim Sokleng,	Member	
Mr. Pak Kimchoeun,	Member	
Mr. Khuon Bunsang,	Member	
Mr. Michael Engquist	Member	
Name of Executive Committee	Position	Signature
Mr. Lam Socheat	Executive Director	
Ms. Meas Lida	Program Manager	
Mr. Phan Phorp Barmey	Senior Program Manager	
Mr. Man Vanpannit	Program Manager	
Ms. Chorn Somaly	Finance and Admin Manager	

Phnom Penh, 15th June 2018

Executive Committee
Executive Director

Board of Director
Chairman

Signature



Mr. Lam Socheat

Signature



Mr. Soeurng Chandara



Advocacy and Policy Institute (API)

API BYLAW

PREAMBLE

In early 2002, Pact Cambodia, an international NGO headquartered in Washington, DC, USA, under guidance from an Advocacy Advisory Committee (AAC) composed of representatives from nine local and international NGOs, initiated research examining advocacy campaigns in Cambodia from 1997 to 2001. This research highlighted the need to increase technical advocacy skills within Cambodian civil society and to create stronger relationships with government. In response to this need, the Advocacy and Policy Program (APP) was established in July, 2003. APP's aim was to provide Cambodian advocates working on issues of equity, poverty reduction, and sustainable development with the technical knowledge and skills required to effectively develop, implement, and monitor advocacy campaigns.

At its inception, APP was housed with Pact Cambodia. During this tenure, APP earned a strong reputation as one of the leading advocacy capacity-building programs in Cambodia. APP conducted advocacy training courses for members of Cambodian civil society, and produced a range of advocacy publications in both Khmer and English. APP also facilitated a number of forums for civil society related to advocacy and policy initiatives in Cambodia. As a result, the program helped to institutionalize advocacy skills and strategies in a number of partner and non-partner organizations. These efforts have produced clear tangible benefits through an increase in the success and sustainability of advocacy campaigns, which can only help but enlarge Cambodia's nascent democratic space.

With regard to the sustainability of the APP, in August 2005, the AAC and APP staff agreed to become independent from Pact Cambodia as the "Advocacy and Policy Institute" (API).

CHAPTER I

GENERAL IDENTITY

Article 1: Name

The Advocacy and Policy Institute, known in short as "API," is an independent, professional and not-for-profit non-governmental organisation (NGO).

Article 2: Logo

The logo of API has 'API' with its slogan of 'BUILDING CAPACITY FOR CHANGE'

The sample logo sign is in the Appendix 1.

Article 3: Location of Principal Office

The API's head office is located in Phnom Penh in the Kingdom of Cambodia.

Article 4: Establishment

The Advocacy and Policy Institute became localized on 24th May 2007, changing its name from the Advocacy and Policy Program (APP) within the international NGO, Pact Cambodia. APP was originally established in July 2003, by a group of nine Cambodian, International organizations and donors. These organizations were the Cambodian Human Rights and Development Association (ADHOC), the Cambodia Women's Crisis Center (CWCC), the Coalition Against Sexual Exploitation of Children in Cambodia (COSECAM), Project Against Domestic Violence (PADV), Star Kampuchea, Dan Church Aid (DCA), Forum Syd, Oxfam Great Britain, Development and Partnership in Action (former CIDSE), and Pact Cambodia.

CHAPTER II

VISION, MISSION, CORE VALUES AND BELIEFS, GOAL, CORE AREAS OF WORKING, AND TARGET AUDIENCES

Article 5: Vision

API envisions a Cambodian nation that through poverty reduction and the protection of human rights will follow a countrywide course that bolsters social harmony and sustains democratic, political, and economic stability.

Article 6: Mission

API's mission is to serve the long-term democratic and social development needs of Cambodia through the provision of services in the areas of advocacy and policy development. API commits to pursue this mission in accordance with international best practice and the rule of law, the Cambodian Constitution, and Cambodia's poverty reduction strategy. API is committed to working together with all national and international institutions who share its values to advocate for positive and peaceful social change and to improve the capacity and cooperation of all Cambodians. API also seeks to build bridges between government, citizens and the private sector.

Article 7: Core Values and Beliefs

- All Cambodians have the right to participate, mobilize and express themselves in matters that affect their daily lives.
- All matters should be solved peacefully and justly according to the principles of our shared humanity.
- Building capacity, particularly at the grassroots level, is the most sustainable way of building a brighter future for all Cambodians.
- Engaging with all social sectors ensures that when solutions are reached, they are of greatest benefit to the community.

- Being transparent, independent, and non-partisan helps to build an organization that has the respect and confidence of both the Cambodian people and their international donors and supporters.

Article 8: **Goal**

API's goal is to strengthen the capacity of Cambodian advocates working on issues of equity, poverty reduction, and sustainable development.

Article 9: **Core Operational Areas**

API's core areas of operation include:

- Capacity-building and training.
- Policy engagement and analysis.
- Research development through partnerships.
- Technical assistance and consultancy.
- Advocacy campaign development.
- Grassroots democracy support.
- Promoting good governance and pro-poor policies.
- Educational publications and other resource materials.

Article 10: **Target Audience**

API's target audience is advocates from all sectors of Cambodian society, as well as supporters in the international community. API's partners include government, donors, civil society, and the private sector.

CHAPTER III

ORGANIZATIONAL STRUCTURE

To facilitate its development as an independent and non-partisan organization, API has adopted an organizational structure consisting of two levels.

1. Governance Body (called Board of Directors or BoD).
2. Executive Level (called Director).

The Organizational Chart is in Appendix 2.

CHAPTER IV

BOARD OF DIRECTORS

Article 11: Definition and Structure

API is legally governed by and implements the policies of its Board of Directors. The Board of Directors (BoD) is the top level of API. The BoD is comprised of a chair person, a vice chair person, and three or more members. One of these members will serve as Treasurer and another as Secretary.

Board members are volunteers and serve without compensation. Board members may not be employees of API nor donors to API.

The term of office lasts three years and can be renewed once. However, if the term ends at the same time for all the members, one or more of them (up to half of the total BoD membership) is expected to extend for one more year. API strives for gender equality among its Board members. The majority of Board members must be Cambodian.

Board members are selected and voted on by current Board members. In the event that a Board member fails in his or her duties as detailed in the Board of Directors Policy, the Board member may be terminated by a two-thirds vote of the total Board.

Total BoD membership always includes an "uneven" number of members (five, seven, etc.), in order to prevent "tied" votes (an equal number of yea and nay votes), which can prevent the organisation from moving forward.

Article 12: Primary Roles and Responsibilities of the Board of Directors

- Evaluate and approve the Bylaws and high-level policies of API. High-level policies include those involving the Board of Directors, Personnel, Management, and Administration and Finance.
- Ensure that the Bylaws and Personnel, Management, and Administration and Financial policies are followed.
- Evaluate, approve, and monitor the mission and the goals of API.
- Be directly accountable for the performance of the Director. Hire, evaluate and, if need be, terminate the Director.
- Be indirectly accountable for the performance of API, by being accountable for the performance of the Director.
- Ensure the financial health and transparency of API.
- Participate in fund-raising, in cooperation with the Director.
- Approve and monitor the annual budget.

- Organize, approve, and accept the annual financial audit, which is signed by the BoD Chair and the Director and filed at API's offices. Ensure that other evaluations and audits required by donors are conducted competently, cost-effectively, and on a timely basis.
- Represent API in public, and promote the organization.

Details of the Board's composition, qualifications, terms of mandate, meetings, decision-making, and officers are presented in API's BoD Policy.

CHAPTER V

DIRECTOR

Article 13: **Definition and Structure**

The Director carries out the management and operations of API. The Director is responsible for the whole organization, delegating specific functions and tasks at his or her discretion.

Article 14: **Roles and Responsibilities of the Director**

- Provide input to and implement the mission, goals, policies, plans, and programs of API as directed by the BoD.
- Manage the finances, following the financial policies and budget approved by the BoD. Be accountable for all income and expenses.
- Be accountable for all staff management as mandated in the API Personnel Policy.

Details of the Director's qualifications, terms of mandate, and work and decision-making responsibilities are presented in API's Management Policy. This Policy also identifies the positions, roles, responsibilities, and administrative processes of the senior staff positions and functions, including the Administration and Finance Unit.

CHAPTER VI

CONFLICT RESOLUTION

Article 15: **Rules of Conduct**

To achieve a positive office environment, all API employees are expected to treat their colleagues equally and cooperatively, regardless of their positions and status. If conflict does occur among API staff, it shall be treated immediately, professionally, peacefully, and FAIRLY.

Conflicts among staff and/or their managers will be resolved internally. Conflicts should not be referred to outside parties, except as noted below.

Article 16: Conflict Resolution Process for Staff

The supervisor or supervisors overseeing the parties in conflict will assess the situation, talk to the parties involved, and seek to resolve the issues. Resolution may include recommendations for disciplinary actions for any or all parties, if warranted. However, the goal is to reach a compromise that satisfies all parties without requiring formal disciplinary measures, if at all possible and if no serious misconduct has occurred.

If a compromise among the conflicting parties cannot be reached, the supervisor(s) involved will prepare a written report describing the conflict, the attempts that have been made to resolve it, and the reasons for not reaching a solution. This report will be submitted to the next higher level of supervision, up to and including the Management Committee. The Director has the final authority to resolve staff conflicts.

All conflicts and related resolution processes are to be handled with the utmost confidentiality. Information should not be shared or discussed with any one who is not a party to the process.

Article 17: Conflict Resolution Process for the Management Committee and Director

Conflicts among the members of the Management Committee and the Director that cannot be resolved internally may be referred to the Board of Directors. In this case, all members of the Management Committee, including the Director, participate in the vote to refer the conflict to the Board. This vote may be held by confidential ballot. In the event of an equal vote, the matter will be referred to the Board. In this case, the Director does not overrule the equal vote, nor can he/she veto the decision to refer the matter to the Board.

Article 18: Referrals to Outside Parties

Staff involved in the conflict and/or their supervisors may request referral to professional conflict resolution facilitators at any stage in the conflict process. The Management Committee has the authority at any stage during the conflict resolution process to refer the matter to outside, professional conflict resolution facilitators. Conflicts involving the Management Committee and the Director may also be referred to an outside facilitator at the request of any one party to the conflict. In this case, the Director and the Management Committee must agree on the selection of the outside facilitator by simple majority vote. It is recommended that the Board be notified before any referrals to outside conflict resolution professionals are made. Resolving matters internally is always the best course.

CHAPTER VII

RESOURCE MANAGEMENT

Article 19: Donated Resources

API acquires resources, including materials, assets, and budget through donations and the providing of services. API funds and materials are donated or contributed by its members, donation organizations and charities, embassies, volunteers, and international governmental institutions. Government and the private sector may also donate funds or other resources to API. These funds and assets belong legally to API unless specified otherwise in a signed donation agreement. They are to be directly used to achieve API's mandated vision, mission, goals, and programs. API can only receive donations for program-related purposes and not for political or personal benefit or use.

Article 20: Financial Management and Fiscal Year

API's financial assets are kept in the organisation's bank accounts, except for petty cash which is kept in a safe box at the office. The allowed petty cash limit is detailed in the API Finance and Administration Policy.

The Financial Committee (FC) is responsible for depositing and withdrawing funds from API's bank accounts. The Committee is composed of the BoD representative, Director and Admin and Finance Officer. The responsibilities of the FC are specified in API's Finance and Administration Policy.

API's fiscal year runs from 1st January to 31st December.

CHAPTER VIII

REPORTS AND DOCUMENTATIONS

Article 21:

API shall report and document its activities and financial expenditures according to the Non-Government Organizations and Associations Law of the Kingdom of Cambodia.

On an annual basis, API produces a report that presents API's activities, accomplishments, lessons learned, and finances, which will be given to donors and other interested parties. API will provide other reports to donors as required by the terms of their specific funding agreements.

All documents mentioned in Article 21 shall be kept and maintained in the API office for as long as API remains an operational Cambodian NGO.

CHAPTER IX

AMENDMENTS TO THE API BY-LAW

Article 22:

This Bylaw shall be the guiding document of API. All policies, decisions, and internal instructions must be in accordance with this Bylaw. Any policy or charter other than this Bylaw will be abrogated from the time this Bylaw takes effect.

This Bylaw may be amended or supplemented with the approval of two-thirds of the BoD, as specified in the Board of Directors Policy. The Board is strongly discouraged from amending the Bylaw during periods of internal conflict.

CHAPTER X

DISSOLUTION OF API AND DISTRIBUTION OF ASSETS

Article 23:

API can dissolve itself in the case of a lack of funding, serious conflict/s that cannot be resolved, or any other compelling reasons. Dissolution must be agreed to by a two-thirds vote of the Board of Directors.

If API decides to dissolve itself, API must pay all staff members according to the government's Labour Law, and pay all debts and obligations (subject to the availability of funds.)

If sufficient funds are not available to meet all of the organisation's obligations, the BoD shall form an ad-hoc committee that will include the majority donors to decide how to allocate the remaining funds. Priority will be given to paying staff and meeting government obligations.

If assets remain after API's dissolution, all available finances and other assets will be donated to one or more civil society organisations that have a similar philosophy and to API. The BoD will oversee this allocation in conjunction with the majority donors, working together as an ad-hoc committee.

CHAPTER XI

EFFECTIVE DATE AND SIGNATURES

Article 24:

This Bylaw shall be taken into effect from the date signed. This Bylaw has been agreed by the Advocacy and Policy Institute (API) and signed on 24th, May 2007.

signed
Sinthay Neb
Director
Advocacy and Policy Institute

Endorsed by the API Board of Directors at its meeting on 11 June 2009-07-01

<i>Name</i>	<i>Position</i>	<i>Signature</i>
Mr. Meas Née	Chairperson	
Mrs. Rebecca F. Catalla	Vice Chairperson	
Mrs. Haidy Ear Dupuy	Secretary	
Mr. Soeurng Chandara	Treasurer	
Mr. Yang Sangkoma	Member	
Mrs. Chea Chandy	Member	
Mr. Phon Yut Sakara	Member	