Approved version

October 14, 2011

Statutes of

“the Irrigation service centRE”



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# Identification

## Name

#### The association[[1]](#footnote-2) has the appellation: "***Irrigation Service Centre***", abbreviated to “***ISC***”, hereafter referred to as “the Association”[[2]](#footnote-3).

## Logo & Stamp

#### ISC small.pngThe Association logo represents three white paddy panicles crossing two rounded shapes, one blue and one green. The blue shape represents the irrigation and the green one the production fields benefiting from irrigation. The name of the Association in Khmer surrounds the upper and right side of the logo; the initials of the Association in English are printed under the logo.

#### The Association stamp is round shape with 34mm diameter with khmer name in the upper part and full English name in the lower part and the panicle chapes in the middle. The stamp is used with blue ink.

## Head office

#### The domicile of the Association is:

National Road Nber6

Stung Saen City

Kompong Thom Province

Cambodia

#### The Association may have offices in other provinces in Cambodia.

#### The Management Board can decide to transfer the ISC head office or sub-offices with all the duties to another location, which is appropriate to fulfill the duties of the Association.

# Vision, Mission, Objectives, Orientations and Values

## Vision, Mission, Objectives, Orientations and Values

#### **The Vision:** A pool of professionals with a practical experience of irrigation management issues provides affordable and quality services to FWUC and other Farmer Organizations.

#### The **mission**: to support the collective management of Farmer Water User Communities and other farmer organizations in order to ensure the sustainable maintenance of irrigation schemes and the efficient and fair sharing of water between users.

#### The **objectives**:

1. To develop and implement professional services adapted to the particular needs of FWUC, other Farmer Organizations and development projects;
2. To strengthen links between concerned institutions, donors, professionals and farmer organizations involved in the water, agriculture and rural development sectors.

#### The **orientations**:

1. Association is non-profit oriented.
2. The Association is non-government and non-political. It is not a political tool, and doesn’t support or serve any candidate or political party by providing any fund or human resources.
3. This Association is independent and only serves public interest.
4. The Association shall avoid any kind of discrimination whether religious or gender based.

#### The Association will follow and promote specific **values** in the course of its activities:

* 1. The Association shall ensure that its services are affordable for Farmer Organizations; Beneficiaries shall pay for the service costs.
  2. The Association shall ensure the best quality of services possible and activities shall always be result oriented; Farmer Organizations shall evaluate activities and results;
  3. The Association shall deliver services in priority for FWUC, Farmer associations and organization, and shall give priority for collective benefits over individual ones;
  4. The Association shall promote respectful exchanges and equal relationships between all stakeholders whether farmers, technicians, engineers, any experts and civil servants;
  5. The Association shall carry out all such activities as are necessary or convenient to serve and accomplish these Mission and Objectives.
  6. The Association undertakes not to conduct any business that is illegal or contrary to established standards and practices in the agricultural and water sector. In particular, the Association rejects any form of corruption.
  7. The Association shall ensure a high level of transparency regarding its internal management and promote transparent management within Farmer Organizations.

# Membership

## Definition and Categories of Members

#### Members of the Association shall be individual professionals as person and organizations as legal entity, who are active in the water, agriculture and rural development sectors and experienced in supporting farmer organizations, with the exception of government organizations and political parties.

#### Membership for individual professionals is divided in two categories:

1. **ISC Employees:** persons contracted directly or indirectly by the Association who have been active within the Association for more than three months and who have completed their probation period;
2. **External professionals:** professionals with a recognized experience in the agricultural and water sectors or in supporting Farmer Organizations.

#### The member individual professionals shall act within the Association’s organs as person in their own name and not in the name of their home institution or employer. Their membership is nominal and cannot be replaced by another person.

#### Membership for organizations is divided in three categories:

1. **Private organizations:** non-governmental organizations, national or international, involved in the water and irrigation sectors and / or in providing support to Farmer Organizations who have developed a form of partnership with the Association;
2. **Farmer Organizations:** all kind of Farmer Organizations, officially registered at the government or informal,such asFarmer Water User Communities, Agricultural Cooperatives or others who receives support from the Association;
3. **Federations:** network of Farmer Water User Communities and of Farmer Organizations, federations of farmer organizations.

#### The member organizations as legal entities shall nominate through their own procedures a representative to act in their name within the Association’s organs. This representative can be replaced according to the member organization wish and by informing the President in writing.

## Admission of New Members

#### Candidate for membership shall send a request letter to the President.

The President will carry out a careful examination of the request taking into consideration the best interests of the Association. On the condition that the status, motivation and activities of the candidate are in line with the objectives of the Association and that all conditions set in the Internal Rules are met, the President may decide to include the candidate in the list of new members to be approved during the next General Assembly. The President may consult the Management Board before taking decision, but the final decision rest on its sole discretion.

#### Membership shall become effective only after the official approval by the General Assembly.

## Rights and Obligations of Members

#### Effective membership and active participation to the General Assembly requires the yearly payment of a membership fee according to the internal rules and the decision of the General Assembly;

#### Each member shall support and further the mission and objectives of the Association, and comply in good faith with these Statutes, Internal Rules and other resolutions adopted by the Association.

#### Each member shall be entitled to:

* Participate in the General Assembly;
* Vote for all decisions within the General Assembly;
* Be candidate for the position(s) of its category representative within the Management Board
* Give opinions or advises on the functioning and management of the Association;
* Propose the convocation of the General Assembly;
* Propose specific agenda to be discussed within the General Assembly;
* Receive all activity reports, financial reports and other reports or minutes of the Association.

## Termination of Membership

#### A member may withdraw voluntarily from the Association anytime, provided written notice of withdrawal by letter is given to the President of the Association.

#### The membership of a member may be terminated by the Management Board according to the rules and procedures set in the Internal Rules of the Association.

# Organs of the Association

## Organs of the Association

#### The organs of the Association in which is vested some decision-making capacity are

1. The General Assembly, i.e. the assembly of all members
2. The Management Board and the President of the Association
3. The Director and the ISC team

#### The organs of the Association in which is vested consultative capacity only are

1. The Advisory Committee
2. The Customer Forum
3. Ad-hoc committees

# The General Assembly

## The Role and Powers of the General Assembly

#### The General Assembly is the meeting of all members of the Association; it represents its associative will and constitutes the main decision-making body of the Association. The General Assembly decisions are final in all matters within the objects of the Association or arising out of its activities.

#### The General Assembly shall have the role and the power to:

1. Approve new members proposed by the President;
2. Elect the representatives within each membership category to the Management Board as per Article 15 hereof;
3. Elect the President and the Vice President of the Association as per hereof;
4. Approve other positions within the Management Board as proposed by the Management Board;
5. Discharge the President and/or other Management Board members from their position;
6. Provide advises to the Management Board and decide on the main Association strategic orientation;
7. Approve the Annual Reports as per hereof;
8. Approve the proposals submitted by Members and by the Management Board;
9. Approve important partnership with other parties if this partnership extend over more than one year;
10. Amend these Statutes and Internal Rules as per hereof; and
11. Dissolve the Association in accordance with Article 37 hereof.

## General Assembly Meeting

#### The Association shall hold General Assembly meetings at a date and place decided by the Management Board, and at least once a year.

#### Extraordinary meetings of the General Assembly must also be convened when either at least *one third* of all members of the Association or *one third* of all members of the Management Board have made a written request to the President setting out the agenda for the meeting.

## Notice of meeting and Agenda

#### Each member shall be informed of the General Assembly meeting at least *15 days* in advance by any appropriate means (written letter, e-mail, phone call, etc.).

#### Each member shall be given a written Notice of Meeting signed by the President with the agenda annexed. Matters not included in the agenda may be considered at a meeting, but not voted on, except in cases duly deemed urgent by the Management Board.

#### Every member of the Association may request an item to be included in the agenda of the Management Board. Such request must be submitted to the President in writing at least 7 days before the General Assembly, stating the item to be included and the motions.

## Voting Rights

#### Each member of the Association whether person or legal entity, on the condition that he has paid the yearly membership fee, shall be entitled to one vote.

#### Each member of the Association may participate personally to the General Assembly or may be represented by another member of the Association by giving a written authority or by giving prior notice in writing to the President *at least one day prior to the meeting*.

#### Votes can be casted only during the General Assembly either by the member himself or by his authorized representative.

## Quorum and majority

#### For business to be lawfully transacted *at least two-thirds* of all votes must be present or represented at the General Assembly. In the event that this quorum is not present the General Assembly will be convened again with the same agenda, with at least 15 days notice. Business may then be lawfully transacted if at least *half* of the votes are present or represented.

#### Ballots of the General Assembly are normally open for general matters and are secret in the case of election of representatives to the Management Board and of the President and Vice-President. However, each member has the right to request a secret ballot for any motion.

#### All resolutions of the General Assembly, except amendments to these Statutes, must be passed by *fifty percent plus one* of all votes present or represented. Any resolution agreed by a majority of fifty percent plus one of all votes shall be deemed a resolution of the General Assembly.

# The Management Board

## Composition of the Management Board Selection of Representatives

#### The Management Board is the steering body of the Association. All five categories of members as per Article 5 shall be represented within the Management Board.

#### The number of Management Board members, except the Director, shall be between *five and ten*. The General Assembly may decide before the election to increase or reduce the number of representatives to the Management Board for one or several categories in order to ensure a well balanced representation of all members.

#### Each member of the Association has the right to be candidate to the position of representative to the Management Board for his/her category according to the conditions set in the Internal Rules.

#### For each category, representatives follow a specific selection process:

1. At least one representative of the “ISC Employees” category is elected by all member employees;
2. At least one representative of the “External professionals” category is elected by the General Assembly as a whole;
3. At least one representative of the “Private Organizations” category is elected by the General Assembly as a whole;
4. At least one representative of the “Farmer Organizations” category is elected by the General Assembly as a whole;
5. At least one representative of the “Federations” category is elected by the General Assembly as a whole;

#### Election procedures for representatives shall be fixed within the Internal Rules;

#### The Director shall be a member *ex officio* of the Management Board.

## Role, Functions, Duties and Powers

#### The Management Board emanates from the General Assembly from whom it receives its mandate. The Management Board shall be charged with:

1. Steering the Association to ensure that its activities are in line with the Association mission, objectives and values and the strategic orientations approved by the General Assembly;
2. Advising and supervising the ISC Team.

#### The Management Board shall have the powers set out in these Statutes, all powers in the Association that are not entrusted to another body of the Association by law or by these Statutes, and any power vested upon it by the General Assembly.

#### The meeting of the Management Board shall have the functions and the powers to:

1. Appoint and remove the positions of Treasurer, Secretary and other office amongst the Management Board members as per hereof;
2. Suspend a member of the Management Board as per hereof;
3. Terminate the membership of a member according to the rules and procedures set in the Internal Rules of the Association;
4. Develop strategic orientations into program and priorities;
5. For program execution, recruit, appoint and remove the Director;
6. Define the duties and powers vested in the Director;
7. Supervise and control the activities carried out by the ISC Team;
8. Control the use of the Association assets and set the financial procedures of the Association;
9. Approve the activity and financial reports prepared by the Director every three months and yearly before the General Assembly meeting;
10. Approve the activity planning and the business plan every year and present it to the General Assembly meeting;
11. Appoint and remove the Auditor;
12. Approve contracts and agreements with other parties and customers;
13. Report about decisions taken by the Management Board to the General Assembly;
14. Convene the General Assembly meeting and set its agenda as per hereof;
15. Fix the annual Membership Fee;
16. Take action on any matters referred to it by a member
17. Define the general objectives and working schedule of the Advisory Committee and other ad-hoc committees, steer their activity and control the progress of their work;
18. Address all problems raised by the activity of the Association.

#### The Management Board may delegate parts of its functions and decision capacity to the Director.

## President and Vice-President Election and Office Term

#### The President and Vice-President are elected by the General Assembly amongst all candidates from the Management Board members except the employees’ representative(s) and the Director who are not eligible. The President and Vice-President shall be Cambodian nationals.

#### Election procedures shall be fixed within the Internal Rules of the Association;

#### The President and Vice-President period of office is for *three years* and commences on the day following their election. The President is eligible *for three re-elections only*.

#### In the case of the President's resignation or suspension during the course of his mandate, the Vice-President will replace him/her up to the next General Assembly meeting.

## Role and Powers of the President

#### The President is the legal representative of the Association as per hereof; he can delegate his powers to the Director or to any other person for routine matters or in special contingencies.

#### The President shall have all powers and duties delegated to him/her by the Management Board and especially the role and powers to:

1. Represent the Association towards external institutions and in justice in case of legal issue;
2. Organize the Management Board meeting and prepare its agenda;
3. Chair over the meetings of the General Assembly and the Management Board;
4. Control the members’ fulfillment of membership conditions;
5. Approve the list of new members to be submitted to the General Assembly;
6. Sign all Association's official documents, except for financial transactions, after due approval by the Management Board;
7. Suspend the Director in case of professional misconduct before a Management Board meeting is convened to solve the case;

#### In emergency cases, the President shall take all necessary decisions on behalf of the Management Board. The President is to notify the Management Board immediately of such decisions. These must be ratified by the Management Board at its subsequent meeting.

#### In the case the President would be unable to fulfill his/her position temporarily the Vice-President shall replace him/her during this period which shall not extend over one year.

## Other Office Attribution and Roles Sharing within the Management Board

#### The Management Board shall take the responsibility of appointing offices and sharing responsibilities amongst its members according to needs.

The Management Board in all matters within its role may at all times delegate some of its powers to ad-hoc Committees or to persons specially appointed by reason of their competence.

#### One Treasurer shall be appointed amongst the Management Board members to:

1. Ensure the regular financial management control, check the financial and physical assets, the financial documents validity and more generally the respect of all financial procedures within the Association;
2. Approve specific financial transactions which are over an amount specified by the Management Board within the financial procedures;
3. Reports on all financial matters to the Management Board every three months and to the General Assembly every year.

#### One Secretary shall be appointed amongst the Management Board members to:

1. Write up the minutes of the meetings of the General Assembly and the Management Board;
2. Keep up all documentation, agreements and contracts passed by the Association;
3. Keep the Association official stamp.

## Meetings of The Management Board

#### The Management Board members shall meet *every three months* and at least on time within four months.

#### The President is in charge to convene the Management Board meeting and to inform the members by any appropriate means (written letter, E-mail or phone call) at least *seven days* in advance. The President propose the agenda of the meeting and as much as possible circulate it in advance. Any member can add a point or any relevant matter to the agenda at the beginning of the meeting.

## Voting Rights, Quorum and Majority

#### Each member of the Management Board shall be entitled to one vote. The Director is entitled to one vote as well except in matters concerning his/her own employment and his/her reports to the Management Board.

#### Each member of the Management Board may participate personally to the meeting or may be represented by another member of the Management Board, except the Director, by giving a written authority or by giving prior notice in writing to the President.

#### Votes can be casted only during the Management Board meeting either by the member himself or by his authorized representative.

#### Ballots of the Management Board meeting are always open.

#### No business shall be transacted at any meeting of the Management Board unless a quorum of at least *two third* of the total number of Members that are authorized to vote are present or represented at the time when the meeting of the Management Board proceeds to business.

#### All resolutions of a meeting of the Management Board shall be adopted by a simple majority of *fifty percent plus one* of all votes actually cast except for matters concerning the Director dismissal or any other Management Board member dismissal which requires a majority of *two third* of all votes actually cast.

## Office Term and Termination

#### The Management Board period of office is for *three years* and commences on the day following their election. Even if some representatives are replaced in the course of their mandate, the full Management Board shall be reelected every three years.

#### Office resignation, termination and replacement of Management Board members shall follow the rules and procedures set in the Internal Rules of the Association.

# The ISC Team and the Director

## Role and Composition of the ISC Team

#### The ISC Team is the executive body of the Association in charge of designing, negotiating and implementing services to customers. The ISC Team implement the work autonomously by setting up work program, sharing responsibilities, building methodologies, but keeping in view the strategies and priorities defined by the General Assembly and the Management Board.

#### The ISC Team is composed of all employees involved within the Association activities and under its authority, whether through permanent or part-time contract or through a cooperation contract or agreement with another institution.

## Director role, Authority and responsibilities

#### The ISC Team shall be managed by the Director who is appointed by the Management Board. The Director is an employee of the Association. The Management Board determines the salary and any other remuneration of the Director.

#### The Director shall have all the duties and powers vested upon him/her by the Management Board. His duties should be detailed in his job description signed by the President. The Director has authority as regards recruitments, rents, acquisition of office equipment, etc. within the limits of the annual budget plan approved by the Management Board.

#### In case of an employee professional misconduct, the Director may pronounce a suspension only. The official dismissal shall be approved by the Management Board after hearing the case.

The Director shall ensure that all activities implemented by the ISC Team on the name of the Association abide to these Statutes, the Internal Rules and the financial procedures of the Association.

#### The Director shall be responsible toward other members of the Management Board and shall report about the activities and financial management of the Association to the Management Board at least every three months and on request.

## Director dismissal

#### The Director dismissal, voluntary or not, has to follow the contractual rules and the procedures set in the Internal Rules of the Association and the labor legislation.

# Advisory committee

## Composition of the Advisory committee

#### The Management Board shall invite non-member institutions, experts and government agencies collaborating with the Association and/or developing a specific expertise in the sector of activity of the Association to participate to an Advisory Committee.

The Advisory Committee shall at least include, but not exclusively,

1. *Four non-member* institutions or experts including:
   * At least one representative from the Ministry of Water Resources and Meteorology;
   * At least one representative from the funding agencies;
   * At least one representative or expert from research agencies in the field of Water Resources.
2. *Three members* of the Management Board including the President and the Director;
3. *One member* of the General Assembly excluding the Management Board members

## Role of the Advisory Committee

#### The Advisory Committee is a consultative body aiming at:

1. Advising the Association about its strategy and program of activities;
2. Providing technical and financial advises;
3. Promoting the Association;
4. Strengthening partnerships with other stakeholders;
5. Facilitating linkage and communication with government agencies.

#### The Advisory Committee members shall have access to all relevant information about the Association in order to provide informed advises. Especially, the Advisory Committee members shall receives the annual activity plan and report, the annual business plan and the annual financial report.

## Meetings, Chair person and adoption of Statements

#### The Advisory Committee members shall meet at least once a year and preferably two times per year or in any circumstance where the Management Board requires external advises. The Management Board shall set the date and place and send invitations by any appropriate means to the potential participants at least *fifteen days* in advance.

#### The Management Board propose the agenda of the meeting and as much as possible circulate it in advance together with the appropriate documents to be discussed during the meeting. Any member can add a point or any relevant matter to the agenda at the beginning of the meeting.

#### The chair person of the Advisory Committee meetings shall be decided unanimously at the beginning of each meeting.

#### The participants to the meeting may decide to adopt through an open ballot by a simple majority specific statements and recommendations which shall be shared with the General Assembly and the Management Board.

# Customer Forum

## Composition of the Customer Forum

#### The Customer Forum is the Assembly of all representatives of Farmer Organizations who are in relation with the Association through service contracts or otherwise, such as:

* Farmer Water User Communities;
* Farmer Cooperatives;
* Farmer Associations;
* Other informal or formal groups of farmers;
* The Farmer and Water Net, i.e. the Network of Farmer Water User Communities;
* Other Federations or Networks of Farmer Organizations;
* Other development partners.

#### All members of the Customer Forum may or may not become a member of the Association.

#### At least, the Director, together with some other members of the Management Board, as well as some ISC staff shall participate to the Customer Forum as facilitators.

## Role of the Customer Forum

#### The Customer Forum is a consultative body aiming at facilitating mutual understanding between the Association and the representatives of the Farmer Organizations benefiting from its services.

#### In particular, the Customer Forum aims at:

1. Building a common understanding of the Association objectives, strategies and methodologies;
2. Sharing experiences of service support from the Association;
3. Defining priorities for service development;
4. Evaluating the services quality;
5. Supporting the process of Farmer Organization participatory evaluation.

## Meetings, Chair person and Adoption of Statements

#### The Customer Forum shall convene a meeting at least once a year. The Management Board shall set the date and place and send invitations by any appropriate means to the potential participants.

#### The Director shall propose an agenda, but any participant may propose to add other business during the meeting.

#### The official representative of the *Farmer and Water Net* shall be the chair person of the Customer Forum.

#### The participants to the meeting may decide to adopt through an open ballot by a simple majority specific statements and recommendations which shall be shared with the General Assembly and Management Board.

# Ad-hoc committee

## Setting up an ad-hoc committee

#### The General Assembly and Management Board may at all times decide to set up Ad-hoc Committees composed of persons specially appointed by reason of their competence either member or non member of the Association in order to solve specific issues, to provide advises or to improve coordination with other stakeholders in the Association business sector.

#### These Committees shall have the authority and decision making capacity vested upon them by the General Assembly or the Management Board.

#### The Management Board shall allocate a budget, define the general objectives and working schedule of these committees, steer their activity and control the progress of their work.

# Financial Matters, Exclusion of Liability, Audit

## Fiscal Year

#### The Fiscal Year of the Association shall run from January 1 up to and including December 31, or as otherwise determined by the Management Board.

## Annual Report

#### The Treasurer shall validate for the Management Board an annual financial statement (income statement, balance sheet and budget plan for coming year).

#### The President shall validate for each Fiscal Year an Annual Report which shall be composed of the annual financial statements and the annual activity report.

#### The Annual Report, together with the report of the auditor, if any, shall be submitted for approval at the annual meeting of the General Assembly.

## Auditor and Auditor Report

#### The Association shall appoint an auditor to audit the balance sheet and the profit and loss statement regularly according to the rules and procedures set in the Internal Rules of the Association.

#### The auditor shall produce a report on the audit to the General Assembly. In addition, the auditor shall provide a management letter to the Management Board with a detailed discussion of its findings, if any.

## Liabilities and Responsibilities

#### The liabilities and obligations of the Association may be enforced against its assets only. No member shall have any individual liability for any liabilities or obligations of the Association.

# Representation

## Power of Legal Representation

#### The Association shall be legally represented by:

(a) The President with joint signatory power by another member of the Management Board for all matters except financial transactions;

(b) The Treasurer with joint signatory power by another member of the Management Board for financial transactions;

(c) Any other person if devolved by the President or the Treasurer with the Management Board approval.

# General Provisions

## Amendment of the Statutes

#### These Statutes of Association may only be amended in a General Assembly meeting at which *at least two-third* of the total number of members that are authorized to vote are present or represented, and requires the approval of *at least two-third* of the Members present or represented at such meeting.

## Language

#### The working languages of the Association shall be Khmer. English may be used as a communication tools with partners, but all official documents of the associations should be in Khmer language and the Khmer language version shall be the legal reference. On occasions, contracts may be written in English or other language if the project owner or donor requires it.

## Effective Date and Duration

#### These Statutes shall become effective as of the date of their adoption and shall continue in full force and effect until the dissolution of the Association. All amendments hereto shall become effective as of the date of their adoption or as otherwise specified in the respective resolution.

# Dissolution

## Dissolution, Liquidation

#### Notice of intent to dissolve the Association shall be circulated to all members no less than *sixty days* prior to the General Assembly meeting at which a resolution to dissolve the Association is to be voted upon.

#### The Association shall be dissolved upon the adoption of a resolution by a General Assembly meeting, which resolution shall require the affirmative vote of *two-thirds* of all members of the Association present or not, represented or not during the meeting.

#### Upon dissolution of the Association, the Management Board shall first pay all the liabilities and the remaining assets, if any, as far as is practicable, shall be distributed to an Association with the same or similar objectives.

# Governing Law

## Governing Law

These Statutes, the Internal Rules and by-laws promulgated hereunder, and all obligations undertaken in connection with membership in the Association, shall be governed by and construed in accordance with the laws of Cambodia.

Kompong Thom, Dated: October 14, 2011

The President of the Association

Internal Rules of the “Irrigation Service Centre”

### Conditions for membership

##### The annual membership fee shall be *20,000 KHR per year* subject to revision yearly by the Management Board. The membership fee is the same for all categories of members.

##### All members as person or representatives of member organizations shall fulfill the following conditions:

* Be 18 years old over;
* Have experience in the sector of activities of the Association;
* Promote the mission, objectives and values of the Association;
* Be familiar with the Association activities;
* Follow the Statutes, Internal Rules and other resolutions decided by the General Assembly
* Pay the yearly membership fee.

### Membership termination procedures

##### The Management Board may terminate the membership of a member, if the Management Board decides in its sole discretion, but after careful consideration of all the circumstances, that such measure is in the best interests of the Association. The Management Board shall comply with the principle of due process with respect to the termination and suspension processes.

##### Termination of membership may be effected in the following instances:

1. Over one year delay of membership fee payment; or
2. Physical incapacity of an individual member, or dissolution of a member institution; or
3. Material violation of these Statutes; or
4. Material change in the nature, structure or purpose of a member so that the requirements for membership are no longer met.

##### In the event of the membership of a member being terminated, neither the Association nor its officers nor any member shall have any liability whatsoever to pay damages or make other reparation to the Member. Membership Fee will in no case be returned.

### Election procedures for the Management Board members

##### The representatives shall be elected by secret ballot by all the members of the General Assembly, except for the ISC Employee representative (as per 3.3.). Each member can vote for only one candidate for each representative position. White bulletin or invalid bulletin (more than one candidate selected or unrelated writings) shall be considered within the total number of votes present or represented, but not be counted for any candidate.

##### Each representative shall be elected by a simple majority of fifty percent plus one vote. If no candidate reaches the majority, a second round shall be organized with the two candidates who have reached the highest number of votes. If still no candidate can reach the simple majority, new candidates shall be proposed and new votes casted.

##### The representative of the ISC Employees is elected according to the same procedure, but only the employees can participate to the vote. And the candidate for the representative position shall have worked over one year with ISC.

### President election procedures

##### The President and Vice-President election is organized by secret ballots. Only Management Board members can be candidates for the first two rounds. Each Member may vote for one or maximum two candidates. White bulletin or invalid bulletin (more than two candidates selected or unrelated writings) shall be considered within the total number of votes present or represented, but not be counted for any candidate.

##### For the President election, a majority of two-thirds of the total votes present or represented is required. If no candidate can reach a majority during the first ballot, a second round shall be organized with the two candidates who have reached the highest number of votes. In this second ballot, a simple majority (51%) is required for the President election. The second candidate with the highest score shall be appointed Vice-President.

##### In case no candidate reaches a simple majority in the second round due to white and invalid bulletins, the election must be opened to other candidates amongst all Members of the General Assembly except ISC employees, on the condition that they are rightful members and Cambodian nationals.

##### The election will follow the same process with two rounds and the elected President and Vice-President shall become members of the Management Board.

### Management board term of office

##### Membership in the Management Board shall end:

1. at the end of the term of office, subject to re-election;
2. by resignation;
3. by termination of employment of a Management Board member by his qualified institution.
4. by a suspension decision of a majority of other Management Board members as per hereof.

##### The term of office for each representative within the Management Board shall be *three years*.

##### Re-appointment shall be possible. If a member of the Management Board resigns during his term of office, his responsibilities can be transferred to any other member of the Management Board, except for the President, up to the time of his substitution by a new representative from his membership category.

##### Management Board members can only be replaced by another member from the same membership category.

##### The President can only be replaced by the Vice-President up to next General Assembly meeting.

### Discharge of Management Board Members

##### Any member of the Management Board can be discharged from his Management Board position and functions and duties transferred to another member after careful consideration of all the circumstances and that such measure is in the best interests of the Association.

##### Discharge of office within the Management Board may be effected in the following instances:

##### Physical incapacity to fulfill the position; or

##### Material violation of the Statute, Internal Rules or Financial Procedures; or

##### Material violation of the General Assembly decisions; or

##### Proven mismanagement of the Association assets

##### The Management Board shall comply with the principle of due process with respect to the termination processes.

##### The discharge requires the approval of at least two-thirds of all Management Board members.

### Director dismissal Procedures

##### The President acts as the direct supervisor of the Director in the working contract linking the Association with the Director. The President can suspend the Director from his/her functions in case of serious professional misconduct and after careful consideration of all the circumstances.

##### The final dismissal of the Director shall require the approval of the Management Board with a *two-thirds majority* excluding the vote of the Director him/herself.

### Period of Audit

##### The Association shall appoint an auditor to audit the balance sheet and the profit and loss statement

#### every year if its total expenditures are *over 150,000 $US per year*

#### or every two years if its total expenditures are *over 200,000 $US per two years*.

#### or in any case, every three years. If the total expenditures are lower than these amounts over these periods…?

#### The Management Board may consider the opportunity for external audit according to the resources available or other contractual arrangements.

### Amendment of Internal Rules and By-laws

##### These Internal Rules and By-laws may only be amended in a General Assembly meeting at which *at least half* of the total number of members that are authorized to vote are present or represented, and requires the approval of *at least fifty percent plus one* of the members present or represented at such meeting.

1. In Khmer: angkar / organization [↑](#footnote-ref-2)
2. “Angkar Irrigation Service Centre” in Khmer version [↑](#footnote-ref-3)