

Cambodian People Living with HIV Network (CPN+)

Bylaws

DRAFT

September 2012

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Chapter 1: Definitions

1.1.1 'People Living with HIV' (PLHIV) is a term used to refer to persons who are HIV positive.

1.1.2 'People affected by HIV' may be the parents or children, or other closely associated persons, of someone who is living with HIV or who has died of an AIDS-related cause. People affected by HIV may also be those most vulnerable to HIV, such as entertainment workers, drug users, men who have sex with men, and their intimate partners.

1.1.3 'Board' refers to the Board of Directors.

1.1.4 'Organization' and 'Network' refer to CPN+.

1.1.5 'Executive Sessions' are proceedings of the Board of Directors or the General Assembly where, due to the sensitive nature of a matter under consideration, attendance is restricted to the voting members of that forum.

1.1.6 'Written Request' means a request made in writing, a typed request signed by the sender, or a request by email.

Chapter 2: General Provisions, Logo, and Mission Statement

2.1 Name of organization

2.1.1 This organization is named 'Bondanh Nak Ptuk Merok Eid Ning Chhum Ngeu Eid Khnong Preh Reachea Nachak Kampuchea', or 'Cambodian People Living with HIV Network' (CPN+) in English.

2.2 Logo of organization

2.2.1 The logo of the Cambodian People Living with HIV Network has 'CPN+' placed in the middle of a blue map of Cambodia with the international HIV red ribbon encircling the map. The map represents people living with HIV in Cambodia and the red ribbon represents the HIV epidemic in Cambodia. The image plus the red ribbon represents the collaboration of CPN+ staff and members to respond to the needs of PLHIV in Cambodia.

2.2.2 The CPN+ organization's stamp is an ellipse measuring 50 millimeters by 33 millimeters. 'CPN+' appears in the middle of the stamp, superimposed on a map of Cambodia, which is surrounded by the red ribbon as described in 2.2.1. Inside the ribbon is the name of the organization in Khmer ('Bondanh Najk Ptuk Merok Eid Ning Chum Ngeu Eid Khnong Preh Reachea Nachak Kampuchea'), and in English ('Cambodian People Living with HIV Network').

2.3 Status of CPN+

2.3.1 The Cambodian People Living with HIV Network is a local non-governmental organization without political or religious affiliation, which is registered with the Ministry of the Interior.

2.3.2 CPN+ serves the interests of people living with and affected by HIV in Cambodia.

2.4 Vision statement

2.4.1 CPN+'s vision is that Cambodians who are living with and are affected by HIV and AIDS continue to live positive lives.

2.5 Mission statement

2.5.1 The mission of CPN+ is to strengthen the capacity and involvement of PLHIV and empower them with collective voice to create an enabling environment to reduce stigma and discrimination towards them, to protect their rights and to sustain their well-being.

2.6 Location of premises

2.6.1 The registered office of CPN+ shall be in Phnom Penh.

2.6.2 CPN+ has provincial networks in 14 provinces in Cambodia¹.

¹ Kampong Cham, Kampong Chhnang, Pursat, Battambang, Banteay Meanchey, Pailin, Kampot, Takeo, Kampong Speu, Kandal, Kampong Thom, Siem Reap, Prey Veng and Svay Rieng.

Chapter 3: Structure of Cambodian People Living with HIV Network (CPN+)

3.1.1 CPN+ is a national organization consisting of:

- i. The members as described in Chapter 4;
- ii. The General Assembly as described in Chapter 7;
- iii. Provincial networks in 14 provinces, led by provincial coordinators under the management of the SMT of the National Office;
- iv. A National Coordinator appointed in accordance with the procedures established in Chapter 6, heading a team of staff and volunteers, recruited in accordance with the procedures established in Chapter 6 and CPN+ Recruitment Policy, subject to the availability of financial and other necessary resources.
- v. A Board of Directors elected in accordance with the procedures described in Chapter 5;
- vi. A Technical Advisory Group as described in section 3.3;
- vii. Any committees constituted by the Board in accordance with the procedures established in Chapter 5.

3.2 The Board of Directors

3.2.1 The Board of Directors has legal responsibility for the organization's functioning according to the Constitution and to Cambodian law. The Board defines the vision, mission and core values, and guides the organization towards them by serving as the ultimate authority in the organization. The Board guides the development of strategies and policies which ensure that the goals and activities of the organization have relevance to national priorities, and respond to the needs of the organization's beneficiaries.

3.2.1 The Board comprises 7 people: 3 elected positions who are all full members of CPN+, and 4 invited positions proposed by the Technical Advisory Group and the National Coordinator, to ensure a good balance of skills. There will be a Chair, Vice-Chair, Treasurer, and four Ordinary Members.

3.2.2 Members of the Board of Directors are responsible for oversight of the assets of the organization. They may give permission to lease, hire, exchange, purchase or acquire goods or services; sell, dispose of, exchange or repair any property belonging to the organization; raise money to meet the organization's needs; and open and operate bank accounts, if these activities are in the interest of the organization.

(See Chapter 5 for full details of roles and responsibilities of the Board).

3.3 Technical Advisory Group

3.3.1 The Technical Advisory Group consists of five people who provide additional support and guidance to Board members. These are senior-level representatives from donors, partners, and other stakeholders who can provide support to the Board and build their capacity in Governance.

3.3.2 The Technical Advisory Group will meet when requested by the Board, and will also provide support and advice through email/phone calls. The Board can vote to dissolve the Technical Advisory Group at any time following the General Assembly in 2014, if it is no longer required.

3.3.3 The Technical Advisory Group members will not have voting rights and has a solely advisory role.

3.4 Staff at the National Office

3.4.1 The National Office consists of the paid staff and the volunteers responsible for carrying out the day-to-day execution of the organization's Strategic Plan, in consultation with the Board, and based on the approved budget.

3.4.2 The functions of each staff member shall be determined by the Terms of Reference for each post, as agreed by the Board of Directors.

3.4.3 The Board of Directors will be responsible for recruitment of the National Coordinator, in accordance with the guidelines in the CPN+ Recruitment Policy.

3.4.4 All staff members will be paid a reasonable salary to be decided by the Board, and each will sign a Letter of Appointment.

3.4.5 The National Coordinator will be accountable to the Board of Directors and will report to the Board at its meetings as requested.

3.4.6 Any members of the National Office accused and charged of abuse of office or corruption shall be dealt with by the Board of Directors in accordance with the CPN+ Personnel Policy Manual.

3.5 Members of CPN+

3.5.1 Full members of the organization have the right to vote in elections for Board members, if selected as member representatives. This right is not transferable.

3.5.2 Members have the responsibility to abide by the rules of the organization and uphold its Vision and Mission.

(See Chapter 4 for more details of members' roles and responsibilities).

3.6 Provincial Networks

3.6.1 Provincial networks are led by provincial coordinators who report to the Program Unit in the National Office.

Chapter 4: Membership

4.1.1 Membership shall be open to all people living with or affected by HIV in Cambodia who are prepared to accept the bylaws of the organization.

4.1.2 People affected by HIV are defined as:

- Partners of PLHIV
- Family of PLHIV
- Anyone directly involved with PLHIV.

4.1.3 In accepting members, CPN+ does not discriminate on the basis of socio-economic status, race, ethnicity, gender, sexual orientation, religious belief, occupation, or political affiliation.

4.2 Membership Categories

4.2.1 Full membership is open to all people living with HIV in Cambodia. Members are eligible to be selected to vote at General Assembly meetings, and to participate as members in accordance with these bylaws.

4.2.2 All people who are affected by HIV, in accordance with the definition in Chapter One of these bylaws, can register as associate members of CPN+.

4.2.3 Associate members may participate in all proceedings at General Assembly meetings but do not have the right to hold office or to vote.

4.2.4 Honorary membership is conferred in recognition of distinguished services to PLHIV, CPN+, or the national response to HIV. Nominations must be confirmed at the General Assembly, and are endorsed or rejected by simple majority by voting members. They do not have the right to hold office or vote, unless they are also full members.

4.3 Membership Registration and Fees

4.3.1 Members are registered in the province or municipality that is their primary place of residence. They must complete and submit a registration form to the Provincial Network.

4.3.2 Prior to being registered as a member of CPN+, the applicant must be given a copy of these bylaws. After being given sufficient time and assistance to understand the document, the applicant must agree to be bound by the provisions of these bylaws.

4.3.3 An applicant's agreement to be bound by these bylaws must be recorded by a thumb-stamp.

4.3.4 Provincial coordinators are responsible for maintaining records of new members in their provinces, and will send details to the national office on a monthly basis. Where there is no provincial coordinator, CPN+ shall appoint a focal person to maintain a register of CPN+ members in that province. The national office will add the member to the register and create a membership number and membership card.

4.3.5 The fee for full or associate membership of CPN+ is 3000 riel per individual per year, and this must be paid to their provincial coordinator before the membership card can be collected. The fee scheme will be started three months after adoption of these bylaws. Honorary members do not have to pay the membership fee.

4.3.6 Membership is valid for 12 months, and members must pay 1000 riel annually to renew their membership.

4.3.7 Individuals from households which qualify for free healthcare under the Government scheme will be exempt from paying the membership fee. They must present their commune card as evidence for this when applying for membership.

4.3.8 Membership cards must be presented when attending the General Assembly, and in-date cards will be required to vote in Board elections.

4.3.9 The national register will be kept by the National Coordinator and will be password protected. The register will be kept confidentially and any breach of confidentiality may result in disciplinary action for staff or termination of membership.

4.3.10 The register must include details of:

- Full name and address;
- Registration number;
- Class of membership;
- Date of registration;
- Date of death/resignation/departure from the network.

4.4 Use of Membership Fees

4.4.1 Provincial Coordinators will be responsible for recording all membership fees received, and for notifying the National Office of fees received.

4.4.2 Provincial Coordinators will hold 50% of registration fees at the provincial level as an emergency fund, which can be accessed by members in emergency situations through self-help groups or MMM groups.

4.4.3 The remaining 50% of the registration fees will be sent to the National Office to be used for Extraordinary General Meetings and General Assembly meetings.

4.5 Ending Membership

4.5.1 Members can resign from the network at any time by giving written notice to the provincial coordinator, who must inform the national office.

4.5.2 The National Coordinator may terminate membership of a member if they:

- Exhibit poor conduct that is damaging to the network;
- Breach confidentiality regarding HIV or other status of CPN+ members;
- Are not abiding by the bylaws of the organization;
- Are not upholding the vision and mission of CPN+.

4.5.3 Members whose membership is terminated for any of the above reasons must be given written notice from the National Coordinator. They can then appeal in writing to the Board within 14 days of receiving the written notice.

4.6 Membership Rights and Duties

4.6.1 Members are expected to abide by the bylaws of the organization and to support the organization in achieving its vision and mission.

4.6.2 Members are entitled to receive adequate notice of items to be discussed at meetings of the General Assembly, and to instruct their representatives through discussion.

4.6.3 Members are entitled to receive copies of proceedings from General Assembly meetings, Board Meetings, and committee meetings (except for matters dealt with in executive session in accordance with Chapter 7). Copies will be shared with provincial coordinators who will make them available for members.

4.7 Member Representatives

4.7.1 Member representatives are selected from among the MMM Coordinators and Self-Help Group leaders in each province.

4.7.2 Where no active MMM Coordinators or Self-Help Group leaders exist, the provincial coordinator will nominate other active full members from his/her province.

4.7.3 Provincial coordinators will provide the General Assembly Committee (GAC) with a list of the MMM Coordinators and Self-Help Group leaders who are members of CPN+ in his/her province, and the GAC will then select the appropriate number of attendees (depending on available budget) at random from each list. The selected member representatives should be 50% male and 50% female. The selected member representatives must have been members of CPN+ for more than one year.

4.7.4 Provincial network coordinators and assistants cannot be member representatives, although they may attend the General Assembly if funds are available.

4.7.5 A minimum of three member representatives will be selected per province, and six from Phnom Penh. There should always be twice as many representatives from Phnom Penh as from other districts due to the larger population of PLHIV in the municipality.

4.7.6 Member representatives will serve a two-year term. If representatives resign from their position, it is the responsibility of the Provincial Coordinator to nominate a replacement until the end of the term.

4.7.7 Selected member representatives must make every effort to get inputs from other members in the province prior to attending the General Assembly.

4.7.8 Selected member representatives must attend General Assembly meetings and other meetings as requested by the Board.

Chapter 5: The Board of Directors

5.1.1 The Board of Directors is the governing body of the organization. Its main task is to oversee the efficient functioning and accountability of CPN+ in accordance with the vision, mission, and goals of the organization.

5.1.2 The Board of Directors shall serve without pay, with the exception of reimbursement of reasonable expenses for activities related to Board membership that have been agreed in advance with the National Coordinator.

5.1.3 The three elected members of the Board must be full members of the network.

5.1.4 The Board of Directors shall consist of a Chair, a Vice-Chair, a Treasurer and four Ordinary Members.

5.1.5 The elected positions shall be elected from the membership of CPN+ through a nominations process and by simple majority of those entitled to vote at General Assembly meetings.

5.1.6 Four invited Board members shall be appointed by the elected Board members to ensure appropriate Board composition, including representation from most vulnerable groups, and to ensure there is a relevant mix of skills.

5.1.7 Any member of the Board that has a financial, personal, or official interest in or conflict (or appearance of a conflict) with any matter put before the Board will disclose the conflict and refrain from discussion and voting on the matter.

5.2 Role of the Board

The Board's responsibilities include but are not limited to:

- i. Meet at least once every 3 months, or more often as determined by the voting members of the Board;

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- ii. Organize biennial General Assembly in accordance with these bylaws;
- iii. Propose a General Assembly Committee to organize the biennial General Assembly and the elections for members of the Board of Directors;
- iv. Ensure that records of Board Meetings and General Assembly meetings are made and approved by the Chair of the Board of Directors;
- v. Approve organizational policies and procedures;
- vi. Set the policy and strategic direction of the organization according to its vision and mission;
- vii. Hire, supervise, and if necessary, terminate employment of the National Coordinator if he/she does not meet the requirements of his/her position;
- viii. Carry out annual performance evaluations of the National Coordinator;
- ix. Serve as the final internal arbiter of employee grievances;
- x. Investigate and take appropriate actions in cases of fraud and other forms of impropriety;
- xi. Approve and monitor the financial affairs of the organization including budgets and project expenditure;
- xii. Responsible for ensuring all contractual obligations are met;
- xiii. Proactive in resource mobilization;
- xiv. Assist the staff to mobilize, generate, raise or collect funds, in the form of grants, donations or fees, and to ensure the proper utilization and management of such funds;
- xv. Represent the organization externally;
- xvi. Approve the organization's strategic plan;
- xvii. Approve the organization's annual work plan;
- xviii. Approve the organization's annual budget;
- xix. Approve annual selection of an audit firm.

5.2.1 The Chair

- i. Holds overall responsibility of the organization;
- ii. Shall be the signatory for legal documents and a Joint Signatory on cheques in accordance with specified levels of authority (see Financial Policy manual);
- iii. Approves expenditures in accordance with specified levels of authority;
- iv. Represent CPN+'s position at all relevant external meetings and in relevant communications;
- v. Is responsible for the overall public relations effort of the organization with the assistance of the National Coordinator;
- vi. Attends public events as a representative of CPN+;
- vii. Point of contact for the Technical Advisory Group, and calls upon the TAG for support when required;

- viii. Is in charge of finalizing General Assembly agendas in collaboration with the Vice Chair, the National Coordinator, and other relevant staff members;
- ix. Ensures that the Board maintains and meets the objectives of the organization;
- x. Is responsible for the supervision, support and performance evaluation of the National Coordinator;
- xi. Chairs all Board meetings.
- xii. The Chair has the deciding vote in the case of equality of votes.

5.2.2 The Vice Chair

- i. Chairs Board meetings when the Chair is absent;
- ii. Oversees circulation of agenda, reports and minutes of all meetings, and sign-off from the Chair on these documents;
- iii. Convenes Board meetings in partnership with the National Coordinator;
- iv. Oversees the national register of members, in collaboration with the National Coordinator;
- v. Carries out policy work on behalf of the organization;
- vi. Attends public events as a representative of CPN+;
- vii. Supports development of General Assembly agendas for the organization in collaboration with the Chair, the National Coordinator, and other relevant staff members.

5.2.3 The Treasurer

- i. Is responsible for the oversight of the finances of the organization, including ensuring all budgets and financial reports are produced in a timely manner, and resource mobilization;
- ii. Ensures correct books and accounts are kept and reviews the annual financial statements, in partnership with the Finance Manager;
- iii. Ensures that all payments and reports due to the Government are provided in a timely manner;
- iv. Is a Joint Signatory on cheques in accordance with delegation level;
- v. Is responsible for ensuring accounts are audited on an annual basis;
- vi. Supports internal audits if relevant.

5.3 Accounts

5.3.1 The Board of Directors shall oversee that correct accounts are kept of the sums of money received and spent by the organization and that any agreements made with donor agencies are strictly adhered to.

5.3.2 The finance officer and manager shall be responsible for the preparation of financial statements and shall submit the records to the Board at each Board meeting.

5.3.3 At least once every two years, the Board will present updated audited accounts at the General Assembly.

5.3.4 The signatories to the CPN+ accounts are outlined in the Financial Policies and Procedures Manual.

5.4 Legal Liability

5.4.1 CPN+ Board members shall not incur any personal legal liability for actions by the organization and/or any staff member, in so far as the Board member has acted prudently in his or her role as a Board member. Prudent action is demonstrated by:

- i. Attending Board meetings on a regular basis;
- ii. Reviewing documents provided by staff and asking clarifying questions;
- iii. Responding in a timely manner to credible complaints of wrongdoing within the organization;
- iv. Providing active supervision and guidance to the National Coordinator.

5.5 Eligibility Criteria for the Board of Directors

5.5.1 All members of CPN+ are entitled to stand for election to the Board of Directors.

5.5.2 Membership of the Board of Directors should reflect the organization's commitment to gender equity, and there should be at least three men and three women on the Board at all times.

5.5.3 Membership of the Board of Directors should reflect the organization's commitment to the rights and needs of populations most vulnerable to HIV.

5.5.4 Collectively, the members of the Board should have knowledge, skills and experience in the areas of finance, business, law, fundraising, policy and advocacy, youth, women's reproductive health, and populations at high risk of HIV infection. Additional eligibility criteria are outlined in the Board of Directors' Terms of Reference.

5.5.5 Individuals seeking to become officers of the Board of Directors must demonstrate that they satisfy the relevant eligibility criteria as follows:

5.5.5.1 Chair and Vice-Chair

Candidates for the position of Chair and Vice-Chair of the Board of Directors must demonstrate capacity in the following areas:

- i. Ability to oversee the development of agendas and ensure that all procedural requirements are satisfied for meetings of the Board of Directors and the General Assembly;
- ii. Ability to chair meetings of the Board of Directors and the General Assembly;
- iii. Ability to oversee the process of recruitment for the National Coordinator;
- iv. Understanding of and experience in governance of an NGO, including the requirements of bylaws, Cambodian law, and relevant requirements of donors;
- v. Experience in advocacy and in promoting the health, human rights and other interests of people living with and affected by HIV and AIDS in Cambodia;
- vi. Strong organizational leadership and management skills;
- vii. Experience in representing an organization to external audiences.

5.5.5.2 Treasurer

Candidates for the position of Treasurer of the Board of Directors must demonstrate capacity in the following areas:

- i. At least five years' experience in a position with responsibility for financial management of an organization, whether public or private;
- ii. Provision of at least two character references from heads of agencies attesting to the person's suitability for appointment to a position involving financial management;
- iii. A University qualification in financial management;
- iv. Experience in advocacy and in identifying and promoting the health, human rights and other interests of people living with and affected by HIV and AIDS in Cambodia.

5.5.5.3 Ordinary Members

Candidates for the position of Ordinary Member of the Board of Directors must demonstrate capacity in the following areas:

- i. Experience of or capacity to understand the governance role of the Board of Directors of an NGO;

- ii. Knowledge and experience in a technical field relevant to the governance of CPN+.

5.6 Conflict of Interest

5.6.1 Persons with a financial interest in CPN+, through employment, contracting, or other means, may not serve on the Board of Directors. Close family members of persons with a financial interest in CPN+, such as a partner, sibling, spouse, parent or child may not serve on the Board of Directors.

5.6.2 In the case of conflicts of interest for Board members during Board meetings, that person must state his/her conflict of interest and leave the room while the discussion takes place. This should be noted in the minutes.

5.7 Terms of Board Members

5.7.1 Board members shall serve for two year terms. Board members may stand for re-election at the end of their two-year term, for a maximum of two consecutive terms.

5.8 Nomination of Board Members

5.8.1 Nominations to the elected Board positions are open to all full members of CPN+.

5.8.2 Three elected positions are elected by simple majority through a secret ballot of member representatives present at and entitled to vote at General Assembly meetings.

5.8.3 CPN+ announces the election and shares the application form with the provincial coordinators. The provincial coordinators are responsible for sharing it widely with members.

5.8.4 The Vice-Chair calls for nominations a minimum of six weeks before the General Assembly, and applications must be submitted a minimum of two weeks before the General Assembly.

5.8.5 Individuals who wish to stand for election must provide a brief description of their experience, compared to the advertised criteria, and what they hope to achieve as a CPN+ Board member.

5.9 Election of Board Members

5.9.1 Voting members shall vote for the Board of Directors by secret ballot at the General Assembly. Those elected shall take office as soon as the previous Board's term finishes.

5.9.2 A General Assembly Committee will be established to oversee the election process, consisting of 5 donor or partner representatives selected by the Board.

5.9.3 On the day of the election, staff of CPN+ cannot vote.

5.10 Appointment of Board Members

5.10.1 The Chair of the Board of Directors shall, as soon as is practical following the election of the Board, call for nominations for invited members of the Board. Nominations shall be made by the Board, the Advisory Committee, and the National Coordinator.

5.10.2 Nominations must be received within one week of the call for nominations.

5.10.3 The Board will review nominations, and meet and/or interview candidates as deemed necessary, prior to selection. Selected candidates must provide skills and experience which balance those of the existing elected members.

5.10.4 Results of the selection process will be shared with PPN+ coordinators who will share the results with members.

5.11 Attendance at Board Meetings

5.11.1 Board members are required to attend all meetings of the Board, or to submit an apology prior to a Board meeting which they are unable to attend.

5.11.2 Any Board member who is absent for 3 or more consecutive official Board meetings will be assumed to have resigned and their membership on the Board will be terminated.

5.11.3 Where a member of the Board has their membership terminated, the remaining members of the Board must call an extraordinary general meeting to appoint a new Board member, unless there are less than six months before the next General Assembly.

5.11.4 The National Coordinator will attend Board meetings as a non-voting member, unless otherwise informed. Other members of staff will attend at the invitation of the

Board. They will not have voting rights. Staff members will not attend executive session portions of Board meetings.

5.12 Proceedings at Board Meetings

5.12.1 Board meetings shall be chaired by the Chair.

5.12.2 The Chair is responsible for drafting the agenda for Board meetings, supported by the National Coordinator.

5.12.3 The National Coordinator is responsible for ensuring that the draft agenda is circulated to all Board members at least two weeks prior to the relevant Board meeting.

5.12.4 CPN+ administration staff will make arrangements for Board meetings.

5.12.5 The draft agenda can be amended at Board meetings by a majority vote of Board members, provided there are sufficient Board members present to constitute a quorum.

5.12.6 Decisions at Board meetings shall be made by a simple majority of the Board members present, provided there are sufficient members present to constitute a quorum.

5.12.7 The quorum for holding Board meetings is two thirds of Board members. If fewer members are present, business cannot be conducted (no voting or decision making).

5.12.8 If the Chair or the Vice-Chair of the Board receives a written request for a special meeting from at least three Board members or three SMT members, he/she must arrange this within two weeks of receiving the request.

5.13 Decisions by Board Members Out-of-Session

5.13.1 The Board of Directors may make a decision on any matter through email, telephone, or other appropriate forms of communication where necessary in the opinion of the Chair.

5.13.2 The provisions concerning a quorum and voting procedures are the same whether the Board meets in person or through other means of communication.

5.14 Executive Session Deliberations

5.14.1 The voting members of the relevant forum may elect to hold either part or all of a Board meeting or General Assembly in executive session where the subject matter involves:

- i. The performance of a staff member;
- ii. A serious dispute between members or between members and staff;
- iii. Any other matter which is judged by the voting members to require executive session consideration.

5.14.2 Records of any proceedings held in executive session will be kept confidential, and their distribution restricted as decided by the voting members at the relevant forum.

5.14.3 The National Coordinator may be present at executive session proceedings of the Board at the discretion of the voting members of the Board, and may be subject to such confidentiality restrictions as deemed necessary.

5.15 Committees of the Board of Directors

5.15.1 There shall be two standing committees of the Board of Directors: a Policy and Advocacy Committee (headed by the Vice-Chair), and a Financial Oversight Committee (headed by the Treasurer). The Board will also be supported by a Technical Advisory Group for the first two years of functioning.

5.15.2 Other committees may be established by resolution of the General Assembly or the Board of Directors. These committees should consist of members of the organization and the Board may also invite other non-members to sit on committees as advisors. The Board will provide clear ToR outlining the duties of each committee..

5.15.3 The membership of each standing committee must include a member of the Board of Directors chosen by the members of the Board.

5.15.4 The Board will determine a quorum for each committee. If not determined, the quorum will be assumed to be a simple majority.

5.15.5 The number of members, terms of reference and duration of all committees will be decided by the Board of Directors.

5.15.6 The Board of Directors will take all reasonable steps to ensure that members have the opportunity to participate in committees.

5.15.7 The creation and function of committees shall depend on the needs of the organization and available resources, as determined by the Board of Directors.

5.16 Departure of Board Members

5.16.1 Resignations from the Board will be made to the Chair at an Extraordinary Board meeting (the Chair tenders his/her resignation to the Vice Chair), and will be formally accepted in writing. Board members must give one month's notice of their resignation.

5.16.2 If the majority of the Board members resign at the same time, an Extraordinary General Meeting must be called within one month to appoint new members. If there are less than three months before the next General Assembly, the election will take place at the General Assembly.

5.16.3 Board members may resolve by a majority of more than two thirds to remove from office any Board member who is not fulfilling his/her role or acting in the interests of the network.

5.16.4 The Board must allow the member the opportunity to address the Board, after which the resolution is either confirmed or cancelled.

5.16.5 If confirmed, the Chair or Vice-Chair shall inform the Board member of his/her removal from the Board in writing within 7 days of the resolution.

5.16.6 The removed Board member can appeal at a General Assembly meeting or an Extraordinary General Meeting against this resolution. He/she must inform the Chair or Vice-Chair of his/her wish to do this within seven days of receiving the resolution.

5.16.7 At the General Assembly or Extraordinary General Meeting, the Board and the removed member shall state their cases orally or in writing. Voting members will then vote in secret ballot. If over two thirds are in favour of the resolution, it is confirmed.

5.17 Employment of Board Members by CPN+

Board members cannot be appointed to any staff position in the organization, and are not entitled to be employed as a paid consultant or technical advisor. Any Board member who wishes to be appointed to a staff position must resign from the Board one month before accepting a staff position.

Staff members are not permitted to stand for election to the Board of Directors.

Chapter 6: Staff and Volunteers of CPN+

6.1.1 The National Coordinator of CPN+ is appointed by and accountable to the Board of Directors. The National Coordinator is responsible for overseeing the recruitment and supervision of members of the Senior Management Team. Recruitment and termination of Senior Management Team members requires approval from the Board.

6.1.2 The position of National Coordinator is a full-time permanent position, and is not linked to the terms of the Board. If there are discrepancies between this and the National Coordinator employment contract, the terms in the contract will take precedence.

6.1.3 Senior Management Team members are responsible for the recruitment of staff within their units, in accordance with the CPN+ Recruitment Policy.

6.1.4 Policies and procedures for recruitment of staff and volunteers must include an affirmative action recruitment policy for PLHIV and for women, as outlined in the CPN+ Recruitment Policy.

6.1.5 No staff member will be dismissed, suspended, or subject to disciplinary proceedings, except in accordance with Cambodian law and the CPN+ Personnel Policy Manual and Administration Policy and Procedures Manual.

6.1.6 At least three members of the Board will participate in the recruitment of the National Coordinator.

6.1.7 The Board will ensure that at least one person from outside CPN+ with relevant expertise participates in the recruitment of the National Coordinator.

6.1.8 Where the National Coordinator is temporarily unable to fulfill his/her duties for a period of two weeks or more, the Board may authorize the delegation of these duties to another SMT member.

6.1.9 Provincial Coordinators and Assistants are managed by the Program Unit at the National Office. They will be recruited in accordance with the requirements of the CPN+ Recruitment Policy.

6.2 The Senior Management Team

6.2.1 The Senior Management Team (SMT) consists of the National Coordinator and other line managers appointed to the organization.

6.2.2 The SMT will meet at least once a week to oversee the management of the organization.

6.2.3 SMT meetings are the forum in which management level staff are kept informed of developments across the organization, providing the opportunity for coordination between different units, and for guidance by the National Coordinator.

6.2.4 The SMT ensures integration of the work of CPN+ staff with any committees of the Board of Directors, including formal or informal participation of staff in such committees.

6.2.5 The SMT oversees the implementation of organizational policies, and reports on this as necessary to the Board of Directors.

6.2.6 The SMT, under the leadership of the National Coordinator, ensures effective communication between CPN+ members, staff, Board and committee members, and support for organizational processes such as Board meetings, General Assembly meetings, and the work of any committees of the Board of Directors.

6.4 Organizational policies and procedures

6.4.1 The National Coordinator is responsible for ensuring that policies and procedures are developed for the effective functioning of the organization. Organizational policies and procedures are subject to approval by the Board of Directors.

6.4.2 Organizational policies and procedures must include but are not limited to:

- i. A job description for each staff position;
- ii. Staffing structure of the organization;
- iii. Personnel policies and procedures;
- iv. Financial policies and procedures;
- v. Recruitment policy;
- vi. Administrative policies and procedures.

Chapter 7: General Assembly

7.1 Purpose of the General Assembly

7.1.1 The purpose of the biennial General Assembly is to facilitate and ensure effective communication between the members of CPN+, the Board of Directors, members of any committees appointed in accordance with these bylaws, and staff of the organization. The General Assembly is the primary forum at which the members provide input to the organization's policy and program agenda, and receive reports from the Board and staff regarding activities undertaken or proposed.

7.1.2 The General Assembly is the forum in which members of the Board of Directors are elected.

7.1.3 The Chair of the Board of Directors shall decide the date, time and place of the General Assembly, and is responsible for oversight of the meeting with assistance from other Board members, staff, and volunteers.

7.2 Attendance at General Assembly Meetings

7.2.1 See Chapter 4 for details of selection of member representatives to attend the General Assembly meetings.

7.2.2 If funds are available, CPN+ provincial coordinators and assistants will be supported to attend as observers. They will not have voting rights unless they are also full members.

7.2.3 Representatives from strategic partners and donors should be invited as observers, if funds are available.

7.2.4 It is the responsibility of provincial CPN+ coordinators, or the assigned focal person where there is no provincial coordinator, to provide evidence to the General Assembly Committee of compliance with the requirements in these bylaws for free and fair selection of member representatives.

7.3 Meeting Procedures

7.3.1 Meetings of the General Assembly shall be chaired by the Chair of the Board of Directors. When the Chair is unavailable, it shall be chaired by another member of the Board of Directors, nominated by the Chair of the Board.

7.3.2 The Chair of the Board of Directors is responsible for ensuring that notice of all agenda items to be discussed at a General Assembly is shared with members through the provincial coordinators at least four weeks before the meeting.

7.3.3 Any agenda items for the General Assembly should be submitted to the Chair at least 14 days before the General Assembly.

7.3.4 A quorum for the General Assembly is a simple majority of invited member representatives.

7.3.5 Staff may attend General Assembly meetings as observers with the exception of proceedings held in executive session in accordance with these bylaws. Staff participation may be limited due to work obligations and budget constraints.

7.3.6 All registered members of CPN+ are invited to attend General Assembly meetings as observers, at their own expense, with the exception of proceedings held in executive session in accordance with these bylaws.

7.3.7 Decisions at General Assembly meetings shall be made by a vote of member representatives. A vote shall be held by a show of hands and shall be decided by a simple majority, except where a secret ballot or two thirds majority is required by these bylaws, in which case two independent officers shall be appointed to count the votes (not members or staff of CPN+).

7.3.8 Where there is a tied vote at a General Assembly, the Chair of the Board of Directors has a deciding vote.

7.4 Items for the agenda at General Assembly Meetings

7.4.1 The first item of the General Assembly shall be the confirmation of member representatives by the General Assembly Committee, and confirmation that a quorum exists to conduct CPN+ business.

7.4.2 The agenda for all General Assembly meetings shall include the following:

- i. Presentation of an Annual Report by the Chair of the Board of Directors and proposed future directions of the organization;
- ii. Reports from any committees of the Board constituted since the last General Assembly;

- iii. Presentation by the Treasurer of an independently audited financial report for the past two fiscal years;
- iv. A report by the National Coordinator on progress in achieving the objectives of the annual work plans for the past two years;
- v. A review of any changes to policies and procedures;
- vi. Deliberation on any policy, program, or governance issues raised by Board members, staff, or member representatives, for which appropriate notice has been given in accordance with these bylaws;
- vii. Election of members of the Board of Directors in accordance with these bylaws;
- viii. Other matters proposed in advance by the member representatives and accepted by the Chair;
- ix. Other matters as agreed by a majority vote of member representatives present and entitled to vote at the meeting.

7.5 General Assembly Minutes

7.5.1 The General Assembly Committee is responsible for recording meeting minutes.

7.5.2 The General Assembly Committee is responsible for writing the meeting report and sharing it with members.

7.6 Extraordinary General Meetings

7.6.1 Extraordinary General Meetings may be called at any time by written request of at least two thirds of the Board. Requests from staff or members to hold an EGM will be dealt with at the discretion of the Board and according to availability of funds.

7.6.2 The Board must give members notice of an Extraordinary General Meeting within 14 days of receiving the request for the meeting, and state why it has been called.

7.6.3 The meeting shall be convened within six weeks of receipt of the original request, depending on availability of funds.

Chapter 8: Travel Expenses

8.1.1 Member representatives and Board members are entitled to reasonable compensation for the cost of travel, accommodation, and meals associated with attending General Assembly meetings and Extraordinary General Meetings, in accordance with CPN+ organizational policies.

8.1.2 Other members will be expected to cover their own costs for attendance.

8.1.3 The Board and SMT will make efforts to secure funding for the General Assembly from donors and partners to maximize attendance by members and provincial staff.

8.1.4 Board members are entitled to reasonable compensation for the cost of travel and meals associated with attending other meetings relevant to CPN+, in accordance with CPN+ organizational policies and as agreed by the National Coordinator.

Chapter 9: Interpretation of Bylaws

The Board's interpretation of the Bylaws will be binding and final to members.

In the case of discrepancies between the English and Khmer versions of the Bylaws, the English version will take precedence.

Chapter 10: Dissolution of CPN+

10.1.1 Subject to these bylaws and the laws of Cambodia, member representatives of CPN+ may vote in a meeting of the General Assembly to dissolve CPN+.

10.1.2 A resolution to dissolve CPN+ must be approved by two thirds of all member representatives present at a General Assembly.

10.1.3 Where a General Assembly votes to dissolve the organization in accordance with these bylaws, the Chair of the Board shall be responsible for oversight for clearing all obligations and responsibilities to donors and contractors, and fulfillment of any requirements of Cambodian law. Assets shall under no circumstances be distributed among members of the organization.

10.1.4 Where a General Assembly votes to dissolve CPN+, staff employed by the organization shall receive their entitlements prior to disposal of funds and other assets, in accordance with the Personnel Policy Manual.

Chapter 11: Amendments

11.1.1 Bylaws can be amended with approval of two thirds of voting member representatives attending an Extraordinary General Meeting or General Assembly.

11.1.2 Members shall be informed of the proposed changes to the Bylaws when the Extraordinary General Meeting or General Assembly is announced.

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