



THIS LIFE CAMBODIA  
CONSTITUTION  
(INCORPORATED ASSOCIATION)

## THIS LIFE CAMBODIA (TLC)

### VISION

Children, families and communities in Cambodia are supported to access and create opportunities in this life

### MISSION

To listen to, engage with and advocate alongside children, families and communities as they define and act on their own solutions to complex social challenges

### VALUES

- Respecting local culture and local expertise
- Utilising rights-based and strengths-based approaches
- Contributing to evidence-based good practices
- Planning for sustainability, with clear entry and exit strategies
- Acting with Integrity, accountability and transparency

## ARTICLE 1 - NAME

Section 1: The name of the incorporated association is 'This Life Cambodia' referred to herein as "the association".

## ARTICLE 2 - DEFINITIONS

- "board" means the board of management of the association
- "general meeting" means a general meeting of members of the association convened in accordance with these rules
- "member" means a member of the association
- "the Act" means the Associations Incorporation Act, 1984
- "month" shall mean a calendar month

## ARTICLE 3 – OBJECTIVES OR PURPOSES OF THE ASSOCIATION

This Life Cambodia empowers Cambodians to make an impact on complex social justice issues, including those related to poverty, using community consultation approaches, community development techniques, and client centred case management for direct service provision to vulnerable children and families. Our support targets children and families in conflict with the law, those living in extreme poverty, and those otherwise at risk of unnecessary child-family separation.

This Life Cambodia listens to, engages with and advocates alongside children, families and communities as they define and act on their own solutions. This Life Cambodia delivers emergency support as well as longer term client centered case management and community development programming under three sections: Children and Families, Education, and Research and Consultancy. Our work is focused on providing and enhancing opportunities for communities to develop the essential infrastructure, skills and knowledge to make positive sustainable change in the lives of children and families who face compound disadvantages resulting from, and contributing to, the cycle of poverty.

## ARTICLE 4 – POWERS OF THE ASSOCIATION

The association shall have all the powers conferred to by the Act.

## ARTICLE 5 – MEMBERSHIP

### ARTICLE 5.1 - MEMBERSHIP

1: Membership shall consist only of the members of the board of directors.

### ARTICLE 5.2 - RESIGNATIONS

A member may resign from membership of the association by giving written notice thereof to the secretary or public officer of the association.

Any member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the association.

### ARTICLE 5.3 - EXPULSION OF A MEMBER

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the board at which the matter will be determined.
- c. The determination of the board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.3d below), cease to be a member 14 days after the board has communicated its determination to the member.
- d. It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the board has been communicated to the member.

- e. In the event of an appeal under 5.3d above, the appellant's membership of the association shall not be terminated unless the determination of the board to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the board is upheld.

### ARTICLE 5.4 - REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and contact details of each member;
- ii) the date on which each member was admitted to the association; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

## ARTICLE 6 - BOARD OF DIRECTORS

### ARTICLE 6.1 - POWER AND DUTIES:

- a. The affairs of the association shall be managed and controlled by a board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b. The board has the management and control of the funds and other property of the association.
- c. The board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d. The board shall appoint a public officer as required by the Act.

### ARTICLE 6.2 - APPOINTMENT

- a. The board shall be comprised of a chairperson, vice chairperson, secretary, and treasurer and up to three general board members.
- b. A board member shall be a natural person.
- c. The board may appoint a person to fill a casual vacancy, and such a board member shall hold office until the next annual general meeting of the association and shall be eligible for election to the board without nomination.
- d. A retiring board member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before

- the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e. Retiring board members may apply for re election at the completion of each term.
  - f. Notice of all persons seeking election to the board shall be given to all members of the association with the notice calling the meeting at which the election is to take place. A one A4 page summary is to be submitted by each candidate for election, stating relevant experience and background.
  - g. Board terms are 1 year.
  - h. The Executive Director shall be invited to attend all meetings.

### ARTICLE 6.3 - PROCEEDINGS OF BOARD

- a. The board shall meet together for the dispatch of business at least two times per year.
- b. Questions arising at any meeting of the board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote. Voting may also be taken remotely –via email, telephone or Skype.
- c. A quorum must be attended by at least 51 percent of the Board members before business can be transacted or motions made or passed.
- d. A member of the board having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association (see 6.3e).
- e. This board must abide by “This Life Cambodia – Conflict of Interest Policy”

## ARTICLE 6.4 - DISQUALIFICATION OF BOARD MEMBERS

The office of a board member shall become vacant if a board member is:

- disqualified from being a board member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year.

## ARTICLE 7 - GENERAL MEETINGS

### ARTICLE 7.1 - ANNUAL GENERAL MEETINGS

- a. The board shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
  - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - ii) the consideration of the accounts and reports of the board and the auditor's report (if auditor's report is required)
  - iii) the election of board members
  - iv) the appointment of auditors (if required)
  - v) any other business requiring consideration by the association in a general meeting.

### ARTICLE 7.2 - SPECIAL GENERAL MEETINGS

- a. The board may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than one third, (in some cases a lesser, or greater percent may be appropriate or it may be on requisition of a specific number of members), of the total number of members of the association, the board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 51% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the board, and for this purpose the board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### ARTICLE 7.3 - NOTICE OF GENERAL MEETINGS

1. At least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
3. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members (See Article 5.4).

4. Where a notice is sent by post:
- i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

#### ARTICLE 7.4 - PROCEEDINGS AT GENERAL MEETINGS

- a. 75% of members, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. The chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a board member or one of their own number to be the chairperson of that meeting.

#### ARTICLE 7.5 - VOTING AT GENERAL MEETINGS

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.

- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least a majority of members, a question for decision at a general meeting must be determined by a show of hands.
- d. In the case of an equality of voting on a question, the chairman of the meeting is exercise a casting or deliberative vote.

#### ARTICLE 7.6 - POLL AT GENERAL MEETINGS

- a. If a poll is demanded by a majority of members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### ARTICLE 7.7 - SPECIAL AND ORDINARY RESOLUTIONS

A special resolution is a special resolution as defined in the Act.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### ARTICLE 7.8 - PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the association.

## ARTICLE 8 - MINUTES

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the board (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## ARTICLE 9 - DISPUTE RESOLUTION

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between - (i) a member and another member (ii) a member and the association.
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

## ARTICLE 10 - FINANCIAL REPORTING

### ARTICLE 10.1 - FINANCIAL YEAR

The financial year of the association shall be the period of 12 months commencing on 1 September and ending on 31 August of each year.

### ARTICLE 10.2 - ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association. Accounts may be held on on-line programs such as 'google docs'.

### ARTICLE 10.3 - ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts, the board's statement (where required under the Act) and the board's report, shall be laid before members at the annual general meeting.

## ARTICLE 11 - PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association and in accordance with "This Life Cambodia – Conflict of Interest Policy".



## ARTICLE 12 – BOARD MEMBER EXPECTATIONS

All board members are expected to stay up to date on all in-country development strategies. In-country managers filing annual development strategies and reports to the board will facilitate this.

## ARTICLE 13 - SUB-COMMITTEES

### ARTICLE 13.1 - SUB-COMMITTEE DELEGATION

The committee will delegate a sub-committee to each individual country where the association conducts activities. Each country will have at least one member as voted by the committee to represent in-country operations. A member of the in-country subcommittee may also be a member of the board of directors, but only if the member works and resides in that specific country. Delegation of a sub-committee should include and not be limited to producing in-country strategic development plans and budgets for the association.

### ARTICLE 13.2 - DELEGATION BY COMMITTEE TO SUB-COMMITTEE

1. The committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such member or members of the in-country teams as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - a. this power of delegation, and

- b. a function which is a duty imposed on the committee by the Act or by any other law.
2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
4. Despite any delegation under this rule, the committee may continue to exercise any function delegated.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
6. The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
7. A sub-committee may meet and adjourn, as it thinks proper.

## ARTICLE 14 - WINDING UP

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organization with similar purposes which is not carried on for the profit or gain of its individual members.

## ARTICLE 15 - APPLICATION OF SURPLUS ASSETS

If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

## ARTICLE 16 - RULES

These rules may be altered or amended (including an alteration to the association's name) when necessary by special resolution and after securing two-thirds of the vote of the members of the association. This includes rescission or replacement by substitute rules. The alteration shall be registered with all relevant bodies as stipulated by the Act.

The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## ARTICLE 16 - REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, and which is charitable at law, to which income tax deductible gifts can be made:

- a. gifts of money or property for the principal purpose of the organisation
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c. money received by the organisation because of such gifts and contributions.