

NEP Charter of Operations

Principles and Practices

August 2021

1 Introduction

The NGO Education Partnership, NEP, was created as an informal group of concerned education NGO representatives in January 2001, as a result of a proposal from the joint working group on NGO relations and an initiative by H.E. Tol Lah, the former Minister of Education, Youth and Sports (MoEYS). At the very beginning, the importance and contribution of NEP in sector coordination, policy dialogue, and its inputs were acknowledged. This resulted in the formal establishment of the organisation in 2002. Since then, NEP has been playing its role continuously.

NEP vision

NEP envisions equal choices, education, and opportunities for high-quality lifelong learning and care for all the people in Cambodia.

NEP Mission

NEP aims to bring together education GOs and Stakeholders to strengthen policy dialogue and sector cooperation to promote human rights, education, and high-quality opportunities for lifelong learning to all.

NEP Values

1. Fairness and accountability: we commit to using the resources entrusted to us solely for the organisation's objectives and communicating regularly, timely and entirely on our activities and progresses.
2. Cooperation: we commit to fulfil our mission in a spirit of collaboration, valuing our partners, regardless of any form of discrimination nor favouritism. We acknowledge that we represent a wide variety of organisations and opinions and that real progress lies in nurturing differences and diversity.
3. Continuous improvement: we commit to permanently striving to improve the quality of the education and lifelong-learning opportunities through our programs and activities

NEP Strategic Goals

- A. Sector Cooperation:** Strengthen the coordination, collaboration, and communication among NGOs and Stakeholders within the education sector.
- B. Learning and Knowledge Sharing:** Promote a culture of mutual learning and knowledge sharing, coordinate and facilitate innovations.
- C. Self-regulation:** Promote sustainability, transparency and accountability within education CSOs and others.
- D. Strategic Partnership:** Strengthen the strategic partnership and collaborations between the informal education sector and the government, and the donor community.
- E. Outreach:** Reach out and develop learning partnerships within the region and global networks.

2. Name and Logo

The organisation's name is: NGO Education Partnership, and in Khmer

“អង្គការភាពជាដៃគូអប់រំនៃអង្គការក្រៅរដ្ឋាភិបាល, hereinafter referred to as អិន អ៊ី ភី | NEP.

NEP has its logo, as given below:



3 Participation in NEP and membership

NEP is committed to enhancing representation and participation among education CSOs. NEP also seeks the broadest possible involvement of education CSOs and all others who can contribute to and benefit from education in Cambodia.

3.1 Membership in NEP is open to non-profit humanitarian associations and non-profit, non-governmental organisations (NGO's), community-based organisations (CSO's) and citizen groups operating in Cambodia and working in the education sector. Collectively, they are referred to as education NGO's and Stakeholders.

3.2 The following membership requirements apply:

- 3.2.1** For NGOs: the documented status of registration with the Ministry of Interior (for local NGO's) or with the Ministry of Foreign Affairs and International cooperation (for international NGO's) or an attested letter with evidence of operations and their charters (for non-formal organisations).
- 3.2.2** A signed declaration that the organisation applying for membership will, under no circumstances, use its status as NEP-member nor the NEP Forum to promote any specific political or religious aims.
- 3.2.3** A signed declaration that the organisation applying for membership supports education for all goals, as per the SDGs and C-SDGs

3.3 Application Procedures

- 3.3.1** Any organisation that wants to become a NEP member submits a duly filled-in application form and a cover letter explaining the motivation to join NEP and confirming the commitment to NEP's principles, values and charter.
- 3.3.2** The application must include all documents as per 3.2
- 3.3.3** The Secretary-General will do the initial screening and forward the application for decision to the Board of Directors.
- 3.3.4** NEP reserves the right to ask for additional information, clarification and documentation from the applicant.
- 3.3.5** The Board of Directors decides on the applicant's membership status. This decision is communicated at the earliest possible time through a formal letter informing the decision.
- 3.3.6** This approval is provisional. After receipt of the membership fee, membership is complete, and the formal membership letter is issued to the applicant and communication is made to other members and stakeholders

3.4 Rights and Responsibilities of the members.

- 3.4.1** A member organisation is entitled to one vote in every election and process that requires voting. NEP observes a one-member, one-vote policy.
- 3.4.2** A member organisation can nominate members as a candidate for NEP's Board of Directors.
- 3.4.3** A member organisation is invited to nominate at least two representatives for their organisation. These representatives join NEP's meetings and speak on behalf of their organisation. The member organisation must update NEP when they want to change the representatives.
- 3.4.4** A member organisation has the right to raise issues, provide feedback and offer recommendations to the NEP's Board of Directors and Secretariat on all matters relevant to the activities and operations of NEP.
- 3.4.5** Member organisations have access to all information kept at the NEP Secretariat. The only exception is confidential information (such as

personal information) and audiovisual recordings that were made to ease minute taking, but meeting minutes, working documents and (financial) reports are included.

3.5 Membership ends when:

- 3.5.1** The General Assembly decides to exclude a member by request of at least three member organisations or the Board of Directors. In the forthcoming case, the member concerned can defend its point of view at the General Assembly. This decision requires a majority of 75% of votes. The decision is notified to the member concerned.
- 3.5.2** A member organisation withdraws its membership by simple notification to NEP.
- 3.5.3** A member fails to pay the annual membership fees by exceeding six months of the due date. The Secretary-General is responsible for sending at least twice a payment reminder, the first one 30 days after the due date, the second one 90 days after the due date. The Board of Directors confirms the end of the membership, and the member concerned is notified.
- 3.5.4** The member organisation ceases to exist.
- 3.5.5** NEP ceases to exist.

4 The structure of NEP

NEP consists of three bodies:

- 4.1** The General Assembly
- 4.2** The Board of Directors
- 4.3** The secretariat

Additionally, when deemed needed, technical, thematic or geographical working groups can be constituted, with appropriate terms of references for each working group.

5 The General Assembly

The General Assembly members consist of all members who paid the membership fee, and makes binding decisions regarding all matters related to the organisation. The General Assembly has the ultimate responsibility to ensure that NEP is achieving its purposes. The General Assembly elects the members of the Board of Directors and designates representatives in consultative bodies like ESWG, JTWG ... Annual Reports, including audited financial statements, are subject to approval by the Annual General Assembly before they are made public.

- 5.1** The General Assembly gathers 4 times a year, once every quarter. The first meeting is called Annual General Meeting (AGM) while the rest is called quarterly meeting.
- 5.2** The AGM reviews and approves the previous year's business activities, discusses plans for the coming year, approves the financial report and the budget. This meeting is held in the first quarter of the year. The AGM decides the membership fee for the next year.
- 5.3** The quarterly meetings review the progress of the activities in the ongoing year. The quarterly meetings are held in the second, third and fourth quarter of the year.
- 5.4** A special meeting can be called for by the Board of Directors or by at least ten member organisations or 20% of the members if the number of members falls below 50.
- 5.5** The agenda is shared with the members at least one week before the meeting.
- 5.6** The General Assemblies are chaired by the chairman of the Board of Directors; the Secretary-General is responsible for the minutes of the meeting. If and where possible, meetings have a hybrid format allowing members to choose to attend either in-person or online.
- 5.7** The General Assemblies are open to all members of the member-organisations, but every member organisation has only one vote in the meeting.
- 5.8** The General Assemblies are considered in quorum and can take valid decisions if at least 40% of the members are represented. If the quorum is not met, the chairman closes the meeting and calls for another meeting. The second meeting can make valid decisions over the same agenda, regardless of the number of participants.
- 5.9** Voting will be by show of hands unless at least 20% of those entitled to vote request a roll call or secret ballot

- 5.10** A proposal or motion is accepted if a majority of 50%+1 of valid votes favours the proposal or motion. Exclusion of a member or dissolution of NEP requires a majority of 75% of valid votes.
- 5.11** Voting by proxy is authorised. Proxy representation must be notified in writing before the meeting to the Secretary-General, who will inform the meeting participants. Electronic means of voting are valid insofar the Board of Directors has pre-approved the technology or platform used.

6 The Board of Directors

- 6.1** The Board of Directors comprises 5 to 7 members. Their term of office is for two years, but individuals may be re-elected once. The Board of Directors selects a Chairperson, Vice-Chairperson and Treasurer at the first board meeting following every election. The Secretary-General is a member of the Board as an observant non-voting attendant
- 6.2** If, at any given point in time, the number of board members is below 6, the Board of Directors starts the process to elect at least one additional board member. The newly-elected Board-Members will complete the mandate of their predecessor.
- 6.3** NEP proactively seeks nominations from persons with a disability, persons who identify themselves other than male, and Cambodian persons with an ethnicity other than Khmer. NEP proactively seeks a balanced and proportional nomination of persons representing local and international member organisations and persons from different age groups. Dedicated efforts should be made to include at least three members of the other sex in NEP's Board.
- 6.4** Election procedures:
 - 6.4.1** The election of members of the Board of Directors occurs within two months after any unplanned vacancy (see 6.2) or within the last quarter before the term of a board member is ending.
 - 6.4.2** Every member organisation may nominate candidates, but only one member per organisation can be elected. In the forthcoming case, the candidate who obtains the most votes is elected.
 - 6.4.3** A form for nominations must be completed and submitted; for the nomination to be valid, and must include acceptance of the nominee
 - 6.4.4** Nominations can be submitted at least two weeks before the start of the voting window but not later than one week before the start of the voting window.
 - 6.4.5** The complete list of nominees is distributed to members three days before the start of the voting window.
 - 6.4.6** The Secretary-General is responsible for the organisation of the election.

6.5 Role and responsibilities

The Board of Directors is responsible for strategic planning and oversight. The Board provides proper financial direction, ensures the organisation has adequate resources, creates a strategic plan, ensures that it's followed, ensures legal compliance and ethical integrity, manages resources responsibly, enhances the organisation's public standing, and strengthens its programs and services.

- 6.5.1 The Board of Directors approves requests for membership of NEP.
- 6.5.2 The Board of Directors selects, nominates, and evaluates the secretary-general.
- 6.5.3 The Board of Directors decides over the mandate to sign financial transactions on behalf of NEP.
- 6.5.4 Furthermore, the Board takes all necessary decisions to execute the responsibilities laid out above.

6.6 Operating procedure

The Board of Directors organises its own activities within these boundaries:

- 6.6.1 The Board of Directors meets and decides validly when at least five members are present. Any decision requires a majority of at least 50% of the valid votes.
- 6.6.2 If the number of board members falls below 5, the Board will only take strictly necessary decisions to guarantee continuity of the organisation.
- 6.6.3 The Board of Directors meets at least every quarter, or by request of at least 2 of its members or by request of the Secretary-General.
- 6.6.4 Every board member and the secretary-general have the right to add items to the agenda.
- 6.6.5 The secretary-general is attending all board meetings as an advisory member. They are responsible for meeting agendas and minutes.
- 6.6.6 Every board member, including the Secretary-General, is deemed to leave the meeting when agenda is discussed where personal interests or particular interests of the board member's organisation are involved.
- 6.6.7 If a board member is absent for three consecutive board meetings, they are legally presumed to have resigned.

7 The Secretariat

NEP's Secretary-General or Executive Director, in consultation with the members of the Board of Directors and the member organisations, ensures the availability and functioning of an office and staff as required to perform the work of NEP

- 7.1** The Secretary-General is responsible for leading the secretariat of NEP, recruitment and management of its staff members, consultants, volunteers, and trainees, and managing day-to-day operations.
- 7.2** The mandate of the Secretary-General cannot exceed a period of 6 years.
- 7.3** The Secretary-General is responsible for preparing, minute taking at and follow-up of Board of Director meetings and General Assemblies.
- 7.4** The Secretary-General coordinates, communicates, facilitates and engages with various technical, sub-sectoral, provincial, regional and global groups for policy dialogue, knowledge management and other operational requirements.
- 7.5** The Secretary-General develops proposals and works with the Board and other partners to identify potential donors and secure funding in a timely and efficient manner; they ensure impeccable quality delivery of the work and activities as per the agreed and approved projects and budget.
- 7.6** The secretary-General is responsible for the delivery of projects and plans decided by the Board of Directors and/or the General Assembly
- 7.7** The Secretary-General is responsible for accurate bookkeeping and timely financial reports.

8 Finance

- 8.1** In addition to the annual membership fee, NEP solicits funds for its operations and activities from various donors, development partners and other parties, including providing unique consultancy and training services serving its members and/or the education sector. These consultancy and training services may not compete with services provided by the NEP's member organisations.
- 8.2** It is the responsibility of the Secretary-General and the Treasurer to prepare the budget. Budget and accounts follow the regular Cambodian fiscal Year (January-December)
- 8.3** The budget for the next year (specified in USD) is prepared in September-October for approval by the Board of Directors, latest in November.
- 8.4** The approved budget is communicated to all NEP members.
- 8.5** The Secretary-General provides a quarterly financial report to the Board of Directors. These reports are available to all NEP members upon simple request.
- 8.6** The Secretary-General is responsible for arranging an annual independent audit of the NEP accounts. The Audit-Report is submitted to the Board of Directors and the General Assembly. and are available to all NEP stakeholders.

9 Charter Amendments

NEP believed in keeping flexibility and being a dynamic organisation open to constructive changes.

Anyone who wishes to amend this charter can propose changes. Proposals must be sent to the secretary-general, who informs the Board of Directors. The Board of Directors submits the proposed change to a General Assembly. This review of the Charter of Operations shall happen at least every third year.