

CONSTITUTION

**CAMBODIAN GREEN BUILDING COUNCIL
(CAMGBC)**

January 2024

TABLE OF CONTENTS

Clause			Page
1.0		ASSOCIATION	
1.1		Name	7
1.2		Level	7
2.0		ADDRESS	
2.1		Registered and Postal Address	7
2.2		Addresses Shall Not Be Changed without prior notification to relevant Authorities	7
3.0		AIMS AND OBJECTIVES	
3.1		Support the Government	7
3.2		Exchange of Knowledge	7
3.3		Reference Centre	7
3.4		Platform for Networking	7
3.5		Stimulate Demand for Sustainable Buildings	7
3.6		Disseminate Information	8
3.7		Provide Facilities Interchange	8
3.8		Alliance or Affiliation with Institution, Organisation or Society	8
3.9		Institute Chapters	8
3.10		Hold Examinations and Award Certificates	8
3.11		Hold Exhibition	8
3.12		Work with Other Building Industry	8
3.13		Originate and Promote Improvement in Policy, Law and Regulation	8
3.14		Promote Awareness to Public	8
3.15		Establish and Maintain Libraries	8
3.16		Utilise Premises	8
3.17		Rights or Privileges	9
3.18		Accept Donations, Legacies or Loans	9
3.19		Borrow Monies	9
3.20		Legal Proceedings	9
3.21		Invest the Monies	9
3.22		Give Financial Assistance	9
3.23		Make Loans or Grant of Monies and Others	9
3.24		Establishment of a Trust Fund or Endorsement of Scholarships	9
3.25		Appointment in Trust	10
3.26		Trade Union or Trade Protection Society	10
4.0		MEMBERSHIP	
4.1		Categories of Membership	10
4.1.1		Examination	10
4.1.2		Use of Suffixes	10
4.1.3		Qualification for Professional Members	10
4.1.4		Qualifications for Corporate Members	11
4.1.5		Qualifications for Academic Members	11
4.1.6		Qualifications for Junior Members	11
4.1.7		Industry and Institutional Partners	12

4.2	Voting Rights of Members	12
4.2.1	Entitlement to vote in General Meetings	12
4.2.2	Non-entitlement to vote in General Meetings	12
4.2.3	Industry Partners Registered Person and Letter of Authorisation	12
4.3	The Patron	13
4.4	Application for Membership	13
4.4.1	Eligibility for Membership and Bound by the Constitution	13
4.4.2	Information on Nomination Form	13
4.4.3	Conduct an Interview	13
4.4.4	Admission of Membership	14
4.5	Right to Refuse of Application	14
4.6	Entrance Fee, Annual Subscription and Admission Document	14
4.6.1	Refund to Applicant	14
4.6.2	Provide Copy of the Constitution and By-Laws	14
4.7	Code of Conduct	14
4.8	Death of a Member	14
4.9	Re-admission of Membership	14
4.9.1	Payment of Annual Subscription	14
4.9.2	Defaulter may be Suspended or Expelled	15
4.10	Penalty of Non-payment	15
4.11	Certificate of Membership	15
4.12	Register of Members	15
5.0	RESIGNATION AND TERMINATION	15
5.1	Resignation of Membership	15
5.2	Termination of Membership	15
6.0	ENTRANCE FEES AND SUBSCRIPTIONS	16
6.1	Entrance Fees and Yearly Subscriptions	16
7.0	MEETINGS	16
7.1	Description of Meetings	16
7.2	Council Meetings	16
7.3	Annual General Meeting	16
7.4	Extraordinary General Meeting	17
7.4.1	Call for Extraordinary General Meeting	17
7.4.2	Requisitionists to Convene Extraordinary General Meeting	17
7.4.3	Amendment of the Constitution	17
7.5	Lectures	17
7.6	Notice of General Meeting	17
7.7	Quorum	17
7.8	Adjournment of Dissolution	18
7.9	Notice of Adjournment	18
7.10	Chairman	19
7.11	Mode of Deciding Resolution	18
7.12	Mode of Taking Poll	18
7.13	Right to Vote	19
7.14	Casting of Votes	19
7.15	Method of Election of the Council	19

	7.15.1	Notification to Nominate	19
	7.15.2	Legitimacy of Nominees	19
	7.15.3	List of Nominated Members	19
	7.15.4	Ballot Papers	20
	7.15.5	Scrutineers	20
	7.15.6	Recount if Equality of Votes	20
	7.15.7	Elected Members to Form the Council	20
7.16		Referendum by Means of Postal Vote or Electronic on Important Questions	20
8.0		CENTRAL COMMITTEE	
8.1		The Council	21
8.2		Council Members	21
8.3		Nominated Council Member	21
8.4		Vacancies	21
8.5		Term of Office	21
8.6		Meetings and Quorum	21
8.7		Notice of Meetings	22
8.8		Votes	22
8.9		Chairman of the Council	22
8.10		Minutes of Proceedings	22
8.11		Powers of the Council	22
8.12		Advisors to the Council	22
8.13		Financial Year	22
8.14		By-Laws	22
8.15		Vacation of Office by Office Bearers and Council Members	23
8.16		Sub-Committees and Panels	23
8.17		Management of the Association	24
8.18		Common Seal	24
8.19		Donations	24
8.20		Publications	24
8.21		Prizes and Awards	24
8.22		Alliance with Other Bodies	24
8.23		Indemnity	25
8.24		Disciplinary Powers of the Council	25
	8.24.1	Powers of the Disciplinary Committee	25
	8.24.2	Decision to Reprimand, Suspend and Expel	26
	8.24.3	Not Entitled to Exercise the Right of a Member	26
	8.24.4	Approval of the Council and the Appeal Committee	26
9.0		DUTIES OF OFFICE BEARERS	
9.1		President	26
9.2		Immediate Past President	26
9.3		Vice President	26
9.4		Honorary Secretary	27
9.5		Honorary Treasurer	27

10.0		ASSOCIATION FINANCIAL PROVISIONS	
10.1		Bank Account	27
10.2		Annual Report and Accounts	27
10.3		Accounts	27
11.0		ASSOCIATION AUDIT	
11.1		Auditor	28
12.0		PROPERTY ADMINISTRATIONS	
12.1		Investment of Monies	28
	12.1.1	Loans or Securities of the Government	28
	12.1.2	Bonds, Debentures, Stocks	28
	12.1.3	Mortgages	28
	12.1.4	Properties	28
	12.1.5	Own Subsidiaries	28
	12.1.6	Monies Used for Promotion and Execution	29
13.0		DISSOLUTION	
13.1		Dissolution	29
14.0		ESTABLISHMENT AND DISSOLUTION OF CHAPTERS	
14.1		Formation of Chapter	29
14.2		Dissolution of Chapter	29
15.0		CHAPTERS' MEETINGS	
15.1		Description of Chapter Meeting	29
15.2		Chapter Committee Meetings	30
15.3		Chapter Annual General Meeting	30
15.4		Notice of Chapter General Meeting	30
15.5		Quorum	30
15.6		Adjournment of Dissolution	30
15.7		Notice of Adjournment	30
15.8		Chairman	31
15.9		Mode of Deciding Resolution	31
15.10		Right to Vote	31
15.11		Casting of Votes	31
15.12		Method of Election of the Chapter Committee	31
	15.12.1	Notification to Nominate	31
	15.12.2	Legitimacy of Nominees	31
	15.12.3	List of Nominated Members	32
	15.12.4	Voting for Election	32
	15.12.5	Recount if Equality of Votes	32
	15.12.6	Elected Members to form the Chapter	32

16.0		CHAPTERS' COMMITTEES	
16.1		The Chapter Committee	32
16.2		Chapter Committee Member	32
16.3		Vacancies	33
16.4		Term of Office	33
16.5		Meetings and Quorum	33
16.6		Notice of Meetings	33
16.7		Votes	33
16.8		Chairman of the Chapter Committee	33
16.9		Minutes of Proceedings	33
16.10		Powers of the Chapter	33
16.11		Financial Year	34
16.12		Vacation of Office by Chapter Officers and Chapter Committee Members	34
16.13		Sub-Committees and Panels	34
16.14		Management of the Association	34
16.15		Donations	34
16.16		Indemnity	35
17.0		DUTY OF CHAPTERS OFFICERS	
17.1		Chapter Chairman	35
17.2		Chapter Immediate Past Chairman	35
17.3		Chapter Vice Chairman	35
17.4		Chapter Honorary Secretary	36
17.5		Chapter Honorary Treasurer	36
18.0		CHAPTERS FINANCE PROVISIONS AND AUDIT	
18.1		Chapter Bank Account	36
18.2		Chapter Annual Report and Accounts	37
18.3		Chapter Accounts	37
18.4		Chapter Auditor	37
19.0		AMENDMENTS OF RULES	
19.1		Amendment to the Constitution	37
	19.1.1	Rule to amend the Constitution	37
	19.1.2	Effective date of amendment	38
20.0		INTERPRETATION	
20.1		Interpretation of the Constitution	38
	20.1.1	Council Interpretation	38
	20.1.2	Contrary or Inconsistencies with Policy	38
	20.1.3	Words Importing the Masculine Gender and Singular	38
20.2		Others Interpretation	38

	1.0	ASSOCIATION
Name	1.1	The Association shall be known as CAMBODIAN GREEN BUILDING COUNCIL (CAMGBC) Hereinafter referred to as " the Association ".
Level	1.2	National
	2.0	ADDRESS
Registered and Postal Address	2.1	The registered address is Office: #16C First Floor, Street 430, Sangkat Phsar Deum Thkov, Khan Chamkarmon, Phnom Penh, Kingdom of Cambodia. or at such other place as may from time to time be decided by the Council; and the postal address is Office: #16C First Floor, Street 430, Sangkat Phsar Deum Thkov, Khan Chamkarmon, Phnom Penh, Kingdom of Cambodia.
Addresses shall not be changed without prior notification to ROS	2.2	The registered and postal addresses shall not be changed without the prior notification to the relevant Authorities. Upon the notification, the association shall update the constitution address without the need of the members' approval.
	3.0	AIMS AND OBJECTIVES
Support the Government	3.1	To support the government in developing a sustainable built environment for Cambodia;
Exchange of Knowledge	3.2	To facilitate the exchange of knowledge among different stakeholders in the building and construction industry;
Reference Centre	3.3	To be the reference centre for sustainable building resources in Cambodia;
Platform for Networking	3.4	To be the platform for networking nationally and internationally;
Stimulate Demand for Sustainable Buildings	3.5	To promote and stimulate demand for sustainable buildings;

Disseminate Information	3.6	To obtain and disseminate among the Members as well as the public, information on matters affecting sustainability and to compile, print, sell, lend, publish, issue or distribute the proceedings and reports of the Association or any papers, periodicals, books, circulars and other literary undertakings or any extracts there from as may seem conducive to any of these objects;
Provide Facilities Interchange	3.7	To support and provide facilities interchange with other organisations carrying on similar work or with the Government, local authorities, educational and scientific bodies engaged in research and development on matters relating to the work, theory or practice of sustainability or allied subjects;
Alliance or Affiliation with Institution, Organisation or Society	3.8	To arrange for alliance or affiliation with any Institution, Organisation or Society with similar object to those of the Association on such terms or conditions as may be in the interests of the Association;
Institute Chapters	3.9	To institute Chapters consisting of such Members as may be resident in any territory as defined from time to time in accordance with the Constitution of the Association and to confer on such Chapters all such powers, authorities and discretion as may be thought fit;
Hold Examinations and Award	3.10	To hold examinations of proficiency in the science and art of sustainability and to award certificates thereof;
Hold exhibition	3.11	To hold exhibition of works promoting sustainability and to allocate any portion of funds for this purpose;
Work with Other Building Industry	3.12	To work closely with other members of the building industry for the betterment and development of the industry;
Originate and Promote Improvement in Policy, Law and Regulation	3.13	To originate and promote improvement in the policy, law and regulations affecting sustainability and other matters connected with them;
Promote Awareness to Public	3.14	To promote the awareness, appreciation, confidence and understanding of the public in sustainability matters;
Establish and Maintain Libraries	3.15	To establish, form and maintain libraries and collection of models, designs, drawings and other articles of interest in connection with the art and science of sustainability;
Utilise Premises	3.16	To purchase, lease, hire or otherwise acquire suitable premises for the use of the Association and to manage, improve and to develop and utilise any such premises and to sell, mortgage, let or dispose of the same;

Rights or Privileges	3.17	To acquire by purchase, take or lease, gift or otherwise any real or personal property and any rights or privileges necessary or convenient for the purpose of the Association and to resell, lease, or sublease, mortgage, surrender, or turn to account, or otherwise dispose of such property or any part thereof, and to erect upon such land, and building or other structure for the purpose of the Association and to alter, add to, or maintain the same;
Accept Donations, Legacies or Loans	3.18	To accept donations, legacies or loans (free of interest) to be applied to the objects of the Association;
Borrow Monies	3.19	To borrow any monies required for the purposes of the Association upon such terms and upon such security as may be determined;
Legal Proceedings	3.20	To institute, carry or discontinue any legal proceedings in the name of the Association or its Officers, Servants or Members for the recovery of any debts or demands claimed by or on behalf of the Association or for the assertion of any actual or supposed rights or privileges of the Association or any Member thereof and to defend any legal proceedings commenced against the Association or any Member thereof in his capacity or representing the Association-and to pay out of the funds of the Association any costs or charges incurred in connection with such legal proceedings;
Invest the Monies	3.21	To invest the monies of the Association not immediately required upon such securities or in such manner as may from time to time be determined;
Give Financial Assistance	3.22	To lend money or give financial assistance by way of donation or subscription or otherwise to any organisation or other body not carrying business for profit;
Make Loans or Grant of Monies and Others	3.23	To make loans or grants of money, books, equipment or otherwise for the purpose of training candidates in sustainability and for the promotion of research work in relation to environmental science or to the art and science of sustainability;
Establishment of a Trust Fund or Endorsement of Scholarship	3.24	To devote any portion of the funds of the Association to the establishment of a trust fund or to the formation or endowment of scholarships or otherwise to assist in the education of students or others who may desire to qualify in the relevant field or others who may desire to qualify for the practice of architecture, engineering or building, and in connection therewith to hold lectures, classes, and examinations in the science and art of sustainability and to award certificates of proficiency;

Appointment in Trust	3.25	To appoint any persons to accept and hold in trust for the Association any property belonging to the Association or in which it is interested and to execute and do all such deeds, instruments, acts and things as may be requisite to vest in the same in such person or persons and to remunerate any such person;	
Trade Union or Trade Protection Society	3.26	The Association shall not support any object, which is an object of the Association that would make it a Trade Union or trade protection society.	
	4.0	MEMBERSHIP	
Categories of Membership	4.1	<p>There shall be seven (7) categories of membership of the Association termed respectively as</p> <ul style="list-style-type: none"> a) Professional Members, b) Corporate Members, c) Academic Members, d) Junior Members, e) Associate Members, f) Industry Partners and g) Institutional Partners. <p>All categories of membership are individual membership except for the Industry and Institutional Partners.</p>	
Examinations		4.1.1	Where applicable the Association's examination for candidates for membership shall be held at such times and places as may be appointed or approved by the Council.
Use of Suffixes		4.1.2	Every Member duly elected into Professional, Corporate and Academic Membership and has complied with section 4.6 has the right to affix the initials "MCAMGBC" after his name. No other categories of membership are eligible to use any initials denoting membership of the Association after their names.
Qualification for Professional Members		4.1.3	<p>A candidate for admission as a Professional Member must be a person:</p> <ul style="list-style-type: none"> a) who has obtained a professional tertiary academic qualification, and b) who is an Architect, Professional Engineer, Interior Designer or Quantity or other professionals registered to practice under their respective statutory bodies relevant to the sustainable built environment industry.

Qualifications for Corporate Members		4.1.4	<p>A candidate for admission as a Corporate Member must be a person:</p> <ul style="list-style-type: none"> a) who is not eligible for membership under section 4.1.3, and b) (i) has obtained a degree or equivalent qualification acceptable to the Council, or (ii) has obtained a diploma qualification in a field of study acceptable to the Council, and a minimum of 3 years of relevant working experience, or (iii) has a minimum of 5 years of relevant working experience, and c) be a member of a professional, commercial, trade, industrial, or government body acceptable to the Council.
Qualifications for Academic Members		4.1.5	<p>A candidate for admission as an Academic Member must be a person:</p> <ul style="list-style-type: none"> a) who is not eligible for membership under section 4.1.3 and 4.1.4, and b) who is currently lecturing or teaching full-time in an approved college or university or university college in Cambodia, or c) who is lecturing or teaching in any other approved university or college other than in Cambodia and is engaged in continuing education in a field of study acceptable to the Council.
Qualifications for Junior Members		4.1.6	<p>A candidate for admission as a Junior Member must be a person:</p> <ul style="list-style-type: none"> a) who is not more than thirty (30) years of age, and b) has been admitted to a course or has obtained a minimum diploma qualification in a field of study acceptable to the Council,

Industry and Institutional Partners		4.1.7	<p>a) Industry Partners Body corporates, partnerships, sole proprietorships and businesses involved in the promotion of sustainability or its allied industry and which are registered with the relevant statutory authorities may be admitted as Industry Partners upon invitation by the Council. Such applicants upon compliance with section 4.6 may be admitted as Industry Partner and shall continue to remain the same at the pleasure of the Council.</p> <p>b) Institutional Partners Not for profit organisations, institutes, clubs and societies may be admitted as Institutional Partners upon invitation by the Council. Such applicants upon compliance with section 4.6 may be admitted as Institutional Partner and shall continue to remain the same at the pleasure of the Council.</p>
	4.2	Voting Rights of Members	
Entitlement to Vote in General Meetings		4.2.1	All Professional, Corporate and Academic Members are entitled to attend General Meetings and to vote at such General Meetings.
Non-Entitlement to Vote in General Meetings		4.2.2	All Junior, Associate and Institutional Partners are entitled to attend General Meetings but shall not be entitled to vote.
Industry Partners Registered Person and Letter of Authorisation		4.2.3	All Industry Partners are entitled to attend General Meetings and to vote at such General Meetings. In the event the individual attending the said meeting/s is other than the registered person named in the membership register, a letter of authorisation, signed by the registered person named in the membership register, shall be presented at such General Meetings before the casting of votes

The Patron	4.3	<p>The Council may by way of majority vote taken at the Council Meeting approve the appointment or a Patron or Patrons for the Association. A Patron shall be a person of national or international eminence who in the opinion of the Council has made an outstanding contribution towards the general awareness of the Association, and whose patronage will add prestige to, or advance the interest of the Association. Such person (s) shall enjoy all the amenities and privileges of the Association and shall not be required to attend or vote at any meetings of the Association. The duration of the appointment shall be at the sole discretion of the Council.</p>	
	4.4	Applications for Membership	
Eligibility for Membership and Bound by the Constitution		4.4.1	<p>Every candidate or organisation, seeking admission to the Association either as Professional Member, Corporate Member, Academic Member, Junior Member, Associate Member, Industry Partner or Institutional Partner, shall make a statement that the candidate or organisation is eligible for membership under this Constitution and that the candidate or organisation concerned are willing if elected, to be bound by the Constitution and any other Regulations of the Association which is in force for the time being.</p>
Information on Nomination Form		4.4.2	<p>Every applicant desirous of being admitted as Professional Member, Corporate Member, Academic Member, Junior Member, Associate member, Industry Partner or Institutional Partner must be proposed according to the Nomination Form of the respective category of membership.</p> <p>The applicant's full name together with the place of residence or location, the place of business and business registration number shall be inserted in the Nomination Form. The Nomination Form must be signed by the candidate or in case of an organisation by its Chief Executive Officer or President, and shall be proposed and seconded by at least two Members of the Council. The Nomination Form shall also contain a written statement by the applicant giving particulars of qualifications obtained or particulars the organisation as the case may be.</p>
Conduct on Interview		4.4.3	<p>In the case of any applicant seeking membership of the Association and not being personally acquainted with any of the Members herein required to make such proposal/seconding, the Council may if necessary, conduct an interview of such applicant, and if satisfied with the applicant's qualification or credibility, shall have the power to nominate such applicant to the membership of the Association.</p>

Admission of Membership		4.4.4	The nomination of every applicant for admission to any category of membership must be forwarded to the Honorary Secretary for submission to the Council and if the Council approves the nomination and find such applicant to be eligible and qualified according to the Rules and By-Laws for the time being in force, then such applicant shall be admitted to membership in the category to which nomination is made and the election shall be recorded in the Minutes of the Council Meeting at which such nomination is approved.
Right to Refuse of Application	4.5		The Council reserves the right to refuse admission of any applicant for membership.
	4.6		Entrance Fee, First Annual Subscription and Admission Document,
Refund to the Applicant		4.6.1	Applications for membership shall be accompanied by the appropriate entrance fee together with the first annual subscription. In the event of the application not being accepted by the Council, only the subscription paid shall be refunded to the applicant.
Provide Copy of the Constitution and By-Laws		4.6.2	Whenever a candidate is admitted as a member of the Association, the Honorary Secretary shall inform the candidate of such admission and shall send the candidate concerned a copy of the Constitution and By-Laws.
Code of Conduct	4.7		Every Professional Member, Corporate Member, Academic Member, Junior Member, Associate Member, Industry Partner or Institutional Partner shall be bound by the Constitution and Code of Conduct of the Association.
Death of a Member	4.8		Upon the death of any individual member, the Association shall remove his name from the Register of Members of the Association.
Re-admission of Membership	4.9		The re-election to membership of any person or corporate body that has ceased to be a member of the Association shall be dealt with in the same manner as an original application.
Payment of Annual Subscription		4.9.1	The annual subscription for Professional, Corporate, Academic, Junior, Associate, Industry Partner and Institutional Partner membership, shall be payable in advance and shall be due on the first day of January in each year. For the first year only, members admitted before the first day of July shall pay the annual subscription in full, and those admitted on or after the first day of July shall pay half of the annual subscription.

Defaulter may be Suspended or Expelled		4.9.2	Whenever such annual subscription shall fall in arrears for a period exceeding two (2) months from the date due, then the member shall become a defaulter and may be suspended or expelled by resolution of the Council. Should any defaulter be suspended / expelled for non- payment of such subscription, the Council shall have power, upon the defaulter giving to their satisfaction, an explanation for the non-payment, to reinstate to its former position and in such case require the payment of all subscriptions which would have been paid had the defaulter continued as a Member up to the date of such reinstatement.
Penalty of Non-payment	4.10		No member whose annual subscriptions remain unpaid for a period of three (3) months shall be entitled to attend or take part in the meetings of the Association nor to receive the notices of publications of the Association nor shall he be entitled to be nominated for any office until he has paid in full such subscription.
Certificate of Membership	4.11		Subject to such By-Laws as the Council may from time to time prescribe, the Association shall issue to each member a certificate showing the category to which the member belongs. Every such certificate shall remain the property of the Association, and shall on demand, be returned to the Association. Such certificates shall be signed by the President or Vice-President and by two (2) members of the Council for the time being in force and countersigned by the Honorary Secretary of the Association.
Register of Members	4.12		A Register of Members shall be kept and the name and address of every member, shall be written in such Register together with a record showing whether or not his subscription for each current year has been paid. A Roll of Honorary Members shall be kept by the Honorary Secretary.
	5.0		RESIGNATION AND TERMINATION
Resignation of Membership	5.1		Any member may at any time, by giving notice in writing, sent by post or delivered to the Honorary Secretary at the registered place of business of the Association and accompanied by the Certificate of Membership held by such member, resign from the membership of the Association provided that any member who is under any financial liability to the Association shall not be entitled to resign without the prior sanction of the Association.
Termination of Membership	5.2		Membership of the Association may be terminated if a member or organisation: a) Becomes bankrupt or suspends payment or compound with or makes an assignment of his property for the benefit of creditors,

		<p>or</p> <p>b) in the case of an individual, is declared unfit or of unsound mind, or in the case of an individual, is convicted of a felony, or</p> <p>c) has contravened the Constitution or the By-Laws or the Code of Conduct of the Association, or</p> <p>d) is struck off from any statutory professional register, or</p> <p>e) goes into receivership or a dissolution of the partnership occurs.</p>																					
	6.0	ENTRANCE FEES AND SUBSCRIPTIONS																					
Entrance Fees and Yearly Subscription	6.1	<p>The amount of entrance fees and annual subscriptions are as follows:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>1st Year Fee (USD)</th> <th>Annual Renewal (USD)</th> </tr> </thead> <tbody> <tr> <td>Professional</td> <td>: 100.00</td> <td>75.00</td> </tr> <tr> <td>Corporate</td> <td>: 100.00</td> <td>75.00</td> </tr> <tr> <td>Academic</td> <td>: 50.00</td> <td>35.00</td> </tr> <tr> <td>Junior</td> <td>: 15.00</td> <td>10.00</td> </tr> <tr> <td>Industry Partner</td> <td>: 1500.00</td> <td>1000.00</td> </tr> <tr> <td>Institutional Partner</td> <td>: 500.00</td> <td>300.00</td> </tr> </tbody> </table>	Category	1 st Year Fee (USD)	Annual Renewal (USD)	Professional	: 100.00	75.00	Corporate	: 100.00	75.00	Academic	: 50.00	35.00	Junior	: 15.00	10.00	Industry Partner	: 1500.00	1000.00	Institutional Partner	: 500.00	300.00
Category	1 st Year Fee (USD)	Annual Renewal (USD)																					
Professional	: 100.00	75.00																					
Corporate	: 100.00	75.00																					
Academic	: 50.00	35.00																					
Junior	: 15.00	10.00																					
Industry Partner	: 1500.00	1000.00																					
Institutional Partner	: 500.00	300.00																					
	7.0	MEETINGS																					
Description of Meetings	7.1	<p>The general meetings of the Association shall be as follows:</p> <p>a) Council Meetings</p> <p>b) Annual General Meeting</p> <p>c) Extraordinary General Meeting</p> <p>All Meetings can be conducted either physically or virtually or both concurrently.</p>																					
Council Meetings	7.2	The Council Meetings shall be held and conducted as prescribed by the Council from time to time.																					
Annual General Meeting	7.3	<p>The Annual General Meeting shall be held in the month of June each year, or as soon thereafter as practicable, provided that every such meeting shall be held not more than fifteen (15) months after holding the last preceding Annual General Meeting.</p> <p>The ordinary business of the Annual General Meeting shall be as follows:</p> <p>a) to receive the Council Annual Report.</p> <p>b) to receive, and if approved, to pass the audited Account for the year ended on 31st December last preceding.</p> <p>c) to elect an Auditor.</p> <p>d) to transact any other business of which seven (7) days' notice in</p>																					

		writing has been given. And during election years, e) to confirm the election of a President. f) to confirm the election of a Vice-President. g) to confirm the election of an Honorary Secretary. h) to confirm the election of an Honorary Treasurer. i) to confirm the election of not more than nine (9) Council Members.	
	7.4	Extraordinary General Meeting	
Call for Extraordinary General Meeting		7.4.1	Any Extraordinary General Meeting may be called at any time by the Council whenever they deem it expedient and they shall also do so upon the receipt of a written requisition signed in by not less than twenty (20) Members of the Association who are eligible to vote, stating the reason for convening such meeting.
Requisitionists to Convene Extraordinary General Meeting		7.4.2	If within twenty-one (21) days of receipt of such requisition the Council does not proceed to cause a meeting to be held, the requisitionists may themselves convene the meeting.
Amendment of the Constitution		7.4.3	The Extraordinary General Meeting is called for the amending of the Constitution or such other business (not being the business of an Annual General Meeting) as is required by the Constitution to be carried out by the passing of a resolution of two-third (2/3) majority of the Members present at the meeting.
Lectures etc.	7.5	The Council may at their discretion direct other meetings to be held for the delivery of lectures, and the reading and discussion of papers and the Council shall determine the conditions of admission to such meetings and their conduct.	
Notice of General Meeting	7.6	Not less than fourteen (14) days' notice of a General Meeting specifying the place, date and time of the meeting, together with the audited annual accounts of the previous year (for Annual General Meeting only and if requested for Extra-Ordinary General Meeting) and in the case of special business, the general nature of such business, shall be given to members of the Association who are entitled to receive notices from the Association. The accidental omission to give notice of a meeting or the non-receipt of such notice by any member shall not invalidate any resolution passed, or proceeding held, at any meeting.	
Quorum	7.7	No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum of a General Meeting formed by Professional, Corporate, Academic Members and Industry Partners of the	

		Association shall be twice the total number of the Council Members. (For example, if the Council consists of thirteen (13) Members then the quorum shall be twenty-six (26) voting Members)
Adjournment of Dissolution	7.8	If within thirty (30) minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned for the same place, time and day of the week following or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for holding the meeting, the members present shall be a quorum.
Notice of Adjournment	7.9	The Chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten (10) days or more, a notice of the adjourned meeting shall be given in the same manner as notice of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or the business to be transacted at the adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.
Chairman	7.10	The President of the Association shall preside at every General Meeting. If at any time he shall not present within fifteen (15) minutes after the appointed time for holding of the Meeting, the Vice-President, or in his absence a member of the Council chosen by the members present shall preside. If no member of the Council is present or if all the members of the Council decline to take the Chair, the members present shall choose one of their numbers to be Chairman.
Mode of Deciding Resolution	7.11	At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided be decided on a show of hands unless a poll be demanded by the Chairman or by at least five (5) members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of Association shall be conclusive evidence thereof, without proof of the number of proportion or the votes recorded in favour of, or against, such resolution.
Mode of Taking Poll	7.12	If a poll is demanded it shall be taken at the Meeting and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

Right to Vote	7.13	At General Meetings members of every category shall be entitled to be present and to take part in the discussions on any subject brought before the Meetings but only Professional, Corporate, Academic Members and Industry Partners shall be entitled to vote at such meetings provided always no Professional, Corporate, Academic Members or Industry Partners whose annual subscription remains unpaid shall be entitled to vote.	
Casting of Votes	7.14	In the case of an equality of votes, either on a show of hands or by poll, the Chairman of the meeting shall have a further, or casting vote.	
Method of Election of the Council	7.15	Not less than thirty-five (35) days before the day appointed for the Annual General Meeting, the Council shall appoint a Member as an Election Officer who will not be standing for any office or proposing or seconding a candidate for election. The Election Officer shall be responsible for the conduct of the election of the Council in accordance with the Constitution and By-Laws.	
Notification to Nominate		7.15.1	Not less than thirty-five (35) days before the day appointed for the Annual General Meeting, the Honorary Secretary on the direction of the Election Officer shall cause to be delivered physically or electronically to all Members, entitled to receive such notification to nominate a President, Vice-President, Honorary Secretary, Honorary Treasurer and nine (9) Council Members.
Legitimacy of Nominees		7.15.2	Nominations shall only be valid if made by not less than two (2) Professional, Corporate, Academic Members or Industry Partners who have received the agreement in writing of the nominees. The nomination and agreement can be in the form of softcopy as long as it is legit. Such nominations and agreements shall be delivered to the Election Officer to reach him not later than twenty-one (21) days before the date of the Annual General Meeting.
List of Nominated Members		7.15.3	The Election Officer shall direct the Honorary Secretary to prepare a list of nominated Professional, Corporate and Academic Members together with the nomination list from the Council for President, Vice-President, Honorary Secretary, Honorary Treasurer, and Council Members and such list shall be sent physically or electronically to all Professional, Corporate, Academic Members and Industry Partners together with a notice convening the Annual General Meeting. The names of all candidates for election shall be printed in the same type and in alphabetical order. Nominations from the floor will not be accepted at the Annual General Meeting.

Ballot Papers		7.15.4	<p>Voting for election shall be by secret ballot. Such number of ballot papers as shall be necessary shall be sent physically or electronically, together with the notice convening the Annual General Meeting, to all Professional, Corporate, Academic Members and Industry Partners who are qualified to vote. Each ballot paper shall contain directions for its use by Members and any ballot paper which fails to comply with such directions shall be rejected by the Scrutineer(s) and the votes shall be lost. The ballot papers shall either:</p> <ul style="list-style-type: none"> a) be folded and sealed in the pre-addressed envelope provided and no document shall be enclosed with the ballot paper. Postage shall be prepaid by the Member voting. b) be submitted electronically. The procedure of the e-submission shall be accordance to the rules of the constitution. <p>Ballot papers are to be returned to the Election Officer on a date and time specified by the Council.</p>
Scrutineers		7.15.5	<p>Not less than one (1) scrutineer, who must be Members, shall be appointed by the Council. The scrutineer at the direction of the Election Officer shall be responsible for counting the votes. The decision of the election, and on any matter relating thereto shall be final. No member of the Council or candidate for election as such shall be eligible for appointment as scrutineer.</p>
Recount if Equality of Votes		7.15.6	<p>In the event of equality of votes for any vacancy, there shall be one recount of the votes cast for the candidates having such equality. If after such recount, there is still an equality of votes for that vacancy, the election of the candidates so receiving such equality shall be by secret ballot of the Members present, having the right to vote at the Annual General Meeting.</p>
Elected Members to form the Council		7.15.7	<p>The members of the Council so elected together with the Immediate Past President shall form the Council which shall remain in office until the next Annual General Meeting.</p>
Referendum by Means of Postal or Electronic Vote on Important Questions	7.16		<p>Upon a resolution of the Council of which due notice has been given to every member of the Council and which has been carried by four-fifths (4/5) majority of those present and voting at a Meeting of the Council it shall be competent for the Council to refer any question as to which the Council are of the opinion that the matter is of sufficient importance to take a poll of Members and thereupon a postal or electronic vote on the matters in question, shall be taken by sending the proposed Resolution and Voting Paper by post or electronically, to each Member resident in Cambodia, and the same shall be</p>

		<p>returnable by post or electronically to the Honorary Secretary not later than fourteen (14) days after it has been posted or electronically sent. Scrutineer(s) appointed by Council, as per By-laws, shall count the votes and their decision on any matter relating thereto shall be final, and if the Resolution so submitted to a general poll be supported by a simple majority of the votes polled it shall be declared carried and shall be the Resolution of the Association and it shall not be competent to rescind or vary such Resolution for a period of two (2) years thereafter except by another Resolution submitted by the Council to a like general poll and carried by a two-thirds (2/3) majority on taking of such poll.</p> <p>The Council shall be bound to take a poll under the provisions of this Constitution at any time on receipt of a written requisition signed by not less than thirty (30) Members, and such poll shall be taken not less than six (6) weeks after the delivery of such requisition to the Honorary Secretary.</p>
	8.0	CENTRAL COMMITTEE
The Council	8.1	The Council whose members shall consist of Professional, Corporate and Academic Members of the Association, shall consist of President, Immediate Past President, Vice President, Honorary Secretary, Honorary Treasurer and not more than nine (9) Council Members, and may include not more than two (2) Past Presidents who, other than the Immediate Past President, may be appointed by the newly elected Council. Of the total composition of the Council Members, the majority shall be Professional Members.
Council Members	8.2	No person shall be elected to such office unless he has been a Professional, Corporate or Academic Member of the Association for a continuous period of at least one (1) year. Council Members shall carry out such duties as directed by the Office Bearers.
Nominated Council Members	8.3	Not more than two (2) Past Presidents, other than the Immediate Past President, may be appointed to the Council by the newly elected Council of the year.
Vacancies	8.4	The Council shall have the power to fill any vacancies for Office Bearer or Council Member that may occur during its year of office provided that the nominee has been a Professional, Corporate or Academic Member of the Association for a continuous period of at least one (1) year.
Term of Office	8.5	The Council shall remain in office for two (2) continuous calendar years until next Annual General Meeting where elections will be held.
Meetings and Quorum	8.6	The Council shall meet at least once in each quarter of each year, but it shall be in their power to vary the frequency of meetings.

		Subject to these Rules, the Council may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. More than half (1/2) the number in the Council present at a meeting shall form a quorum.
Notice of Meetings	8.7	Council Meetings shall at any time be called by the Honorary Secretary at the request of the President or at the request of five (5) Council Members by giving at least fourteen (14) days clear notice to the Council.
Votes	8.8	Questions arising at any Council Meeting shall be decided by a majority of votes except as otherwise provided for in these Rules. In case of an equality of votes the Chairman shall have a further or casting vote.
Chairman of the Council	8.9	The President, or in his absence the Vice President shall preside at all Council Meetings. If at any meeting the President or Vice President is not present within fifteen (15) minutes after the time appointed for the Council Meeting, those members present shall choose one among their number to be the Chairman.
Minutes of Proceedings	8.10	The Council shall cause proper Minutes to be made of resolutions and proceedings of all Council Meetings and of the Committees of the Association and all business transacted at such meetings, whose Minutes, if purporting to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
Powers of the Council	8.11	A meeting of members of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under this Constitution of the Association for the time being vested in the Council generally. All expenditure incurred shall have the approval of the Council.
Advisors to the Council	8.12	The Council may by way of majority vote taken at the Council Meeting approve the appointment of Advisor(s) for the Council. An Advisor shall be a person who has specialised expertise that can assist the Council in the business of the Association. Such person(s) shall not have Member rights and shall not be required to attend or vote at any meetings of the Association. The duration of the appointment shall be at the sole discretion of the Council but shall not exceed the term of the appointing Council.
Financial Year	8.13	The financial year of the Association shall commence on the 1st January each year.
By-Laws	8.14	a) The Council may from time to time make such By-Laws as they may judge necessary for carrying on the business of the Association, and may at any time in like manner, approve, annul

		<p>or vary any By-Laws.</p> <p>b) All By-Laws for the time being in force, shall be binding on the members of the Association and shall have full effect accordingly; provided that notice of such By-Laws or recession or alterations thereto shall be notified to all members in writing, thirty (30) days before taking effect, during which time any twenty (20) Members may, by notice in writing to the Honorary Secretary, require an Extraordinary General Meeting to be convened for the purpose of considering, confirming or revoking the same.</p> <p>c) If no such notice is received by the Honorary Secretary, the By-Laws shall become binding on all members at the expiry of the thirty (30) days mentioned above.</p>
Vacation of Office by Office Bearers and Council Members	8.15	<p>The office of any Office Bearer and Council Members of the Association is vacated forthwith if:</p> <p>a) he ceases to be a member of the Association.</p> <p>b) he has been absent from more than three (3) consecutive Council Meetings without prior leave of absence.</p> <p>c) he resigns his office by notice in writing delivered to the Council.</p> <p>d) his membership has been terminated under section 4.7.</p>
Sub-Committees and Panels	8.16	<p>The Council shall have the power to appoint Sub-Committees and Panels and their Chairmen and Co-Chairmen for the purpose of dealing with special subjects connected with objects of the Association. Minutes of meetings or reports of these Sub-Committees or Panels shall be submitted to the Council for consideration and information. A Sub-Committee or Panel may co-opt any person, with the approval of the Council, to serve on the Sub-Committee or Panel, if necessary.</p> <p>The Sub-Committees and Panels may conduct their own correspondence and business respectively, but save as hereinafter provided they shall not take any public action nor any pecuniary responsibility unless previously authorised by the Council. In any case of emergency, they may take such public action as shall have been sanctioned by the President or in his absence by the Vice President, acting on his behalf.</p> <p>At the end of each year of office the Sub-Committees and Panels shall each forward to the Council a report of their proceedings during the preceding year of office, which report or a summary thereof, shall be incorporated in the report of President to the Annual General Meeting.</p> <p>Prior to the commencement of the financial year on 1st January, every Sub-Committee and Panel shall prepare a budget of their</p>

		proposed income and expenditure for the coming year for the approval of the Council.
Management of the Association	8.17	The day to day management of the Association shall be carried out by the four (4) designated Office Bearers on behalf of the Council. They may exercise all such powers of the Council, and do on behalf of the Council all such acts as may be exercised and done by the Association, and as such are not by the Constitution required to be exercised or done by the Association in General Meeting, subject nevertheless to the Constitution as may be amended by the Association in General Meeting from time to time, but no amendment made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such Constitution had not been made.
Common Seal	8.18	The Association shall have a Common Seal in which shall be in the custody of the Honorary Secretary. The Common Seal shall not be affixed to any certificate, deed or writing except on the prior authority of the Council and such authority shall be recorded in the Minutes of the Council Meeting. Such deed or writing shall, after the Seal has been affixed be signed by the President or the Chairman of the Meeting and by two (2) other members of the Council present and countersigned by the Honorary Secretary.
Donations	8.19	The Council shall be authorised to accept donations and subscriptions either in aid of Funds established by the Association or to defray expenses which may be incurred in carrying out special undertakings connected with the work of Association.
Publications	8.20	The Council may arrange for the publication in any manner which they may deem advisable of such statistics papers, documents and publications as may be considered by the Council to be likely to promote knowledge of the work, theory, law and practice relating to the building industry and professions allied thereto.
Prizes and Awards	8.21	The Council shall have the power to hold competitions awards prizes and scholarship.
Alliance with Other Bodies	8.22	<p>The Council may, upon receipt of a request to the effect from anybody with similar objects to those of the Association arrange for the union, alliance or incorporation of such body with the Association and may also, if they think fit, remit or reduce the entrance fees of the members of such body at the time of union or incorporation; provided that such union, alliance or incorporation shall be sanctioned by a Resolution at the Extraordinary General Meeting.</p> <p>The Association shall promote Cambodia Energy and Environment Leadership (CAMEEL), a rating system that is developed locally, holistically and with the participation of the local industry. It addresses Cambodia's challenges and is in compliance with Cambodia's</p>

		<p>building codes and By-Laws.</p> <p>The Association shall also act as a platform to moderate and promote other international rating tools and/or certification bodies to ensure relevance to Cambodia’s challenges and building codes and By-Laws.</p>
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Indemnity	8.23	<p>The Council Members and other officers for the time being of the Association and the trustees for the Association (if any) shall be indemnified out of funds of the Association against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona-fide execution of their respective office and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Association or otherwise in the execution of their respective office except such costs, losses and expenses as shall happen through their respective neglect, default or willful act and no Council Member or other officer or trustees shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other Council Member or officer or trustee or of any banker, broker, collector, agent or other person appointed by the Council or such trustee (as the case may be) with whom or into whose hands any property or monies of the Association may be deposited or come or for the insufficiency of any security or investment in or upon which any of the monies of the Association shall be invested by order of the Council or for any loss or damage which may happen in the execution of his office unless the same happen through his own neglect, default or willful act.</p>
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Disciplinary Powers of the Council	8.24	<p>The Council shall make regulations or By-Laws concerning the procedure by which any question of discipline is to be brought before the Council. The hearing and determination by the Council of any such question, the publication of any determination and any other matter with regard to the disciplinary procedure for which the Council considers necessary or desirable to make provision which regulations and such By-Laws shall provide for the rule against bias and that a member against whom a question of discipline has been raised shall have a right of hearing either in person or by counsel and shall be entitled to call a witness on his behalf and to examine and cross-examine any witness called before the Council or any Committee to which the Council may delegate its disciplinary powers.</p>
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Powers of the Disciplinary Committee		8.24.1	<p>Without prejudice to the generality of the power of the Council under this sub-paragraph By-Laws and the regulations may provide.</p> <ul style="list-style-type: none"> a) For the reference of any question of investigation and report to a Committee appointed by the Council b) That the power of the Council to decide and determine any question for investigation may be delegated to a Committee appointed by the Council; c) That account may be taken of any report from other disciplinary Committee and that any finding or fact
			<p>which is shown to have been made by this Committee shall be evidence of the fact found;</p> <ul style="list-style-type: none"> d) For the appointment and payment of legal counsel to act as assessor to the Council or any Committee to which the Council may delegate its disciplinary powers.
Decision to Reprimand, Suspend and Expel		8.24.2	Any decision of the Council to reprimand, suspend or expel a member shall be sent by the Honorary Secretary by registered post to the member concerned, and the decision shall take effect upon the day on which it is made.
Not Entitled to Exercise the Right of a Member		8.24.3	During the period of suspension, a member shall not be entitled to exercise or enjoy any right or privileges which is exercisable or enjoyable by a member.
Approval of the Council and the Appeal Committee		8.24.4	Decision of any disciplinary action should have the approval of the Council by a majority decision of four-fifth (4/5) of the Council Members present and voting or not less than half (1/2) of the total number of members of the Council whichever is the higher. In the event of an appeal by the member against whom disciplinary action has been approved, the Council shall appoint a Council of Appeal consisting of not less than three (3) persons none of whom shall be a current member of Council, and the decision of this Council of Appeal shall be final.

	9.0	DUTIES OF OFFICE BEARERS
President	9.1	The President shall be elected at the Annual General Meeting of the Association. No persons shall be elected to such office unless he has been a Council Member of the Association for a continuous period of three (3) years of which at least two (2) years was as an Office Bearer. The President shall not hold office for more than two (2) terms, where each term is two (2) years in succession at any one time. The President shall during the term of office, preside at all meetings of the Council and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Vice President or Honorary Treasurer, sign all cheques on behalf of the Association.
Immediate Past President	9.2	The Immediate Past President shall not hold office for more than four (4) years in succession at a time. As a member of the Council, he shall provide continuity to the Council.
Vice President	9.3	The Vice-President shall be elected at the Annual General Meeting of the Association. No person shall be elected to such office unless he has been a Council Member of the Association for a period of
		three (3) years. The Vice-President shall deputise for the President during the absence of President.
Honorary Secretary	9.4	The Honorary Secretary shall be elected at the Annual General Meeting of the Association. No person shall be elected to such office unless he has been a Council Member of the Association for a period of two (2) years. The Honorary Secretary shall conduct the business of the Association in accordance with its rules, and shall carry out the instructions of the Council. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records.
Honorary Treasurer	9.5	The Honorary Treasurer shall be elected at the Annual General Meeting of the Association. No person shall be elected to such office unless he has been a Council Member of the Association for a period of one (1) year. The Honorary Treasurer shall be responsible for the finance of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President or the Vice-President sign all cheques and authorise bank fund transfer on behalf of the Association. He shall keep a petty cash account of not more than RM500.00, and all excess monies shall be deposited in a bank agreed upon by the Council. The bank account shall be in the name of the Association.

	10.0	ASSOCIATION FINANCIAL PROVISIONS
Bank Account	10.1	All money belonging to the Association and not invested shall be deposited by the Council on account of and for the use of the Association with a Banker as the Council shall from time to time determine. Cheques and electronics payment authorisation on the Banker of Association, until otherwise from time to time resolved by the Council, shall be signed by any two (2) of the three (3) following officers; President, Vice-President and the Honorary Treasurer for the time being in force.
Annual Report and Accounts	10.2	The Council shall present a report on the state of the property and affairs of the Association to the Annual General Meeting, which report shall give an abstract of the proceedings during the preceding year ended 31 December, an account of the funds (including Income and Expenditure Account and Balance Sheet for the past year properly audited). A copy of the report shall be issued physically or electronically to every Member at least fourteen (14) days before the Annual General Meeting.
Accounts	10.3	The Council shall cause proper and sufficient accounts to be kept of the sums of money received and expended by the Council and the matter in respect of which such receipts and expenditure take place and the property, credits and liabilities of the Association and subject

		to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations then in force of the Association shall be opened to the inspection of the Members and once at least in every year, the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by a qualified Auditor.
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	11.0	ASSOCIATION AUDIT
Auditor	11.1	<p>The Auditor shall be elected to hold office for a period of one (1) year only and shall be eligible for re-election at the conclusion of his term of office. In the case of death or resignation, or the inability to perform his duties, the Council shall appoint another Auditor as replacement whose term of office shall be until the next Annual General Meeting of the year following.</p> <p>The Auditor shall be required to audit the accounts of the Association for the financial year, and to prepare a report or certificate of audit for the Annual General Meeting.</p>

	12.0	PROPERTY ADMINISTRATORS	
Investment of Monies	12.1	The Council shall, unless otherwise directed by any deed or trust, have power to invest any entrance fees, surplus income, funds, donations or endowment in any of the following investment:	
Loans or Securities of the Government		12.1.1	Loans or Securities of the Government
Bonds, Debentures, Stocks		12.1.2	Bonds, debentures, debenture stocks or mortgages or the fully paid guarantee or preference or ordinary stocks or shares ordinary preferred or deferred or other stocks or shares of any company
Mortgages		12.1.3	Mortgages, and other securities
Properties		12.1.4	Purchase of immovable property situated within Cambodia. Such investments shall be managed by Trustees appointed by the Council. The Council may from time to time direct the Trustees to alter or vary such investment for others of a nature hereby authorised. The trustees shall hold such investment upon trust to be dealt with and disposed of as the Council shall from time to time direct.
Own Subsidiaries		12.1.5	Set up a wholly-owned subsidiary company or companies registered under the Companies Act to undertake activities of the Association as may be directed by the Council. Such company/companies shall be managed by Directors appointed by the Council.
Monies Used for Promotion and Execution		12.1.6	All monies and profits accruing to the Association from participation in any business shall be applied solely towards the furtherance, promotion and execution of the objectives of the Association and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Association provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Association.

	13.0	DISSOLUTION
Dissolution	13.1	Upon any dissolution of the Association, whether voluntarily or by operation of any law, if there shall remain, after the satisfaction of all its legal debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association or any of them, but shall be given to some other institution or association having objects as nearly similar as possible to those of the Association. The Association shall be dissolved by at least three-fifth (3/5) of total voting membership at the General Meeting. Notice of the dissolution shall be sent to the relevant Authorities within fourteen (14) days.
	14.0	ESTABLISHMENT AND DISSOLUTION OF CHAPTERS
Formation of Chapter	14.1	The Council may at their discretion, and upon receipt of a request from a minimum number of thirty (30) Members, resident practicing or working in the area of the constituted Chapter, and upon a majority resolution being passed at the Annual General Meeting or Extraordinary General Meeting, create a local Chapter of the Association subject to the prior approval of the Registrar of Societies. The Council shall define the area of each Chapter when it is being constituted.
Dissolution of Chapter	14.2	The Chapter may be dissolved by a majority resolution passed at the Annual General Meeting or Extraordinary General Meeting of the Association.
	15.0	CHAPTERS' MEETINGS
Description of Chapter Meeting	15.1	The Chapter Meeting shall be as follows: a) Chapter Committee Meeting b) Chapter Annual General Meeting All Meetings can be conducted either physically or virtually or both concurrently.
Chapter Committee Meetings	15.2	The Chapter Committee Meetings shall be held and conducted as prescribed by the Chapter Committee from time to time.

Chapter Annual General Meeting	15.3	<p>The Chapter Annual General Meeting shall be held in the month of May each year, or as soon thereafter as practicable, provided that every such meeting shall be held not more than fifteen (15) months after holding the last preceding Chapter Annual General Meeting.</p> <p>The ordinary business of the Chapter Annual General Meeting shall be as follows:</p> <ul style="list-style-type: none"> a) to receive the Chapter Annual Report b) to receive, and if approved, to pass the Audited Chapter Account for the year ended on 31st December last preceding. c) to election of a Chapter Chairman. d) to election of a Chapter Vice-Chairman. e) to election of a Chapter Honorary Secretary. f) to election of a Chapter Honorary Treasurer. g) to election of not more than six (6) Chapter Committee Members. h) to elect an Auditor.
Notice of Chapter Annual General Meeting	15.4	<p>Not less than fourteen (14) days' notice of a Chapter Annual General Meeting specifying the place, date and time of the meeting, together with the audited Chapter Annual Account of the previous year. The accidental omission to give notice of a meeting or the non-receipt of such notice by any member shall not invalidate the proceeding held at the meeting.</p>
Quorum	15.5	<p>No business shall be transacted at any Chapter Annual General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes, the quorum of a Chapter Annual General Meeting formed by Professional, Corporate, Academic Members and Industry Partners of the Association shall be twice the total number of the Chapter Committee Members. (For example, if the Chapter consists of eleven (11) Chapter Committee then the quorum shall be twenty-two (22) voting Members)</p>
Adjournment of Dissolution	15.6	<p>If within thirty (30) minutes from the time appointed for the holding of a Chapter Annual General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case, it shall stand adjourned for the same place, time and day of the week following or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for holding the meeting, the members present shall be a quorum.</p>
Notice of Adjournment	15.7	<p>The Chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten (10) days or more, a notice of the adjourned meeting shall be given in the same manner as notice of an original</p>

		meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or the business to be transacted at the adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.	
Chairman	15.8	The Chapter Chairman shall preside at every Chapter Annual General Meetings. If at any time he shall not present within fifteen (15) minutes after the appointed time for holding of the Meeting, the Chapter Vice-Chairman, or in his absence a member of the Chapter chosen by the members present shall preside. If no member of the Chapter is present or if all the members of the Chapter decline to take the Chair, the members present shall choose one of their numbers to be Chairman.	
Mode of Deciding Resolution	15.9	At all Chapter General Meetings, a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book shall be conclusive evidence thereof, without proof of the number of proportion or the votes recorded in favour of, or against, such resolution.	
Right to Vote	15.10	At Chapter Annual General Meeting members of every category shall be entitled to be present and to take part in the discussions on any subject brought before the Meetings but only Professional, Corporate, Academic Members and Industry Partners shall be entitled to vote at such meetings provided always no Professional, Corporate, Academic Members or Industry Partners whose annual subscription remains unpaid shall be entitled to vote.	
Casting of Votes	15.11	In the case of an equality of votes, the Chairman of the meeting shall have a further, or casting vote.	
Method of Election of the Chapter Committee	15.12	The Chapter Honorary Secretary shall be responsible for the conduct of the election of the Chapter Committee in accordance with the Constitution and By-Laws.	
Notification to Nominate		15.12.1	Not less than twenty-one (21) days before the day appointed for the Chapter Annual General Meeting, the Chapter Honorary Secretary shall cause to be physically or electronically delivered to all Members, entitled to receive such notification to nominate a Chapter Chairman, Chapter Vice Chairman, Chapter Honorary Secretary, Chapter Honorary Treasurer and six (6) Chapter Committee Members.
Legitimacy of Nominees		15.12.2	The nominations and agreements in writing of the nominees shall be delivered to the Chapter Honorary

			Secretary to reach him not later than fifteen (15) days before the date of the Chapter Annual General Meeting. The nomination and agreement can be in the form of softcopy as long as it is legit.
List of Nominated Members		15.12.3	The Chapter Honorary Secretary shall prepare a list of nomination list for Chapter Chairman, Chapter Vice Chairman, Chapter Honorary Secretary, Chapter Honorary Treasurer and Chapter Committee Members and such list shall be sent physically or electronically to all Professional, Corporate, Academic Members and Industry Partners together with a notice convening the Chapter Annual General Meeting. The names of all candidates for election shall be printed in the same type and alphabetical order. Nominations from the floor will not be accepted at the Chapter Annual General Meeting.
Voting for Election		15.12.4	Voting for election shall be by show of hands or poll at the Chapter Annual General Meeting. The Chapter Honorary Secretary shall be responsible for counting the votes. The decision of the election, and on any matter relating thereto shall be final.
Recount if Equality of Votes		15.12.5	In the event of an equality of votes for any vacancy, there shall be one recount of the votes cast for the candidates having such equality. If after such recount, there is still an equality of votes for that vacancy, the election of the candidates so receiving such equality shall be by a vote by the Central Committee.
Elected Members to form the Chapter Committee		15.12.6	The members of the Chapter so elected together with the Immediate Past Chapter Chairman shall form the Chapter Committee which shall remain in office until the next Chapter Annual General Meeting.
	16.0	CHAPTER COMMITTEES	
The Chapter Committee	16.1	Each constituted Chapter of the Association shall have a Chapter Committee consisting of a Chapter Chairman, Chapter Immediate Past Chairman, Chapter Vice Chairman, Chapter Honorary Secretary, Chapter Honorary Treasurer and six (6) other Chapter Committee Members. Only Professional, Corporate and Academic Members of the Association practicing or working in the area of the constituted Chapter shall be eligible to be members of the above said Chapter.	
Chapter Committee Member	16.2	No person shall be elected to such office unless he has been a Member for a continuous period of at least one (1) year. Chapter	

		Committee Members shall carry out such duties as directed by the Chapter Officers.
Vacancies	16.3	The Chapter Committee shall have the power to fill any vacancies for Chapter Officers or Chapter Committee Members that may occur during its year of office provided that the nominee has been a Professional, Corporate or Academic Member of the Association for a continuous period of at least one (1) year.
Term of Office	16.4	The Chapter Committee shall remain in office until the elections are held at the following Chapter Annual General Meeting after which the incoming Chapter Committee shall take office.
Meetings and Quorum	16.5	The Chapter Committee shall meet at least once in each quarter of each year, but it shall be in their power to vary the frequency of meetings. Subject to these Rules, the Chapter may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. More than half (1/2) the number in the Chapter Committee present at a meeting shall form a quorum.
Notice of Meetings	16.6	Chapter Committee Meetings shall at any time be called by the Chapter Honorary Secretary at the request of the Chapter Chairman or the request of three (3) Chapter Committee Members by giving at least seven (7) days clear notice to the Chapter Committee.
Votes	16.7	Questions arising at any Chapter Committee Meeting shall be decided by a majority of votes except as otherwise provided for in these Rules. In case of an equality of votes, the Chairman shall have a further or casting vote.
Chairman of the Chapter Committee	16.8	The Chapter Chairman, or in his absence the Chapter Vice Chairman shall preside at all Chapter Committee Meeting. If at any meeting the Chapter Chairman or Chapter Vice Chairman is not present within fifteen (15) minutes after the time appointed for the Chapter Committee Meeting, those members present shall choose one among their number to be the Chairman.
Minutes of Proceedings	16.9	The Chapter Committee shall cause proper Minutes to be made of resolutions and proceedings of all the Chapter Committee Meeting and all business transacted at such meetings, whose Minutes, if purporting to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.
Powers of the Chapter	16.10	A meeting of members of the Chapter at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under this Constitution of the Association for the time being vested in the Council generally. All expenditure incurred shall have the approval of the Chapter.

Financial Year	16.11	The financial year of the Chapter shall commence on the 1st of January each year.
Vacation of Office by Chapter Officers and Chapter Committee Members	16.12	The office of any Chapter Officers and Chapter Committee Members of the Association is vacated forthwith if: <ul style="list-style-type: none"> a) he ceases to be a member of the Association. b) he has been absent from more than three (3) consecutive meetings of the Chapter Meetings without prior leave of absence. c) he resigns his office by notice in writing delivered to the Chapter. d) his membership has been terminated under section 4.7.
Chapter Sub-Committees and Panels	16.13	<p>The Chapter Committee shall have the power to appoint Chapter Sub-Committees and Panels and their Chairmen and Co-Chairmen for the purpose of dealing with special subjects connected with objects of the Association and Chapter. Minutes of meetings or reports of these Chapter Sub-Committees or Panels shall be submitted to the Chapter for consideration and information. A Chapter Sub-Committee or Panel may co-opt any person, with the approval of the Chapter, to serve on the Chapter Sub-Committee or Panel, if necessary.</p> <p>The Chapter Sub-Committees and Panels may conduct their correspondence and business respectively, but save as hereinafter provided they shall not take any public action nor any pecuniary responsibility unless previously authorised by the Chapter. In any case of emergency, they may take such public action as shall have been sanctioned by the Chapter Chairman or in his absence by the Chapter Vice Chairman, acting on his behalf.</p> <p>At the end of each year of office, the Chapter Sub-Committees and Panels shall each forward to the Chapter a report of their proceedings during the preceding year of office, which reports or a summary thereof, shall be incorporated in the report of Chapter Chairman to the Chapter Annual General Meeting.</p> <p>Prior to the commencement of the financial year on 1st January, every Chapter Sub-Committee and Panel shall prepare a budget of their proposed income and expenditure for the coming year for the approval of the Chapter.</p>
Management of the Chapter	16.14	The day to day management of the Chapter shall be carried out by the four (4) designated Chapter Officer on behalf of the Chapter Committee. They may exercise all such powers of the Chapter, and do on behalf of the Chapter all such acts as may be exercised and done by the Chapter.
Donations	16.15	The Chapter Committee shall be authorised to accept donations and subscriptions either in aid of Funds established by the Association or to defray expenses which may be incurred in carrying out special

		undertakings connected with the work of Association.
Indemnity	16.16	The Chapter Committee Member and other officers for the time being of the Chapter and the trustees for the Chapter (if any) shall be indemnified out of funds of the Chapter against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona-fide execution of their respective office and shall be reimbursed by the Chapter all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Chapter or otherwise in the execution of their respective office except such costs, losses and expenses as shall happen through their respective neglect, default or willful act and no Chapter Committee Member and other officers or trustees shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other Chapter Committee Member and other officers or trustee or of any banker, broker, collector, agent or other person appointed by the Chapter Committee or such trustee (as the case may be) with whom or into whose hands any property or monies of the Chapter may be deposited or come or for the insufficiency of any security or investment in or upon which any of the monies of the Chapter shall be invested by order of the Chapter or for any loss or damage which may happen in the execution of his office unless the same happen through his own neglect, default or willful act.
	17.0	DUTIES OF CHAPTERS OFFICERS
Chapter Chairman	17.1	The Chapter Chairman shall be elected at the Annual General Meeting of the Chapter. The Chapter Chairman shall not hold office for more than (2) terms, where each term is two (2) years in succession at any one time. The Chapter Chairman shall during the term of office, preside at all meetings of the Chapter Committee and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Chapter Vice Chairman or Chapter Honorary Treasurer, sign all cheques on behalf of the Chapter.
Immediate Past Chairman	17.2	The Immediate Past Chapter Chairman shall not hold office for more than four (4) years in succession at a time. As a member of the Chapter, he shall provide continuity to the Chapter.
Chapter Vice Chairman	17.3	The Chapter Vice Chairman shall be elected at the Chapter Annual General Meeting. The Chapter Vice Chairman shall deputise for the Chapter Chairman during the absence of Chapter Chairman.

Chapter Honorary Secretary	17.4	<p>The Chapter Honorary Secretary shall be elected at the Chapter Annual General Meeting. The Chapter Honorary Secretary shall conduct the business of the Chapter in accordance with its rules and shall carry out the instructions of the Chapter. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records of the Chapter which shall be made available on demand to the Chapter. He shall take down and circulate Minutes of the Chapter Committee Meeting and shall remit a copy of the Minutes of such meeting to the Honorary Secretary of the Association not later than seven (7) days after each meeting.</p> <p>In consultation with the other Chapter Committee Members he shall prepare the Chapter Annual Report which shall be circulated to all Chapter members and shall remit a copy in hardcopy or softcopy to the Honorary Secretary of the Association who shall present them at the next meeting of the Council of the Association.</p>
Chapter Honorary Treasurer	17.5	<p>The Chapter Honorary Treasurer shall be elected at the Chapter Annual General Meeting of the Chapter. The Chapter Honorary Treasurer shall be responsible for the finance of the Chapter. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the Chapter Chairman or the Chapter Vice Chairman sign all cheques and authorise bank fund transfer on behalf of the Chapter. He shall keep a petty cash account of not more than RM500.00, and all excess monies shall be deposited in a bank agreed upon by the Chapter. The bank account shall be in the name of the Chapter. He shall prepare the Chapter Annual Accounts which after audit shall be circulated to all Chapter members together with the Chapter Annual Report and shall remit a copy in hardcopy or softcopy to the Honorary Treasurer of the Association.</p> <p>In conjunction with the Chapter Chairman he shall operate the bank account, if any, of the Chapter, and shall be personally responsible for all monies and other property of the Chapter which pass through his hands. He shall maintain a register of names and addresses of Chapter members and shall inform the Honorary Secretary of the Association of all changes therein.</p>
	18.0	CHAPTERS FINANCE PROVISION AND AUDIT
Chapter Bank Account	18.1	<p>All money belonging to the Chapter and not invested shall be deposited by the Chapter Committee on account of and for the use of the Chapter with a Banker as the Chapter Committee shall from time to time determine. Cheques and electronics payment authorisation on the Banker of Chapter, until otherwise from time to time resolved by the Chapter Committee, shall be signed by any two (2) of the three (3) following officers; Chapter Chairman, Chapter</p>

		Vice Chairman and the Chapter Honorary Treasurer for the time being in force.	
Chapter Annual Report and Accounts	18.2	The Chapter Committee shall present a report on the state of the property and affairs of the Chapter to the Chapter Annual General Meeting, which report shall give an abstract of the proceedings during the preceding year ended 31 December, an account of the funds (including Income and Expenditure Account and Balance Sheet for the past year properly audited). A copy of the report shall be issued physically or electronically to every Chapter Member at least fourteen (14) days before the Chapter Annual General Meeting.	
Chapter Accounts	18.3	The Chapter Committee shall cause proper and sufficient accounts to be kept of the sums of money received and expended by the Chapter Committee and the matter in respect of which such receipts and expenditure take place and the property, credits and liabilities of the Chapter and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations then in force of the Chapter shall be opened to the inspection of the Chapter Members and once at least in every year, the accounts of the Chapter shall be examined and the correctness of the Balance Sheet ascertained by a qualified Auditor.	
Chapter Auditor	18.4	<p>The Chapter Auditor shall be elected to hold office for a period of one (1) year only and shall be eligible for re-election at the conclusion of his term of office. In the case of death or resignation, or the inability to perform his duties, the Chapter shall appoint another Auditor as replacement whose term of office shall be until the next Chapter Annual General Meeting of the year following.</p> <p>The Chapter Auditor shall be required to audit the accounts of the Chapter for the financial year, and to prepare a report or certificate of audit for the Chapter Annual General Meeting.</p>	
	19.0	AMENDMENTS OF RULES	
	19.1	Amendment to the Constitution	
Rules to Amend the Constitution		19.1.1	This Constitution may not be amended or altered except by the concurring vote of not less than two-thirds (2/3) of the total voting membership of the Members present at the meeting on the day of the General Meeting. No proposal to amend or alter the Constitution shall be considered unless it has been submitted in writing to the Council at least four (4) weeks before the day of the meeting.

			Such alteration and amendment shall be submitted to the Registrar of Societies within sixty (60) days of the General Meeting.
Effective Date of Amendment		19.1.2	Such alterations or amendments shall take effect from the date of their approval by the Registrar of Societies.
	20.0	INTERPRETATION	
	20.1	Interpretation of the Constitution	
Council Interpretation		20.1.1	Between Annual General Meetings, the Council shall interpret the Constitution of the Association and where necessary, determine any point on which the Constitution is silent.
Contrary or Inconsistencies with Policy		20.1.2	Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting, the decisions of the Council shall be binding on all members of the Association unless and until countermanded by a resolution of a General Meeting.
Words Importing the Masculine Gender and Singular		20.1.3	Unless specified, words importing the masculine gender shall import the feminine and neuter genders and vice versa, and words importing the singular shall import the plural and vice versa.
Others Interpretation	20.2	a) In this Constitution, unless there be something in the subject, or context inconsistent therewith; b) The Association shall mean the Cambodia Green Building Council c) CAMGBC shall mean Cambodia Green Building Council d) The Constitution shall mean the Constitution of the Association e) The By-Laws shall mean the By-Laws of the Association for the time being force f) The Council shall mean the Central Committee of the Association g) The Chapter Committee shall mean the Chapter of the Association h) Member (with capital M) shall mean Professional, Corporate, Academic Members or Industry Partners with voting rights i) MCAMGBC shall mean Member Cambodia Green Building Council. j) Cambodia shall mean the territory covered under the Cambodian Constitution.	