

Procedures for the Conduct of Business for the APNIC Executive Council

Adopted by the EC as of 21 November 2007

The procedures relating to the conduct of the APNIC Executive Council, together with the delegation of powers, functions and authorities to the Executive Council, are defined in the APNIC By-Laws. This document contains additional procedures relating to the conduct of activities undertaken by the Executive Council.

Notwithstanding any provisions contained here, these procedures are subject to the provisions of the APNIC By-Laws, the APNIC Articles of Association, the APNIC Memorandum of Association, and the powers of the corporation and its directors, other officers and members.

1. Meeting Conduct

All meetings of the Executive Council shall be conducted according to **Roberts Rules of Order**.

2. Confidentiality

All Executive Council members shall sign a binding non-disclosure agreement with APNIC. Failure to do so shall affect the ability of the member to view certain documents and reports that relate to the status and activities of individual APNIC members.

All proceedings of Executive Council meetings, and all correspondence among the Executive Council, are strictly confidential, except where explicitly allowed for under these procedures or under the provisions of the APNIC By Laws or applicable law.

Executive Council members must not share information or material divulged to them in their role as members of the Executive Council, in whole or in part, with any other persons or parties.

Executive Council meetings are not to be recorded in any form except by the designated minute taker, and access to telephonic meetings shall not be granted to any other person except with notice to, and consent of, the meeting.

Executive Council members are elected and serve in their individual capacities. These confidentiality provisions apply to all Executive Council members individually.

3. Notice of Meetings

Regular meetings of the Executive Council shall be scheduled by the Chair of the Executive Council with at least 2 weeks notice to all Executive Council members. Extraordinary meetings may be proposed by any Executive Council member and held at any time, by unanimous consent of all Executive Council members.

Due notice of regular meetings shall consist of notification via the Executive Council's mailing list and notification posted on the Executive Council's web page.

4. Agenda Items for Meetings

Any Executive Council member may request that an item to be included in the agenda. Items from other sources may be included at the discretion of the Chair of the Executive Council.

Where an Executive Council decision is requested, a written proposal must be supplied, either on paper or electronically.

Agenda items, and documents for inclusion in those items, must be in the hands of the Executive Secretary of the Executive Council at least 10 days prior to the meetings. Agenda items and documents received after that date will only be included at the discretion of the Chair of the Executive Council, and with the consent of all those Executive Council members present at the meeting.

The agenda and documents of a meeting will be made available to all Executive Council members one week prior to the meeting.

The agenda of Executive Council meetings will contain the following standing items:

- Roll Call
- Minutes of last meeting and matters arising
- Finance Report
- Director General's Report
- Items submitted by Council Members

5. The Chairman of the Meeting

The Chairman of the meeting will be the Chairman of the Executive Council, or in his absence the Secretary of the Executive Council or in their absence the Treasurer of the Executive Council, or in their absence the Director General.

6. Executive Secretary

An Executive Secretary for the Executive Council shall be appointed by the Director General of APNIC from time to time.

The responsibilities of the Executive Secretary include:

- preparation of agenda and materials for Executive Council meetings,
- recording of minutes of Executive Council meetings,
- tracking of actions arising from meetings, and
- other activities as required to ensure smooth operations of the Executive Council, under delegation from the Secretary of the Executive Council.

7. Minutes of Meetings

All meetings and proceedings are to be held with a designated minute taker present. The designated minute taker is the Executive Secretary of the Executive Council, or, in his absence, a member of the Secretariat as nominated by the Director General.

Minutes will normally consist of a record of the agenda, the documents of the meeting, a summary of each item considered, and a record of the decisions taken by the Executive Council. The minutes will contain an action list with names responsible for the actions.

The Executive Secretary shall produce minutes of a meeting as soon after the meeting as possible. The minutes shall be circulated electronically to the Council members for review. Normally, this circulation should take place no later than two weeks after the meeting. The minutes will be approved at the subsequent Executive Council meeting, and published thereafter.

8. Publication of Minutes and Papers of Meetings

All minutes and all meeting documents will be catalogued and held electronically. All minutes and meeting documents, except those deemed to be confidential by the Executive Council, and except those that relate to the status or activities of individual APNIC members or individual clients of APNIC's

services, will be published in accordance with these procedures as the record of the Executive Council's actions.

9. Exclusion

No items of Executive Council business shall be conducted in a manner that deliberately excludes any member of the Executive Council from being present, or excludes the presence of the designated minute taker.

10. Declaration of Conflict of interest

All elected members of the Executive Council serve on the Executive Council in their personal capacity and shall act in the best interests of the APNIC membership and not the member organization to which that individual belongs.

Any Executive Council member may declare a conflict of interest in the consideration of an item of business for the Executive Council.

Council Members declaring a conflict of interest will excuse themselves from the discussion of the item and abstain from the vote on any motion related to the item. The Member's declaration of conflict of interest and the abstinence from any vote will be recorded in the minutes of the Executive Council meeting.

11. Voting Procedure at the Meeting

Unless stipulated in the APNIC By Laws or other binding documents, an Executive Council vote shall be considered to have passed if a majority of the members of the Executive Council present at the meeting vote in favour of the motion. In the event of a tied vote the Chairman of the Meeting shall exercise the casting vote.

All majority votes shall be undertaken by affirmation. Any member may request the Chairman of the Meeting to perform a vote according to a roll call procedure.

All other votes shall be performed according to a roll call procedure.

The Executive Secretary shall conduct all roll call procedure votes. In a roll call vote each member shall respond when their name is called, indicating that they support or oppose the motion, or that they choose to abstain from the vote.

12. Electronic Voting Procedure

Any member of the Executive Council may submit a proposal to the Executive Secretary for electronic voting.

The Executive Secretary shall circulate the proposal to the Executive Council via the Council's email list, with a copy posted to the Executive Council's web page. A time limit for the discussion period of one week will commence as of the circulation of the proposal to the Executive Council.

At the expiration of the discussion period, the Executive Secretary shall call for an electronic vote with a dead-line for voting of one week. Votes must be sent to the Executive Council email list so that all Executive Council members can audit the outcome.

For an electronic vote to be valid, the votes of the majority of the members of the Executive Council must be received by the dead-line for voting.

The electronic voting options are: Yes / No / Abstention / Veto.

Any Executive Council member who fails to respond will be deemed as having abstained from the vote.

Up to the time of the completion of voting any member may change their vote, including a veto.

The “Veto” option is to be selected by an Executive Council member if they are of the view that the issue has not been vetted to their satisfaction and therefore wishes to reopen discussion.

At the dead-line of voting, if a “Veto” vote option has been cast then the process reverts to the consideration stage or is referred to an in-person (face-face or telephonic) meeting, at the proposer's discretion.

A proposal is accepted if the majority of the members give a positive vote and no “Veto” is recorded. For decisions where a larger majority is required by the APNIC By-Laws or other binding documents, that rule will prevail.

Upon resolution of an electronic vote (closure or referral to an in-person meeting), the Executive Secretary will state the issue and the result for recording in the relevant minutes.

13. Reporting to the APNIC Membership

As part of the Executive Council's report to the APNIC AGM, the Executive Secretary shall prepare a report to the APNIC members, indicating for each membership-elected member of the Executive Council:

- the record of Executive Council meeting attendance for each member of the Council;
- the record of trips and meetings attended as a representative of APNIC and the total amount funded by APNIC for these activities; and
- whether the Executive Council member has executed a non-disclosure agreement with APNIC.

14. Provision of Documents, Analysis and Research by the Secretariat

The Secretariat shall provide to the Executive Council the accounts and records as necessary to reflect the current financial position of APNIC. These accounts and records shall be presented in the Finance Report standing agenda item.

Any additional requests for documents, analysis, or reports shall be made by resolution of the Executive Council and be passed to the Executive Secretary for response by the Secretariat. The Executive Secretary shall acknowledge the request and provide an initial estimate of when the response material will be circulated to the Executive Council.

All provided material will be circulated to all members of the Executive Council, except in the case that the member has failed to execute a binding non-disclosure agreement with APNIC and the information to be circulated includes confidential information relating to individual member activities or status.

15. Election of Officers of the Executive Council

The Executive Council holds an internal election to select a Chairman, Treasurer, and Secretary for the calendar year. This election is held at the Board's first regularly scheduled meeting following the membership election of council members at the APNIC Annual General Meeting.

Each officer shall be elected for a one-year renewable term by the affirmative vote of at least a majority of the members of the Executive Council then in office. An individual may not hold more than one office.

The Director-General, as the only non-elected Executive Council member, chairs the first Council meeting following the AGM until the Chairman is elected.

The Director-General asks for candidates to run for Chairman of the Executive Council. The Director-General holds a roll call vote for each candidate and declares the winner. While no candidate achieves a majority vote then candidate with the least votes is removed from the slate and the voting procedure is repeated. The Chairman takes office immediately upon election.

The newly elected Chairman chairs the remainder of the meeting, including the selection of the Secretary and Treasurer.

The Chairman asks for candidates for Secretary and Treasurer. The Chairman then holds a vote for each office according to the procedure used to elect the Chairman.

16. SubCommittees of the Executive Council

All subcommittees formed by the Executive Council shall be constituted with a defined life time, at the expiration of which the subcommittee shall be extended for a further defined period or wound up, at the discretion of the Executive Committee.

All subcommittees formed by the Executive Committee shall have a charter to describe its role, and any delegated powers and authorities, and a membership.

All subcommittees formed by the Executive Council shall adhere to these procedures for the conduct of their business.

Appendix A. The Role of Executive Council

The role of the Executive Council is described in the APNIC By-Laws. The provisions of the By-Laws as they relate to the powers and functions of the Executive Council are summarized here, with a reference to the paragraph of the APNIC By-Laws that describes this role.

This appendix to the Executive Council procedures does not form part of the Executive Council Procedures.

A.1 Composition of the Executive Council

The Executive Council consists of seven members elected at Annual General Meetings of Members, and the Director General who is an ex-officio member of the Council

- Executive Council members are elected by the Members at the Annual General Meeting of the Members for a two year term [para 31, para 32]
- Only one individual per Member organisation may be elected to sit on the Executive Council. [para 35]
- Casual vacancies on the Executive Council may be filled by individuals appointed by the Executive Council, who shall serve on the Executive Council until the next Annual General Meeting of Members. [para 42]
- Executive Council members may be removed from office by a 2/3 majority vote of the members [para 25]
- The Director General serves as a member of the Executive Council by virtue of his office [para 54i]

A.2 Roles and Responsibilities of the Executive Council

The delegations of functions, powers and authority within the overall structure of APNIC is derived by a sequence of delegations from the Director to APNIC Pty Ltd to the APNIC Membership (the "Special Committee") to the Executive Committee (a subcommittee of the Special Committee), and, in a number of cases, to the Director General. The Executive Committee is responsible to the APNIC Membership by virtue of this delegation from the Membership, and to APNIC Pty Ltd by virtue of their effective role as an Officer of APNIC Pty Ltd.

- Executive Council members shall serve on the Executive Council in their personal capacity and shall act in the best interests of the APNIC membership and not the Member organisation to which that individual belongs. [para 35]

The Executive Council has the following roles and responsibilities:

- To be responsible to the Members to grant membership to qualified entities under the terms of the By-Laws, and delegate the authority to undertake this function to the Director General [para 4, para 54b]
- Set membership dues from time to time [para 4]
- Report to APNIC Members on the activities of APNIC [para 5b]
- Fix the place and time of Annual General Member meetings [para 6]
- Call Special Meetings of Members at a nominated place, date and time [para 7]

- The Chair of the Executive Council chairs Member meetings [para 11]
- To be responsible to the Members to count member votes, and may for this purpose appoint 2 or more persons to serve as tellers [para 13]
- To act on behalf of the Members in the interval between Annual General Member meetings, within the limits of the powers delegated to it by the Members [para 30a]
- To be responsible to the Members, and to provide direction to the Director General in the delegation of management of the activities, functions and affairs of APNIC and the corporation to the Director General [para 30b, para 54b]
- To be responsible to the Members, and to provide the authority to the Director General to exercise all such powers and do all such acts or things as may be required to be exercised or done by the corporation or the directors of the corporation, subject to the provisions of the Memorandum and Articles of Association of the corporation and to such requirements as may be prescribed by a resolution of the directors of the corporation [para 30c, para 54c]
- To be responsible to the Members, and to delegate to the Director General the authority to take all steps to facilitate and implement the decisions of the Members at Annual General Meetings and, where appropriate, of the decisions of other meetings of APNIC [para 30d, para 54e]
- To be responsible to the Members, and to delegate to the Director General the responsibility to consider broad Internet policy issues in order to ensure that APNIC's policies and strategies fully respond to the constantly changing Internet environment [para 30e, para 54e]
- To be responsible to the Members, and to delegate to the Director General the responsibility to ensure the efficient coordination of the work of APNIC [para 30f, para 54g]
- To establish the basis for the budget of APNIC and determine, in the light of the decisions taken by the Members on the reports referred to in paragraph 5(b) of the By-Laws, a ceiling for the expenditure of APNIC until the next AGM after considering all relevant aspects of the work of APNIC in that period [para 30g]
- To delegate the authority to the Director General to provide any general directives dealing with the staffing of APNIC and to delegate the authority to fix the basic salaries, the salary scales and the system of allowances and pensions for all employees of APNIC [para 30h, para 54d]
- Reduce or waive fees for 'deserving organisations' [para 37]
- Request an audit on any or all aspects of the operation of the Secretariat [para 37]
- To be responsible to the members and the delegate to the Director General the responsibility to keep minutes of all meetings of the Executive Council, and keep a record of resolutions passed by the Executive Council [para 49a, para 49b]
- To be responsible to the members and the delegate to the Director General the responsibility to keep minutes of all meetings of the Members, and keep a record of resolutions passed by Members [para 49a, para 49b]
- To be responsible to the members and the delegate to the Director General the responsibility to keep such accounts and records as are necessary or desirable in order to reflect the financial position of APNIC and the corporation [para 49c]
- To elect the Director General [para 30i]
- By a 3/5 majority vote remove the Director-General [para 36]

A.3 Executive Council Decisions

- Decisions of the Executive Council shall be made by a majority vote of the members of the Executive Council present at a meeting [para 36]
- A decision of the Executive Council to remove the Director-General shall be made by a 3/5 majority vote of the Executive Council [para 36]