

Notice of Special Meeting of APNIC Members

Executive Council of APNIC

Dear Member,

Notice is given that a Special Meeting of the Members of APNIC will take place, pursuant to by-law 7 of the APNIC By-laws, as follows.

The meeting will be held on Thursday, 14 September 2023 at 14: 30 (UTC +9) at the International Conference Centre, Kyoto (ICC Kyoto), Japan. Members may also attend the meeting via Zoom by registering for APNIC 56 through the conference website (<https://conference.apnic.net/56/>).

APNIC encourages Members to monitor the APNIC 56 website for updates (if any) after issuing this notice.

Members will be able to participate in the meeting online, by proxy, or in-person. Members will be able to vote on the resolutions being put forward by casting their vote directly through MyAPNIC. Members may also appoint a proxy through MyAPNIC. No in-person voting will be permitted.

Resolutions are below, however if you wish to view it online, visit bylaws.apnic.net.

Business of meeting

APNIC will conduct its ordinary business during this meeting, where APNIC's budgets and reports are presented to the community, and questions and feedback to both the EC and APNIC Secretariat are encouraged. NRO NC election results will also be announced during this meeting.

Members of APNIC are asked to consider and vote on the resolutions set out below. A document outlining the proposed amendments to the APNIC By-laws is attached.

For these resolutions to successfully pass, they will require an affirmative vote of two-thirds (2/3) of the votes cast pursuant to by-law 83.

1. Resolution 1

A resolution to introduce new eligibility criteria for nominees in Executive Council elections.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by inserting the following new clauses 34A and 34B:

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| <p>34A. To be eligible to be nominated and to stand for election to the Executive Council, an individual must:</p> <ul style="list-style-type: none">a. principally and ordinarily reside, and maintain a primary residence, in an economy (having its own officially-assigned code under ISO 3166) within the Asia Pacific region serviced by APNIC;b. be eligible to be appointed as a director of a corporation under the laws of the Commonwealth of Australia;c. be registered for and attend (whether in person or online) the meeting at which the Executive Council election will be held, provided the individual has joined the meeting prior to the announcement of the election results, other than where the individual has been granted leave by the Executive Council or its delegate not to attend due to unexpected circumstances beyond their control; |
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- d. have registered and attended (whether in person or online), at least three of the immediate past seven APNIC conferences prior to the meeting at which the Executive Council election is held; and
 - e. submit a declaration that they:
 - (i) agree to abide by these by-laws and the rules governing the relevant election; and
 - (ii) satisfy all eligibility requirements to be nominated and to stand for election to the Executive Council,which if later found to be false or misleading will result in their election being deemed invalid and their term coming to an immediate end.
- 34B. For the purpose of by-law 34A(b), if an Executive Council member at any time becomes ineligible to serve as a director of a corporation under the laws of the Commonwealth of Australia, their term as an Executive Council member will immediately end.

2. Resolution 2

A resolution to preserve the independence and geographic representation of the Executive Council.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by inserting the following new clauses 34C, 34D, and 34E:

- 34C. The following individuals are not eligible to be nominated nor stand for election to the Executive Council:
 - a. an employee of APNIC or any of its related bodies corporate;
 - b. an individual who is currently serving in another community-elected APNIC position, unless that individual agrees as a condition of their nomination that they will resign from such other community-elected position as soon as practicable if elected to the Executive Council; or
 - c. an individual who is currently employed by, or serving on the board (or an equivalent governing body) of, another Regional Internet Registry or ICANN (Internet Corporation for Assigned Names and Numbers).
- 34D. Not more than one individual who principally and ordinarily resides, and maintains a primary residence, in an economy (having its own officially-assigned code under ISO 3166) within the Asia Pacific region serviced by APNIC may be elected in the same year.
- 34E. For the purpose of by-law 34D, where multiple individuals who principally and ordinarily reside, and maintain a primary residence, in the same economy receive sufficient votes to be elected in the same year:
 - a. the individual with the highest votes will be declared elected; and
 - b. the other individual(s) with the lower votes will be deemed ineligible and excluded.

3. Resolution 3

A resolution to prevent individuals involved in litigation against APNIC from being nominees in Executive Council elections.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by inserting the following new clause to be numbered 34F:

34F. An individual who is involved in current litigation or proceeding against APNIC in a court or tribunal (or equivalent) anywhere in the world (or, where the litigant party is an organisation, an individual who is a director, controlling shareholder, or employee of such organisation or its related bodies corporate), except where such litigation or proceeding was commenced by APNIC, is not eligible to be nominated nor stand for election to the Executive Council.

4. Resolution 4

A resolution to limit the control one organisation (or corporate group) can have on the Executive Council.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by deleting the following words from clause 35:

“Only one individual per Member organisation may be elected to sit on the Executive Council.”

and inserting the following new clauses 35A and 35B:

35A. Not more than one individual who has an association with any organisation within a Corporate Group may be elected to the Executive Council at any time. This by-law 35A does not apply to individuals who only have an association with an Exempt Organisation.

35B. For the purpose of by-law 35A:

- a. “has an association with” means being a director or controlling shareholder of, or being employed by, or having a consulting relationship with, or receiving material compensation from, such organisation.
- b. “Corporate Group” means an organisation (whether incorporated or not), together with all other bodies corporate with the same ultimate beneficial owner, and all their related bodies corporate.
- c. “Exempt Organisation” means:
 - (i) APNIC or any of its related bodies corporate;
 - (ii) an organisation or a community body that operates on a not-for-profit basis, and either:
 - 1. performs a role of Internet coordination, operations, or governance, the name of which is specified by the Executive Council and published by APNIC on its website from time to time; or
 - 2. performs a function that is wholly unrelated to APNIC’s activities (for example: sporting clubs or academic clubs, etc.).

- d. Where multiple individuals who have an association with the same Corporate Group receive sufficient votes to be elected in the same year:
 - (i) the individual with the highest votes will be declared elected; and
 - (ii) the other individual(s) with the lower votes will be deemed ineligible and excluded.

5. Resolution 5

A resolution to introduce a new independent body, the Electoral Committee, to have oversight of nominee eligibility and conduct in Executive Council elections.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by inserting the following new clause to be numbered 35C:

35C. Electoral Committee

- a. The Executive Council must establish an Electoral Committee to oversee the nominations and nominee conduct during each Executive Council election.
- b. The Electoral Committee:
 - (i) is a sub-committee of the Executive Council;
 - (ii) will be appointed by the Executive Council and will consist of at least three and not more than seven members;
 - (iii) has the power to determine the eligibility of each nominee in the relevant election, and to exclude a nominee from the relevant election due to their ineligibility;
 - (iv) has the power to establish and enforce a Code of Conduct for nominees, and the power to exclude a nominee from the relevant election for non-compliance with the Code of Conduct;
 - (v) with respect to sub-clauses (iii) and (iv) of this by-law 35C(b), has the power to exclude a nominee from the relevant election following the announcement of the election results in circumstances where the state of affairs giving rise to such ineligibility or non-compliance with the Code of Conduct existed prior to the announcement of the election results;
 - (vi) may, with the consent of the Executive Council, delegate any of its powers or functions to an independent organisation as it considers reasonably appropriate; and
 - (vii) will be provided with administrative and legal support by APNIC.
- c. All nominees for the Executive Council must agree as a condition of their nomination to:
 - (i) waive any and all claims the nominee may have against the Electoral Committee or its members in relation to the actions of the Electoral Committee, other than in circumstances where the Electoral Committee has acted in bad faith; and

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| (ii) submit to the decisions of the Electoral Committee, which will be final and binding. |
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Notes to the notice of Special Meeting

1. Voting duration

Voting on the resolutions will occur exclusively online through the MyAPNIC portal and be open for a voting period commencing on Thursday, 31 August 2023 at 14:00 (UTC +10) and ending on Thursday, 14 September 2023 at 14:30 (UTC +9), with the results announced during the Special Meeting of Members.

Members can discuss the proposed resolutions via the apnic-talk mailing list (<https://orbit.apnic.net/hyperkitty/list/apnic-talk@lists.apnic.net/>).

2. Proxy voting

Proxy appointment opens on Thursday, 31 August 2023 at 14.00pm (UTC+10) and closes on Tuesday, 12 September 2023 at 14:30 (UTC +9).

Validly appointed proxies will be able to cast their votes from 09:30 to 14:30 (UTC +9) on 14 September 2023. Proxies may be appointed via MyAPNIC.

3. Technical difficulties

The voting period is open for 14 days prior the Special Meeting. Members are encouraged to vote early during the voting period in case of any technical difficulties they may experience in participating.

For more information on voting on the proposed by-laws amendments, including FAQs and how to seek further assistance, please visit <https://bylaws.apnic.net>.

Yours faithfully,

Kenny Huang
Chair of the APNIC Executive Council

Attachments

Attachment A Supporting information

Attachment A

Supporting information

Resolution 1

Current provision	Proposed change
<p><i>(New provision)</i></p>	<p>34A. To be eligible to be nominated and to stand for election to the Executive Council, an individual must:</p> <ul style="list-style-type: none">a. principally and ordinarily reside, and maintain a primary residence, in an economy (having its own officially-assigned code under ISO 3166) within the Asia Pacific region serviced by APNIC;b. be eligible to be appointed as a director of a corporation under the laws of the Commonwealth of Australia;c. be registered for and attend (whether in person or online) the meeting at which the Executive Council election will be held, provided the individual has joined the meeting prior to the announcement of the election results, other than where the individual has been granted leave by the Executive Council or its delegate not to attend due to unexpected circumstances beyond their control;d. have registered and attended (whether in person or online), at least three of the immediate past seven APNIC conferences prior to the meeting at which the Executive Council election is held; ande. submit a declaration that they:<ul style="list-style-type: none">(i) agree to abide by these by-laws and the rules governing the relevant election; and(ii) satisfy all eligibility requirements to be nominated and to stand for election to the Executive Council,which if later found to be false or misleading will result in their election being deemed invalid and their term coming to an immediate end. <p>34B. For the purpose of by-law 34A(b), if an Executive Council member at any time becomes ineligible to serve as a director of a</p>

	corporation under the laws of the Commonwealth of Australia, their term as an Executive Council member will immediately end.
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Justification

These amendments would set eligibility requirements for nominees in Executive Council elections, including the legal requirements for company directors under Australian law, as well as ensuring that Executive Council nominees live in the APNIC region and have a connection to the community through attendance at APNIC conferences (either online or in-person).

Nominees would also be required to declare that they meet the eligibility criteria set out in the by-laws. If the nominee is elected and their declaration is later found to be false or misleading, the nominee would be automatically removed from the Executive Council.

Resolution 2

Current provision	Proposed change
<p><i>(New provision)</i></p>	<p>34C. The following individuals are not eligible to be nominated nor stand for election to the Executive Council:</p> <ul style="list-style-type: none"> a. an employee of APNIC or any of its related bodies corporate; b. an individual who is currently serving in another community-elected APNIC position, unless that individual agrees as a condition of their nomination that they will resign from such other community-elected position as soon as practicable if elected to the Executive Council; or c. an individual who is currently employed by, or serving on the board (or an equivalent governing body) of, another Regional Internet Registry or ICANN (Internet Corporation for Assigned Names and Numbers). <p>34D. Not more than one individual who principally and ordinarily resides, and maintains a primary residence, in an economy (having its own officially-assigned code under ISO 3166) within the Asia Pacific region serviced by APNIC may be elected in the same year.</p> <p>34E. For the purpose of by-law 34D, where multiple individuals who principally and ordinarily reside, and maintain a primary residence, in the same economy receive sufficient votes to be elected in the same year:</p> <ul style="list-style-type: none"> a. the individual with the highest votes will be declared elected; and b. the other individual(s) with the lower votes will be deemed ineligible and excluded.
<p>Justification</p> <p>These amendments would help preserve the independence of the APNIC Executive Council and the Secretariat by preventing employees from APNIC or APNIC Foundation, as well as employees or board members from other RIRs or ICANN, from being nominees in an Executive Council election.</p> <p>These amendments would also make the By-laws consistent with the APNIC SIG Guidelines by preventing other community elected leaders (such as SIG Chairs) from being nominees in an Executive Council election, unless they agree to resign from their other position if elected.</p> <p>These amendments would limit the possibility that the Executive Council could be controlled by one economy by limiting the number of elected Executive Council members from an economy to one per year, meaning there could be no more than two elected Executive Council members from one economy serving at the same time.</p>	

Resolution 3

Current provision	Proposed change
<i>(New provision)</i>	34F. An individual who is involved in current litigation or proceeding against APNIC in a court or tribunal (or equivalent) anywhere in the world (or, where the litigant party is an organisation, an individual who is a director, controlling shareholder, or employee of such organisation or its related bodies corporate), except where such litigation or proceeding was commenced by APNIC, is not eligible to be nominated nor stand for election to the Executive Council.
Justification This amendment would prevent a person (either personally or through a company they are a director, controlling shareholder, or employee of) who is currently involved in litigation against APNIC from being a nominee in an Executive Council election. This would only include litigation commenced against APNIC – it does not include litigation commenced by APNIC.	

Resolution 4

Current provision	Proposed change
<p>35. 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. Only one individual per Member organisation may be elected to sit on the Executive Council.</p>	<p>35. 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. Only one individual per Member organisation may be elected to sit on the Executive Council.</p> <p>35A. Not more than one individual who has an association with any organisation within a Corporate Group may be elected to the Executive Council at any time. This by-law 35A does not apply to individuals who only have an association with an Exempt Organisation.</p> <p>35B. For the purpose of by-law 35A:</p> <ul style="list-style-type: none"> a. “has an association with” means being a director or controlling shareholder of, or being employed by, or having a consulting relationship with, or receiving material compensation from, such organisation. b. “Corporate Group” means an organisation (whether incorporated or not), together with all other bodies corporate with the same ultimate beneficial owner, and all their related bodies corporate. c. “Exempt Organisation” means: <ul style="list-style-type: none"> (i) APNIC or any of its related bodies corporate; (ii) an organisation or a community body that operates on a not-for-profit basis, and either: <ul style="list-style-type: none"> 1. performs a role of Internet coordination, operations, or governance, the name of which is specified by the Executive Council and published by APNIC on its website from time to time; or 2. performs a function that is wholly unrelated to APNIC’s activities (for example: sporting clubs or academic clubs, etc.). d. Where multiple individuals who have an association with the same Corporate Group receive sufficient votes to be elected in the same year:

	<ul style="list-style-type: none"> (i) the individual with the highest votes will be declared elected; and (ii) the other individual(s) with the lower votes will be deemed ineligible and excluded.
<p>Justification</p> <p>This amendment would expand the current restriction which only allows one individual per APNIC Member organisation to be elected and sit on the Executive Council so that it applies to all organisations, excluding certain 'Exempt Organisations'.</p> <p>The expanded restriction would only allow one individual per company (including related companies, such as subsidiaries) to be elected to sit on the Executive Council and sets out the criteria for how an individual's connection to a company will be determined.</p>	

Resolution 5

Current provision	Proposed change
<p><i>(New provision)</i></p>	<p>35C. Electoral Committee</p> <p>a. The Executive Council must establish an Electoral Committee to oversee the nominations and nominee conduct during each Executive Council election.</p> <p>b. The Electoral Committee:</p> <ul style="list-style-type: none"> (i) is a sub-committee of the Executive Council; (ii) will be appointed by the Executive Council and will consist of at least three and not more than seven members; (iii) has the power to determine the eligibility of each nominee in the relevant election, and to exclude a nominee from the relevant election due to their ineligibility; (iv) has the power to establish and enforce a Code of Conduct for nominees, and the power to exclude a nominee from the relevant election for non-compliance with the Code of Conduct; (v) with respect to sub-clauses (iii) and (iv) of this by-law 35C(b), has the power to exclude a nominee from the relevant election following the announcement of the election results in circumstances where the state of affairs giving rise to such ineligibility or non-compliance with the Code of Conduct existed prior to the announcement of the election results; (vi) may, with the consent of the Executive Council, delegate any of its powers or functions to an independent organisation as it considers reasonably appropriate; and (vii) will be provided with administrative and legal support by APNIC. <p>c. All nominees for the Executive Council must agree as a condition of their nomination to:</p> <ul style="list-style-type: none"> (i) waive any and all claims the nominee may have against the Electoral Committee or its members in relation to the actions of the Electoral

	<p>Committee, other than in circumstances where the Electoral Committee has acted in bad faith; and</p> <p>(ii) submit to the decisions of the Electoral Committee, which will be final and binding.</p>
<p>Justification</p> <p>This amendment would introduce a new body, the Electoral Committee, to have oversight of nominee eligibility and nominee conduct in Executive Council elections.</p> <p>The Electoral Committee would consist of between three and seven people to be selected by those Executive Council members not contesting the election. They will have the power to determine whether nominees meet the eligibility criteria set out in the By-laws of APNIC as well as to create and enforce a Code of Conduct for nominees in the election.</p> <p>The Electoral Committee will have the power to remove a nominee for a breach of the Code of Conduct. Nominees would be required to agree to be bound by the Code of Conduct, limit actions against the Electoral Committee unless they have acted in bad faith, and recognise that the decisions of the Electoral Committee will be final and binding.</p>	