

By-laws of APNIC

APNIC Document Identity

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Preamble

Recognizing that APNIC Pty Ltd (“the corporation”) is a non-profit corporation providing the service of allocating and registering Internet resources in the Asia and Pacific Rim region;

By resolution of the directors passed on June 24 1998, the Special Committee herein known as “APNIC” is appointed in accordance with Article 9.3 of the Articles of Association of the corporation (“the Articles”) and is governed by these by-laws promulgated under Article 9.4 of the Articles, whose objects and purposes are set out hereinafter;

Notwithstanding any provisions contained in these by-laws, the by-laws are subject to the Articles and the powers of the corporation and its directors, other officers and members.

Part I – Name

1. The name of this Special Committee shall be “APNIC” comprising of members (“Members”) from the Asia and Pacific Rim region.

Part II – Objects

2. The objects of APNIC are:
 - a. to provide the service of allocating and registering Internet resources for the purpose of enabling communications via open system network protocols and to assist in the development and growth of the Internet in the Asia and Pacific Rim region;

- b. to assist the Asia and Pacific Rim Internet community in the development of procedures, mechanisms, and standards to efficiently allocate Internet resources as a service to the community as a whole;
- c. to provide educational opportunities to further Members' technical and policy understanding of the industry;
- d. to develop public policies and public positions in the best interest of the Members and to seek legislative and regulatory consideration of issues of general benefit to the Members, where and when appropriate;
- e. to serve as the administrative, managerial and operations arm of APNIC Pty Ltd, and to transact all activities, functions and affairs on behalf, and in the name, of the corporation.

Part III – Structure of APNIC

3. APNIC shall comprise of the following:
 - a. Members, who are the governing body of APNIC;
 - b. the Executive Council, which acts on behalf of APNIC;
 - c. the Secretariat, headed by a Director General; and
 - d. one or more Sub-Committees designated by the Executive Council, if any.

Part IV – Members

Conditions of Membership

4. Membership shall be open to any person, unincorporated association, firm, corporation, governmental organization, or non-governmental organization, engaged in the use of or business of providing open system protocol network services. The Executive Council may grant Membership to any other person or persons as it deems appropriate from time to time. Memberships shall be in the name of the person, firm, or corporation as may be doing business and shall not be held by individuals who own, represent, or are employed by such eligible member. Members shall pay dues as established by the Executive Council from time to time, and the payment of such dues shall be a condition precedent to effective Membership of APNIC.

Functions of Members

5. The Members shall:
 - a. determine the general policies for fulfilling the objects of APNIC prescribed in by-law 2 above;
 - b. after considering the reports by the Executive Council on the activities of APNIC since the previous Annual General Meeting and on the recommended strategic policy and planning for APNIC, adopt all decisions it considers appropriate;
 - c. examine the accounts of APNIC and finally approve them, if appropriate;
 - d. elect the individuals who are to serve on the Executive Council;
 - e. consider and adopt, if appropriate, proposals for amendments to the provisions of these by-laws in accordance with the provisions herein and subject to provisions contained in the Memorandum and Articles of Association of the corporation respectively;
 - f. have the right to review and/or to amend the decisions of the Executive Council by a two-thirds (2/3) majority of the votes of the entire membership;
 - g. have the right to convene Special Meetings by way of a petition signed by not less than one-quarter (1/4) of the votes of the entire membership;

- h. deal with such other questions as may be necessary.

Annual General Meeting

- 6. The Annual General Meeting (“AGM”) of the Members, for the election of Executive Council members (as applicable according to the expiration of their terms of office as provided elsewhere herein) and for the transaction of such other business as may properly come before the meeting, shall be held every fiscal year, at such place and at such time as the Executive Council shall each year fix.

Special Meetings

- 7. Special meetings of the Members, for any purpose described in the notice of the meeting, may be called by the Executive Council or by the Director General, and shall be held at such place, on such date, and at such time as they or the Director General shall fix.

Quorum

- 8. A meeting of Members is duly constituted and a quorum is said to be present if, at the commencement of the meeting, there are present in person or by proxy not less than either 30% of the votes entitled to vote on resolutions of Members to be considered at the meeting, or 20 Members, whichever is less.
- 9. A Member shall be deemed to be present at a meeting of Members if he participates by other electronic means and all Members participating in the meeting are able to acknowledge each other in real-time, providing notice is given to the Secretary of the Executive Council (“Secretary”) by that Member at least 48 hours in advance of the means of communication.
- 10. If within one hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the next business day at the same time and place or to such other time and place as the Executive Council or the Director General may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than either 20% of the votes entitled to vote on the resolutions to be considered by the meeting or 20 Members, those present shall constitute a quorum, but otherwise the meeting shall be dissolved.

Chairman of Meetings

- 11. At every meeting of Members, the Chair of the Executive Council shall preside as chairman of the meeting. If the Chair of the Executive Council is not present at the meeting, then if the Director General is present, the Director General shall preside as chairman of the meeting, otherwise the Members present shall choose someone of their number to be the chairman. If the Members are unable to choose a chairman for any reason, then the person representing the greatest number of votes present in person or by prescribed form of proxy at the meeting shall preside as chairman failing which the oldest individual Member (in terms of age) or representative of a Member present shall take the chair.
- 12. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 13. At any meeting of the Members the Executive Council shall be responsible for the counting of votes in such manner as it considers appropriate in the circumstances, and may for this purpose appoint 2 or more persons to serve as tellers.

Authorized Representatives

- 14. Where a Member is not an individual then, subject to by-law 15, the right of any individual to speak for or represent such Member shall be determined from any documents, which may include electronically verifiable signatures or identification codes, presented to the chairman which purport to authorize that individual to represent the Member. If the chairman is not reasonably satisfied as to that individual's authority to represent the Member, the individual shall not represent the Member until further evidence

has been presented to the chairman and the chairman is satisfied that that individual has authority to represent the Member.

15. The chairman of any meeting at which a vote is cast by proxy or on behalf of any Member who is not an individual may call for a copy of such proxy or authority certified by a solicitor, barrister, Justice of the Peace, Commissioner for Declarations, Notary Public, or other person holding an equivalent office, which shall be produced within 48 hours of being so requested, failing which the votes cast by such proxy or on behalf of such Member shall be disregarded.
16. Any Member other than a Member who is an individual may by resolution of its directors or other governing body authorize such persons as it thinks fit to act as its representative at any meeting, and the person so authorized shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual Member of APNIC.

Notice of Meetings

17. Written notice of the place, date, and time of all meetings of the Members shall be given by the Executive Council or the Director General acting on behalf of the Executive Council not less than ten days before the date on which the meeting is to be held, to each Member entitled to vote at such meeting, except as otherwise provided herein. Notice shall be deemed to be given as soon as it is posted or otherwise issued, and no account shall be taken of the non-receipt or non-delivery thereof.
18. When a special meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty days after the date for which the meeting was originally noticed, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.
19. The inadvertent failure of the Executive Council or the Director General to give notice of a meeting to a Member, or the fact that a Member has not received notice, does not invalidate the meeting.

Proxies

20. A Member may be represented at any meeting of Members by a proxy who may speak and vote on behalf of the Member.
21. The instrument appointing a proxy shall be produced in person or by verifiable electronic means to any member of the Executive Council or the Director General, or at the principle place of business of the corporation, 48 hours before the time for holding the meeting at which the person named in such instrument proposes to vote.
22. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the Member appointing a proxy.

I / We _____
(person's name)

being a Member of APNIC with _____ votes

HEREBY APPOINT

(person's name)

of

(company name)

or failing him/her

(person's name)

of

(company name)

to be my/our proxy to vote for me/us at the meeting of Members

to be held on the _____ day of _____ 19____ and

at any adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this _____ day of _____ 19____
(day) (month) (yr)

(Member's name)

(Member's signature)

(Member's contact phone number)

(Member's contact facsimile number)

(Member's contact email address)

Voting

23. Except where stated otherwise in the notice of meeting, voting on issues to be determined at meetings may be cast by electronic mail ("email") or other verifiable electronic means. The notice of meeting shall stipulate the manner in which votes may be cast together with the address or location of the designated repository where such votes may be directed. Votes cast in such manner must reach the designated repository at least 48 hours in advance of the date and time appointed for the said meeting, or such longer period as the notice may stipulate.
24. Every Member shall be entitled to cast the number of votes allotted to that Member according to that Member's tier of membership.
25. All matters other than election or removal of Council members or the amendment or repeal of these by-laws or the review or amendment of any decision of the Executive Council, shall be determined by a majority of the votes cast. All elections of Council members shall be determined by a plurality of the votes cast, and in the event of a tie, a re-casting of votes is to take place. The removal of a Council member or the review or amendment of any decision of the Executive Council shall each require the affirmative vote of two-thirds (2/3) of the votes of the entire membership as paid-up 48 hours before the meeting.

Resignation

26. Any Member may resign at any time by giving written notice to the Executive Council or Director General. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Executive Council or Director General, and the acceptance of such resignation shall not be necessary to make it effective.
27. With the exception of the case in which APNIC and a Member agrees that prior to the use of any APNIC allocation services the Member no longer requires the services of APNIC in which case the Member's membership may be terminated and the Member will receive a refund as agreed between APNIC and the Member in the Member's Membership Agreement, fees paid-up by Members are not refundable, whether in part or in whole, in the event a Member resigns.

Consent of Members in Lieu of Meeting

28. Any action required to be taken at any meeting or any action which may be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be taken, shall be signed by the number of Members having not less than the minimum of votes that would be necessary to authorise or take such action at a meeting at which all Members entitled to vote thereon were present and voted and shall be delivered to APNIC by delivery to the principal place of business of the corporation, or to a Council member having custody of the book in which proceedings of meetings of Members are recorded, or to the Director General, or by verifiable electronic means. Delivery made to the principal place of business of the corporation shall be made by hand or by certified or registered mail, return receipt requested.
29. Every written consent shall bear the date of the signing by each Member who signs the consent. No written consent shall be effective unless, within sixty (60) days of the date the earliest dated consent is delivered, a written consent or consents signed by a sufficient number of Members are delivered in the manner prescribed hereinbefore.

Part V – The Executive Council

30. The main functions of the Executive Council are:
 - a. to act on behalf of the Members in the interval between AGMs within the limits of the powers delegated to it by the Members;
 - b. to manage the activities, functions and affairs of APNIC and the corporation;

- c. 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;
 - d. 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;
 - e. to consider broad Internet policy issues in order to ensure that APNIC's policies and strategies fully respond to the constantly changing Internet environment;
 - f. to ensure the efficient coordination of the work of APNIC;
 - g. 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 by-law 5(b) above, a ceiling for the expenditure of APNIC until the next AGM after considering all relevant aspects of the work of APNIC in that period;
 - h. to provide any general directives dealing with the staffing of APNIC and, if necessary, fix the basic salaries, the salary scales and the system of allowances and pensions, if any, for all employees of APNIC;
 - i. to elect the Director General.
31. The first Executive Council shall be composed of five members who shall be appointed by the Director General. From the time of completing the Executive Council elections at the first AGM, the Executive Council shall be composed of seven members elected at AGMs in accordance with the provisions of these by-laws.
32. The first Executive Council shall hold office until the first AGM is convened, whereupon 2 of the 5 members of the first Executive Council shall relinquish office and the Members shall elect 4 succeeding Executive Council members (2 to replace the members relinquishing their office and a further 2 to bring the total of the Executive Council to 7) to office in accordance with these by-laws. The 2 members of the first Executive Council who shall relinquish office at the first AGM will be chosen by the Director General. Upon election, the 4 succeeding Executive Council members shall hold office for 2 years. The remaining 3 members of the first Executive Council shall continue in office until the second AGM whereupon their successors shall in like manner be elected and hold office for 2 years.
33. Successive Executive Council members shall each serve a two-year term of office, but shall be eligible for re-election. To avoid any lack of clarity it is specifically recognised that the members of the first Executive Council are also eligible for re-election when they respectively relinquish office either at the first or second AGM.
34. Each Member voting at an AGM may nominate one individual who shall then be eligible to stand for election to the Executive Council. Nominations of individuals for election to the Executive Council must be received at the principle place of business of the corporation, or other address designated by the Executive Council, no less than 2 weeks and no more than 8 weeks prior to the date of the AGM.
- 34A. To be eligible to be nominated and to stand for election to the Executive Council, an individual must:
- 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; 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.
- 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.
- 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.
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.
- 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.

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
 - ii. submit to the decisions of the Electoral Committee, which will be final and binding.
36. Decisions of the Executive Council shall be made by a majority vote of the members of the Executive Council present at a meeting, except that decisions to remove the Director General shall require a three-fifths majority vote of all members of the Executive Council (present or otherwise).
37. The Executive Council shall have the discretion and power to reduce or waive the requirements of fees for deserving organisations from year to year and shall have the discretion and power to request an audit of any or all aspects of the operation of the APNIC Secretariat (as defined in part VI) at any time with the costs of such audit to be borne by the corporation.

Chair of the Executive Council

38. The Executive Council shall by majority elect one of the members of the Executive Council as Chair of the Executive Council, who shall serve as Chair until such time as that member's term as a member of the Executive Council has expired or that

member's earlier resignation or removal. Any member of the Executive Council who has served as Chair of the Executive Council is eligible to be re-elected as Chair, in the discretion of the Executive Council.

39. The duties of the Chair of the Executive Council are to:-
- a. call meetings of the Executive Council;
 - b. preside at all meetings of the Executive Council; and
 - c. perform such duties and exercise such powers as are given to the Chair by order of the Executive Council.

Treasurer

40. The Executive Council shall by majority elect one of the members of the Executive Council as Treasurer of the Executive Council which shall, with the assistance of the General Secretariat, have the responsibility for preparing and maintaining the financial records of APNIC and the corporation and for custody of all moneys and securities of the corporation. The Treasurer shall make such disbursements of the funds of the corporation as are authorised. The Treasurer shall also perform such other duties as the Executive Council may from time to time prescribe.

Secretary

41. The Executive Council shall by majority elect one of the members of the Executive Council as Secretary of the Executive Council which shall, with the assistance of the General Secretariat, issue all authorised notices for, and shall keep minutes of, all meetings of the Members and the Executive Council. The Secretary shall have charge of the records of APNIC and shall perform such other duties as the Executive Council may from time to time prescribe.

Vacancy

42. The continuing Executive Council members may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these by-laws as the necessary quorum for a meeting of the Executive Council, the continuing Council members may act only for the purpose of appointing Council members to fill any vacancy that has arisen or summoning a meeting of Members. A Council member so appointed shall hold office until the next AGM, whereupon an election will take place in accordance with these by-laws.

Resignation

43. Any Council member may resign at any time by giving written notice to the Chair of the Council or the Director General. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Director General, and the acceptance of such resignation shall not be necessary to make it effective.

Proceedings of the Executive Council

44. The Executive Council may meet at such times and in such manner and places as the Executive Council may determine to be necessary or desirable.

Quorum

45. A meeting of the Executive Council is duly constituted for all purposes if at the commencement of the meeting there are present in person not less than one half of the total number of Council members or their duly authorised representatives.

46. An Executive Council member shall be deemed to be present at a meeting of the Executive Council if he participates by electronic means and all Council members participating in the meeting are able to acknowledge each other in real-time.

Resolutions in Writing

47. A resolution in writing, signed by all the Executive Council members for the time being entitled to receive notice of a meeting of the Executive Council, shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Council members.

Notice of Meetings

48. An Executive Council member shall be given not less than 7 days' notice of meetings of the Executive Council, but a meeting of the Executive Council held without 7 days' notice having been given to all Council members shall be valid if all the Executive Council members entitled to vote at the meeting who do not attend waive notice of the meeting. The inadvertent failure to give notice of a meeting to a Council member, or the fact that a Council member has not received the notice, does not invalidate the meeting.

Keeping of Records

49. The Executive Council shall cause the following corporate records to be kept:
- minutes of all meetings of the Executive Council and the Members;
 - copies of all resolutions passed by Executive Council members, and the Members; and
 - such accounts and records as are necessary or desirable in order to reflect the financial position of APNIC and the corporation.
50. The books, records and minutes shall be kept at the General Secretariat or at such other place as the Executive Council may determine.

Part VI – General Secretariat

51. The General Secretariat, which shall be comprised of the staff of the corporation, shall be directed by a Director General. The Director General must not be a member of APNIC, the representative of a member of APNIC, nor a member of the Executive Council.
52. The Director General shall be elected by a majority vote of the members of the Executive Council.
53. The first Director General shall be appointed by the directors of the corporation.
54. The main functions of the Director General are:
- to act as the chief executive officer of APNIC and the corporation;
 - to have, subject to the provisions of these by-laws and to the direction of the Executive Council, the responsibility for the general management and control of the activities, functions and affairs of APNIC and the corporation and shall perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated by the Executive Council;
 - to execute all contracts, agreements and other instruments of the corporation which are authorised including affixing the Seal of the corporation;
 - to appoint and have general supervision and direction of all of the other staff and agents of APNIC and the corporation, including but not limited to bookkeeping, accounting and treasury functions on behalf of the Treasurer;

- e. to implement strategic policies, prepare plans for APNIC, and shall coordinate its activities, functions and affairs;
 - f. to report to the Executive Council and to put forward resolutions for the consideration of the Executive Council;
 - g. to take all the actions required to ensure the economic use of APNIC's resources and shall be responsible to the Executive Council for all the administrative and financial aspects of APNIC's activities;
 - h. to act as the legal representative of APNIC and the corporation;
 - i. to act as an ex-officio member of the Executive Council.
55. The Director General shall not be removed from office except by an affirmative vote of three-fifths of the members of the Executive Council.

Part VII – Sub-Committees

56. The Executive Council may from time to time designate sub-committees of APNIC, with such lawfully delegatable powers and duties as it thereby confers, to serve at the pleasure of the Executive Council.
57. Except as otherwise provided herein and except as may be otherwise provided by the Executive Council in designating the sub-committee, each sub-committee may determine the procedural rules for meeting and conducting its activities, functions and affairs and shall act in accordance therewith. Adequate provision shall be made for notice to members of the sub-committee of all meetings, and all matters shall be determined by a majority vote of the members present. Action may be taken by any sub-committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such sub-committee.

Part VIII – Financial Transactions

58. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the corporation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in the name of "APNIC Pty Ltd" or in such other manner as may from time to time be determined by a resolution of the Executive Council.

Part IX – Contracts with Third Parties

59. All agreements, contracts and other authorised instruments of the corporation duly entered into by APNIC with third parties shall be entered into on behalf of, and in the name of, the corporation, "APNIC Pty Ltd".

Part X – Notices

60. Except as otherwise specifically provided herein or required by law, all notices required to be given to any Council member, Member, officer or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage prepaid, or by sending such notice by prepaid telegram or mailgram or by telex, facsimile or other electronic means of transmission. Any such notice shall be addressed to the Executive Council member, Member, officer or agent at such person's last known address as shown on the books of the corporation. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails or by telegram, mailgram or other electronic means of transmission, shall be the time of the transmission, dispatch or posting of the notice.

Waiver of Notice

61. A written waiver of any notice, signed by a Council member or Member whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be

given to such Council member or Member. Neither the business nor the purpose of any meeting need be specified in such a waiver.

Part XI – Indemnities

Right to Indemnification

62. To the extent permitted by law, and subject to by-law 64, the corporation may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings, any person who:
 - a. is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an Executive Council member, the Director General or a member of any sub-committee of APNIC; and
 - b. is or was serving as an Executive Council member, the Director General or a member of any sub-committee in accordance with these by-laws and the Memorandum and Articles of Association.
63. By-law 62 only applies to a person referred to in that by-law if the person acted honestly and in good faith with a view to serving the best interests of APNIC and, in the case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.
64. The decision of the Executive Council as to whether the person acted honestly and in good faith and with a view to serving the best interests of APNIC and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these by-laws, unless a question of law is involved.
65. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to serving the best interests of APNIC or that the person had reasonable cause to believe that his conduct was unlawful.
66. If a person referred to in by-law 62 has been successful in the defence of any proceedings referred to in that by-law that person is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by that person in connection with the proceedings.

Insurance

67. To the extent permitted by law the corporation may purchase and maintain insurance in relation to any person who is or was an Executive Council member, the Director General or a member of a sub-committee of APNIC, or who at the request of the Executive Council is or was serving as an Executive Council member, the Director General or a member of a sub-committee, against all liability asserted against that person and incurred by that person in that capacity, whether or not the corporation has or would have had the power to indemnify that person against the liabilities set out under by-law 62.

Part XII – Miscellaneous

Facsimile Signatures

68. Facsimile signatures of any Council member or the Director General may be used whenever and as authorised by the Executive Council.

Corporate Seal

69. The directors of the corporation must provide a suitable seal, containing the name of the corporation. The Director General shall be in charge of the seal. If and when so directed by the Executive Council, the seal may be used by the Director General.

Members of previous “APNIC”

70. APNIC may provide services to any member of the body also named “APNIC” which was established by the Asia Pacific Network Information Center, Ltd (a company incorporated under the sovereign laws of the Seychelles) by resolution of the directors of the Asia Pacific Network Information Center, Ltd on 18 May 1996 (“the First APNIC”). However no member of the First APNIC shall be entitled to any rights (including voting rights), powers or privileges under these by-laws except as decided by the Director-General, the Executive Council or a majority vote of the members of APNIC.

Time Periods

71. In applying any provision of these by-laws which requires that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

Official Language

72. The Official Language of APNIC shall be English and all meetings and all minutes, documents, instruments or any form of communication whether in electronic form or otherwise, shall be in English.

Dispute Resolution

73. Any dispute arising between or among any Member(s), Executive Council member(s), sub-committee member(s), the Director General, or the corporation as to any matter arising under or out of or in connection with these by-laws, or any agreement entered into between any of the aforementioned parties, or the Memorandum and Articles of Association of the corporation, and whether in contract or tort, (“Dispute”) the parties to the Dispute must follow the dispute resolution procedures set out below before commencing legal proceedings (except for legal proceedings seeking interlocutory relief).
74. A party claiming that a Dispute has arisen must notify in writing each other party to the Dispute giving details of the Dispute.
75. Within 7 days after a notice is given under by-law 74 each party to the Dispute (“Disputant”) must nominate in writing a representative authorised to settle the Dispute on its behalf.
76. During the 20 day period after expiration of the 7 day period referred to in by-law 75 (or longer period agreed in writing by the Disputants) (“Initial Period”) each Disputant must in good faith use its best endeavours to resolve the Dispute.
77. If the Disputants are unable to resolve the Dispute within the Initial Period they must refer the Dispute to arbitration by one arbitrator agreed to by the parties or, if they cannot agree, by the chair of the Institute of Arbitrators Australia, or the nominee of the chairs, and the arbitration will be conducted in accordance with the UNCITRAL rules for the conduct of commercial arbitrations.
78. Any information or documents prepared for the arbitration and disclosed by a Disputant during the arbitration process:
- must be kept confidential; and
 - must not be used except for the purpose of resolving the Dispute.

79. Each Disputant must bear its own costs regarding arbitration of a Dispute under these clauses, and the Disputants must bear equally the fees, and any other costs or charges, of any arbitrator engaged, unless a binding decision of the arbitrator states otherwise.
80. The place for any arbitration will be at a time and at an address in the City of the principal place of business of the corporation appointed by the arbitrator, unless otherwise agreed by the Disputants and the arbitrator.
81. If, in relation to a Dispute, a Disputant breaches any of the provisions of by-laws 74 to 76, each other Disputant need not comply with these dispute resolution clauses in relation to that Dispute.

Governing Law

82. The governing law of these by-laws and all agreements entered into between Members and the corporation shall be the law of Queensland, Australia, and the parties irrevocably submit to the jurisdiction of the Courts of Queensland, Australia.

Part XIII – Amendments

83. These by-laws may be amended by the Members at any meeting by an affirmative vote of two-thirds (2/3) of the votes cast.

