

# 2025 Guidelines

APNIC Electoral Committee

Version 1.0

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## 1 Overview

- 1.1 The Electoral Committee is established by the Executive Council (**EC**) to oversee eligibility and conduct of nominees during each EC election (By-law 35C(a) (**Nominees**)).
- 1.2 This document provides guidance for the execution of the functions of the Electoral Committee.
- (a) Sections 2-6 provide guidance on the governance of the Electoral Committee; and
  - (b) Sections 7-10 provide guidance on the responsibilities of the Electoral Committee as contemplated under the by-laws of APNIC (**By-laws**).
- 1.3 This document may be amended by the Electoral Committee from time to time.

### Secretariat

- 1.4 The staff of APNIC serve as the Secretariat of the organisation pursuant to the By-laws. The EC has directed the Secretariat to provide all necessary support required by the Electoral Committee to enable it to fulfil its duties.
- 1.5 The Electoral Committee is not obligated to but may request support from and delegate tasks to the Secretariat as necessary, including direct delegations from any Electoral Committee officeholders.

## 2 Powers

- 2.1 Under the APNIC By-Laws, the Electoral Committee has the power to:
- (a) determine the eligibility of each Nominee in the relevant election (By-law 35C(b)(iii));
  - (b) exclude a Nominee from the relevant election due to their ineligibility (By-law 35C(b)(iii));
  - (c) establish and enforce a Code of Conduct for Nominees (By-law 35C(b)(iv));
  - (d) exclude a Nominee from the relevant election for non-compliance with the Code of Conduct (By-law 35C(b)(iv)); and
  - (e) 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 (By-law 35C(b)(v)).
- 2.2 The Electoral Committee may, with the consent of the EC, delegate any of its powers or functions to an independent organisation as it considers reasonably appropriate (By-law 35C(b)(vi)).

## 3 Members of the Electoral Committee

- 3.1 Each member of the Electoral Committee (**Committee Member**) is a volunteer, appointed by the EC, who will confirm their consent to act by returning an acknowledgement of their appointment (**Electoral Committee Member Acknowledgement**).

**Term**

- 3.2 For the first Electoral Committee, the Committee Members will be appointed for the specific EC election year, with their term concluding with the appointment of the subsequent Electoral Committee for the next EC election.
- 3.3 For subsequent Electoral Committees, it is recommended that a rotational system be introduced with staggered two-year terms so that the knowledge and experience of the continuing Committee Members can be retained for the subsequent EC election. This rotation should aim to create a balance between bringing fresh perspectives into the Electoral Committee while retaining experienced Committee Members for effective governance.
- 3.4 A Committee Member may resign at any time by giving written notice (including email) to the EC.
- 3.5 Committee Members are appointed at the EC's discretion and as such may be removed before the expiration of their term. Circumstances giving rise to such removal could include:
- (a) breach of confidentiality or inappropriate handling of confidential information;
  - (b) failure to declare and properly manage any conflicts of interest;
  - (c) failure to act in good faith in carrying out their duties; or
  - (d) failure to act in accordance with the APNIC By-laws, these Guidelines or other rules that apply to the Electoral Committee from time to time.
- 3.6 If the number of the Committee Members falls below three, the Chair will notify the EC so that the EC may appoint one or more additional members to the Electoral Committee to ensure compliance with By-law 35C(b)(ii).

**Conflicts of interest**

- 3.7 All Committee Members must promptly disclose any relations, affiliations, or interests which do conflict, may conflict, or could be perceived to conflict, with the performance of their duties as a Committee Member. Noting that the Committee Members are appointed prior to the opening of nominations, Committee Members are expected to disclose any conflicts of interest with respect to Nominees as they are identified rather than at the time of the Committee Member's appointment.
- 3.8 Disclosures made by a Committee Member will be considered by the remaining Committee Members to determine if the conflict of interest exists and, if so, how it should be managed (e.g. the relevant member may not be present for discussion of the subject matter of the conflict and/or abstain from voting on the subject matter).
- 3.9 A Committee Member knowing or having an opinion of a Nominee's fitness to serve on the EC does not constitute a conflict of interest.
- 3.10 A Committee Member's declaration of a conflict of interest and the abstinence from any vote will be recorded in the minutes of the Electoral Committee meeting.

**Chair of the Electoral Committee**

- 3.11 The Electoral Committee will, by majority, elect one of its members as Chair of the Electoral

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Committee (**Chair**).

- 3.12 If the role of the Chair is vacated, a new Chair will be elected by the Electoral Committee. If the Chair is unable to attend a meeting, the other Committee Members may elect another Committee Member to Chair that meeting.
- 3.13 The duties of the Chair are to:
- (a) call and preside at meetings of the Electoral Committee; and
  - (b) to be the main point of contact between the Electoral Committee and the EC.
- 3.14 The duties of the Chair are administrative in nature and do not provide the Chair with any additional voting powers.

**Secretary of the Electoral Committee**

- 3.15 The Electoral Committee will, by majority, elect one of its members as Secretary of the Electoral Committee or alternatively request a member of the APNIC Secretariat to fulfil the function of Secretary (**Secretary**).
- 3.16 If the role of the Secretary is vacated, a new Secretary will be elected by the Electoral Committee. If the Secretary is unable to attend a meeting, the other Committee Members may elect another attendee to take the minutes for that meeting.
- 3.17 The duties of the Secretary are to:
- (a) record the minutes at meetings of the Electoral Committee; and
  - (b) be the main point of contact between the Electoral Committee and the Nominees, APNIC Members, and Secretariat.

**Conduct of Committee Members**

- 3.18 Committee Members are expected to hold themselves to the same standards that apply to Nominees under the Code of Conduct.
- 3.19 Committee Members must act in good faith. Consistent with section 3.9, a Committee Member knowing or having an opinion of a Nominee's fitness to serve on the EC does not constitute a conflict of interest, however the Committee Member must ensure that they remain impartial and neutral when fulfilling their duties. If a Committee Member does not feel that they can remain impartial or neutral with respect to a Nominee, they should abstain from any decisions regarding that Nominee.
- 3.20 Committee Members must ensure, if they engage in any public discussions regarding the relevant EC election, that they make it clear that they are doing so only in their personal capacity and not as a Committee Member nor on behalf of the Electoral Committee unless otherwise authorized.

## 4 Internal Communications and Coordination

### Internal communications and coordination generally

- 4.1 This section considers the internal communications and coordination amongst and between Committee Members and APNIC.
- 4.2 The Electoral Committee will as soon as possible, agree on or establish:
- (a) a regular meeting schedule (if deemed necessary);
  - (b) a private mailing list for internal communications and coordination; and
  - (c) any operational procedures they consider necessary and appropriate.

### Confidentiality

- 4.3 Committee Members must not at any time disclose Electoral Committee communications, minutes, deliberations, Committee papers, or any information relating to Nominees (**Confidential Information**), except as permitted by section 4.4.
- 4.4 Confidential Information may be disclosed:
- (a) internally (i.e. amongst themselves, the APNIC Secretariat, and the EC);
  - (b) if it is already publicly available (provided the Confidential Information did not become publicly available as a result of a breach of this section);
  - (c) as may be authorised or required by these Guidelines or the Electoral Committee; or
  - (d) as may be required by the By-laws, law, a court of competent jurisdiction, or any governmental or regulatory authority.
- 4.5 If it is necessary for the Electoral Committee to disclose Confidential Information to an external party, other than as a public announcement (see section 6.2), the Committee must ensure that the recipient agrees to keep the Confidential Information confidential.

## 5 Meetings

- 5.1 The Chair will call a meeting by providing:
- (a) reasonable written notice (at least 24 hours) of the meeting including the proposed agenda, date, time, and venue and/or link to the video/teleconference (meeting links will be facilitated by the Secretariat); and
  - (b) any relevant discussion papers and/or supporting information,
- to all Committee Members entitled to attend.
- 5.2 Meetings of the Electoral Committee:
- (a) may be held in person or via teleconference; and

(b) must have a quorum of a majority of the Committee Members eligible to attend the Meeting.

- 5.3 If a Committee Member is unable to attend a meeting but, having had regard to the agenda and the decisions to be made, is comfortable casting their vote on the agenda items, they may cast an absentee vote by written notice to the Chair. For the avoidance of doubt, absentee votes will count towards quorum.
- 5.4 If a quorum is not present, the Committee Members present will not make any decisions but may discuss any matters on the agenda and adjourn the meeting with notice to members who are not present at the time of the adjournment.
- 5.5 Decisions of the Electoral Committee will be made by a majority of votes of the Committee Members entitled to vote.
- 5.6 Each Committee Member has one vote.
- 5.7 Voting at a meeting may be by a show of hands of members present, either in-person or by teleconference.
- 5.8 Complex issues should be broken down and voted on separately where possible.
- 5.9 The Electoral Committee may ask members of the Secretariat to attend and/or present at Electoral Committee meetings on issues relevant to the Electoral Committee's duties and responsibilities.
- 5.10 Minutes of meetings will be prepared and circulated to Electoral Committee Members and the EC (excluding those members of the EC who are eligible for re-election at the relevant election).
- 5.11 The Electoral Committee will be provided with administrative and legal support by the APNIC Secretariat (By-law 35C(b)(vii)).

#### **Committee decisions without meetings**

- 5.12 Committee Members may make a decision without holding a meeting if a majority of the Committee Members entitled to vote on the decision (excluding a Committee Member on leave of absence approved by the other Committee Members, or a Committee Member who is uncontactable by the other Committee Members despite reasonable efforts and reasonable time after the notice of the proposed decision is circulated) agree in writing within 48 hours of notice being provided.

## **6 External Communications**

- 6.1 The Electoral Committee may invite community input on matters relating to Nominees.
- 6.2 The Electoral Committee may, in accordance with its functions, publish public announcements on the relevant conference website or via the APNIC-Talk mailing list.
- 6.3 Public announcements of the Electoral Committee require the consent of the APNIC EC Chair or their delegate prior to publication, which shall not be unreasonably withheld. Where the APNIC EC Chair is a Nominee in the relevant election, they must delegate authority to another APNIC EC Member or member of the APNIC Secretariat.

## 7 EC Nominee Eligibility

### Eligibility

- 7.1 The Electoral Committee is responsible for determining if Nominees meet the prescriptive eligibility requirements to be nominated and to stand for election to the EC under the By-laws, including:
- (a) primary residence (By-laws 34A(a), 34D, 34E);
  - (b) eligibility under Australian law (By-laws 34A(b), 34B);
  - (c) APNIC conference attendance history (By-law 34A(d)); and
  - (d) attendance of the relevant meeting at which the EC election will be held (By-law 34A(c)).
- 7.2 Decisions of the Electoral Committee as to whether a Nominee is eligible to stand for election to the EC will be made on the basis of whether a Nominee is more likely than not to be eligible based on the information available at that point in time.
- 7.3 Some eligibility requirements may not be subject to independent investigation due to timing and practical considerations, however investigations will be made upon any subsequent notice or discovery of potential misrepresentation.
- 7.4 The publication of a Nominee's nomination may occur prior to their eligibility being confirmed in order to provide the APNIC community an opportunity to review the representations of Nominees and report any inconsistencies or potential ineligibility.
- 7.5 Once the Electoral Committee is satisfied, based on the information available to it, that a Nominee is eligible to stand for election, an eligibility statement will be published on the Nominee's profile on the relevant conference website.
- 7.6 The eligibility of a Nominee may be changed at any time, for example due to new information becoming known to the Electoral Committee or where the Nominee fails to attend the meeting at which the EC Election will be held (By-law 34A(c)).

### Ineligibility

- 7.7 The Electoral Committee has the power to exclude a Nominee from the relevant EC election due to their ineligibility under the By-laws on the following grounds:
- (a) affiliations with APNIC, another Regional Internet Registry (**RIR**) or the Internet Corporation for Assigned Names and Numbers (**ICANN**) (By-law 34C);
  - (b) involvement in litigation against APNIC (By-law 34F); and
  - (c) corporate associations (By-laws 35A-35B).
- 7.8 Decisions of the Electoral Committee as to whether a Nominee is ineligible to stand for election to the EC will be made on the basis of whether a Nominee is more likely than not to be ineligible. For further information, see section 9.



### **Affiliations with APNIC, another RIR or ICANN**

- 7.9 The Electoral Committee will identify the following for each Nominee:
- (a) if the Nominee is an employee of APNIC or any of its related bodies corporate;
  - (b) if the Nominee is currently serving in another community-elected APNIC position (unless they agree as a condition of their nomination to resign from that position as soon as practicable if elected to the EC); and
  - (c) if the Nominee is an individual who is currently employed by, or serving on the board (or an equivalent governing body) of, another RIR or ICANN.
- 7.10 The APNIC Secretariat will confirm eligibility with section 7.9(a). The APNIC Secretariat may also conduct the relevant searches for section 7.9(b) and (c) if requested by the Electoral Committee.
- 7.11 Any identified potential affiliations must be confirmed with the relevant organisation, being APNIC, another RIR or ICANN, prior to the making of any decisions.

### **Involvement in litigation or proceedings against APNIC**

- 7.12 The APNIC Secretariat will confirm to the Electoral Committee whether a Nominee is:
- (a) involved in current litigation or proceedings against APNIC in a court or tribunal (or equivalent) anywhere in the world (**Litigation**); or
  - (b) a director, controlling shareholder, or employee of an organisation (or its related bodies corporate) that is the litigant party to the Litigation,
- except where the Litigation was commenced by APNIC.

### **Corporate associations**

- 7.13 The Electoral Committee will identify any Nominee who has an association with any organisation (other than an Exempt Organisation) within a Corporate Group.

#### ***Extract from APNIC By-laws***

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.).

7.14 In determining whether a Nominee is ineligible under this criterion, the APNIC Secretariat may assist by conducting searches based on publicly available information and direct enquiries, where possible. The results of these searches will be provided to the Electoral Committee for their consideration.

7.15 If a Corporate Group of interest is identified (either by the Electoral Committee or out of a community report), with whom a Nominee may have an association, the Electoral Committee may send an email to the APNIC Secretariat detailing:

- (a) the identity of the relevant Nominee;
- (b) the relevant Corporate Group;
- (c) the suspected association with the Corporate Group (e.g. director, shareholder, employee); and
- (d) how this suspicion was formed (e.g. community report, personal knowledge),

to which the Secretariat will provide assistance in accordance with section 7.14.

## 8 Code of Conduct

### Development of Code of Conduct

8.1 Under By-law 35C(b), the Electoral Committee is responsible for:

- (a) establishing and enforcing a Code of Conduct for Nominees; and
- (b) excluding a Nominee from the relevant election for non-compliance with the Code of Conduct.

8.2 The Electoral Committee will agree a Code of Conduct prior to the opening of nominations for the relevant election.

### Actions for non-compliance with Code of Conduct

8.3 See section 9.

## 9 Decisions and investigations

### Investigations

- 9.1 When determining if a Nominee:
- (a) is eligible to stand for election to the EC;
  - (b) is ineligible to stand for election to the EC; or
  - (c) has not complied with the Code of Conduct;
- the Committee may:
- (d) independently investigate the matter;
  - (e) seek further information from the Secretariat; or
  - (f) refer the matter to the Secretariat for investigation.

### Nominee Response

- 9.2 Once the investigation into the relevant matter has been completed, the Electoral Committee will present a summary of the alleged ineligibility or non-compliance to the relevant Nominee and provide them with at least 48 hours to respond unless the claim is raised during the conference at which the election is held, in which case the Nominee will have at least 24 hours to respond (**Nominee Response**).
- 9.3 The Electoral Committee will not proceed to making a decision on the relevant matter until the earlier of:
- (a) receiving a Nominee Response; or
  - (b) the period of time granted for providing a Nominee Response has expired.
- 9.4 If a Nominee Response is received, the Electoral Committee will take this into account in making a decision and may request further investigations be conducted based on the information provided prior to a decision being made.

### Decisions

- 9.5 In making a decision as to whether a Nominee is ineligible or has not been compliant with the Code of Conduct, the Electoral Committee will consider whether:
- (a) based on the information available to the Electoral Committee; and
  - (b) having provided the Nominee with an opportunity to respond,
- it is more likely than not that the relevant ineligibility exists or non-compliance has occurred.
- 9.6 If a Committee Member is unsure, i.e. they consider it equally likely that a Nominee is eligible or ineligible, the Committee Member should decide in favour of the Nominee.

- 9.7 The Electoral Committee has “the power to exclude a nominee from the relevant election for non-compliance with the Code of Conduct” (By-law 35C(b)(iv)). However, the Electoral Committee is not required to exclude a Nominee for all non-compliances with the Code of Conduct and instead may take any action *up to and including* exclusion.
- 9.8 When deciding the action to take for non-compliance with the Code of Conduct, the Electoral Committee may consider any actions they consider appropriate, including:
- (a) a private warning to the Nominee for a minor or accidental non-compliance;
  - (b) a public warning to the Nominee, including publication of a notice on the Nominee’s profile on the election website, for a moderate non-compliance;
  - (c) exclusion for material non-compliance or repeated non-compliance (following a private or public warning).

#### **Records of investigations and decisions**

- 9.9 The Electoral Committee will maintain and provide to the APNIC Secretariat records of their investigations and their decisions on all matters relating to the eligibility and conduct of Nominees.

## **10 Post-election**

#### **Review**

- 10.1 Within 30 days after the relevant EC election, the Electoral Committee with the assistance of the Secretariat will prepare a transparency statement outlining a summary of the actions taken by the Electoral Committee, including information regarding the number of public reports or complaints received with respect to Nominee eligibility or conduct.

#### **Recommendations**

- 10.2 Within three months after the relevant EC election, the Electoral Committee will consider and, if considered necessary, make recommendations for improvements to the election process or conduct of the Electoral Committee in confidence to the EC.