

Resolution 1

A resolution to extend Executive Council (EC) members' terms from two years to three years, introduce term limits of three consecutive terms for EC members, specify the role of the Election Chair, change the Director General from an elected to an appointed position, and maintain a limit of two elected EC members residing in the same economy at the same time.

Resolution

That the By-laws of the Special Committee known as APNIC be amended by:

1. amending by-laws 30(i), 34D, 51, and 52;
2. deleting and replacing by-laws 31, 32, and 33; and
3. inserting a new by-law 35D,

as set out below, where the struck out text shall be deleted and the text in blue shall be inserted:

By-law	Proposed amendment
30(i).	i. to elect appoint the Director General.
31.	<p>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.</p> <p>The Executive Council shall be composed of seven members elected at AGMs in accordance with the provisions of these by-laws.</p> <ol style="list-style-type: none">a. Subject to by-law 32, each Executive Council member elected after 1 January 2027 will be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the third AGM after their election.b. An Executive Council member may not be elected for more than three consecutive terms. An Executive Council member who has been elected for three consecutive terms will be eligible for re-election at the AGM in the calendar year following the end of the third term for which they were elected.c. Notwithstanding by-law 31(b), this by-law 31(c) shall apply to those Executive Council members in office on 1 January 2027. Such Executive Council members may, by exception, be eligible to be nominated and be elected for additional consecutive terms, provided that:<ol style="list-style-type: none">i. where an Executive Council member has already served nine or more consecutive years as at the first AGM after 1 January 2027, one additional term is permitted;ii. where an Executive Council member has served less than nine consecutive years as at the first AGM after 1 January 2027, further additional terms are permitted until the end of the term during which that Executive Council member's consecutive service equals or first exceeds nine years; and

	<p>iii. each such Executive Council member will thereafter be eligible for re-election at the AGM in the calendar year following the end of the final term for which they were elected (as determined by this by-law 31(c)).</p>
32.	<p>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.</p> <p>Elections for Executive Council members are to be held on a rotational basis, such that three Executive Council members shall be elected in the first year, two Executive Council members elected in the second year, and two Executive Council members in the third year. To give effect to this, the seats on the Executive Council shall be elected as follows:</p> <ul style="list-style-type: none"> a. At the first AGM to be held after 1 January 2027, four Executive Council seats shall be elected and: <ul style="list-style-type: none"> i. the three nominees with the highest number of votes shall each be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the third AGM after their election; and ii. the nominee with the fourth highest number of votes shall be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the second AGM after their election. b. At the second AGM to be held after 1 January 2027, three Executive Council seats shall be elected and: <ul style="list-style-type: none"> i. the two nominees with the highest number of votes shall each be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the third AGM after their election; and ii. the nominee with the third highest number of votes shall be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the first AGM after their election. c. At the third AGM to be held after 1 January 2027, two Executive Council seats shall each be elected for a term of office commencing upon conclusion of the AGM at which they were elected and ending upon conclusion of the third AGM after their election (being the seats of shorter duration elected in accordance with by-laws 32(a)(ii) and 32(b)(ii)). d. Any person elected to fill a vacancy on the Executive Council will be elected only for the balance of the term remaining for such vacant seat. In determining

	<p>which individual has been successfully elected to fill the vacant seat at the relevant election, the nominees with the highest number of votes will be elected to those Executive Council positions with full terms, and the nominee with the next highest number of votes will be elected as successor to the vacancy for the remainder of the unexpired term.</p>
33.	<p>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.</p> <p>Where an election is held for Executive Council seats of varying term length and two or more successful nominees receive an equal number of votes such that it is not possible to determine which nominee(s) shall serve the term with the shorter duration:</p> <ol style="list-style-type: none"> the nominees with equal votes shall participate in a drawing of lots conducted by the Election Chair appointed by the Executive Council for that election; the drawing of lots shall be carried out by placing the names of the tied nominees into an opaque bag, shuffling them, and the Election Chair, or a person nominated by the Election Chair, drawing a name at random; the nominee whose name is drawn shall serve the longer term, and the remaining nominee shall serve the shorter term. If there is more than one such remaining nominee, the process will be repeated until the seats are allocated; and where there is an equality of votes between nominees greater than the number of seats the subject of the election, such equality shall be deemed a tie and dealt with pursuant to By-law 25.
34D.	<p>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. Not more than two such individuals may serve on the Executive Council at the same time, however where this number is exceeded due to a change in an Executive Council member's economy of residence during their term, they may continue to serve the remainder of their term notwithstanding the economy limit being exceeded.</p>
35D.	<p>The Executive Council shall appoint an Election Chair for each Executive Council election who shall be independent and have no material interest in the outcome of the election, and who shall have:</p> <ol style="list-style-type: none"> responsibility for overseeing the conduct of the election and such other powers and responsibilities as set out in the election procedures determined by the Executive Council; and the power to determine, at their discretion, disputes arising from Members and/or nominees in relation to such election.

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 an elected member of the Executive Council.
52.	The Director General shall be elected appointed by a majority vote of the members of the Executive Council.