

## Resolution 2

*A resolution to make administrative changes to the By-laws including re-numbering, consistency in language and naming, gender neutral language, notice requirements, electronic meeting attendance, election timing, Treasurer and Secretary role duration, and removal of consent in lieu of meetings.*

### Resolution

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

1. amending by-laws 6, 9, 21, 22, 23, 34, 34A(c), 40, 41, and 60 as set out below, where the struck out text shall be deleted and the text in blue shall be inserted;
2. deleting by-laws 28 and 29 and the title “Consent of Members in Lieu of Meeting”; and
3. amending the By-laws by replacing:
  - 3.1. all references to ‘Council’ (that are not preceded by the word ‘Executive’ or ‘a’) with ‘Executive Council’ and all references to ‘a Council’ with ‘an Executive Council’;
  - 3.2. the reference in by-law 16 to ‘he represents’ with ‘they represent’ and the reference in by-law 46 to ‘he participates’ with ‘they participate’;
  - 3.3. all references to ‘chairman’ with ‘chair’; and
  - 3.4. all references to ‘General Secretariat’ and ‘APNIC Secretariat’ with ‘Secretariat’;
  - 3.5. the reference in by-law 54b to ‘incident’ with ‘incidental’; and
  - 3.6. the alphanumeric numbering format of the By-laws with a hierarchical decimal numbering system, such that:
    - 3.6.1. main by-laws are whole numbers (e.g. 34);
    - 3.6.2. sub by-laws are numbered sequentially using decimals (e.g. 34.1, 34.2, 34.3); and
    - 3.6.3. further subdivisions continue in decimal format (e.g. 34.3.1, 34.3.2), and all cross-references be updated accordingly.

By-law	Proposed amendment
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 <del>fiscal</del> <b>calendar</b> year, at such place and at such time as the Executive Council shall each year fix.
9.	A Member shall be deemed to be present at a meeting of Members if <del>they</del> <b>as prescribed by the Executive Council</b> <del>participates by other electronic means</del> <del>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.</del>
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 <del>principle</del> <b>principal</b> place of business of the corporation, <b>up to</b> 48 hours before

	the time for holding the meeting at which the person named in such instrument proposes to vote.
22.	<p>An instrument appointing a proxy shall be in <del>substantially the following</del> form <del>approved by the Executive Council</del> or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the Member appointing a proxy.</p> <p>I/We _____</p> <p>_____ (person's name)</p> <p>being a Member of APNIC with _____ votes</p> <p>HEREBY APPOINT</p> <p>_____</p> <p>_____ (person's name)</p> <p>of</p> <p>_____</p> <p>_____ (company name)</p> <p>or failing him/her</p> <p>_____</p> <p>_____ (person's name)</p> <p>of</p> <p>_____</p> <p>_____ (company name)</p> <p>to be my/our proxy to vote for me/us at the meeting of Members</p> <p>to be held on the _____ day of _____ 19____ and</p> <p>at any adjournment thereof.</p> <p>_____</p> <p>(Any restrictions on voting to be inserted here)</p> <p>Signed this _____ day of _____ 19____</p> <p>_____ (day) _____ (month) _____ (yr)</p> <p>_____</p>

	<p><del>(Member's name)</del></p> <p>_____</p> <p><del>(Member's signature)</del></p> <p>_____</p> <p><del>(Member's contact phone number)</del></p> <p>_____</p> <p><del>(Member's contact facsimile number)</del></p> <p>_____</p> <p><del>(Member's contact email address)</del></p>
23.	<p>Except <del>where stated otherwise in the notice of meeting</del> <b>as otherwise determined by the Executive Council</b>, voting on issues to be determined at meetings may be cast <b>only by electronic mail ("email") or other verifiable electronic means authorised by the Executive Council</b>. The notice of meeting shall stipulate the manner, <b>process, and time period</b> in which votes may be cast <del>together with the address or location of the designated repository where such votes may be directed</del>. 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.</p>
34.	<p>Each Member <b>eligible to vote</b> <del>voting</del> 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 <b>in the manner and form at the principle place of business of the corporation, or other address designated by the Executive Council, and within the time period designated by the Executive Council which must not be</b> less than 2 weeks and not more than 8 weeks prior to the date of the AGM.</p>
34A(c.)	<p>To be eligible to be nominated and to stand for election to the Executive Council, an individual must 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 <b>scheduled close of voting announcement</b> <del>for the election results</del>, 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;</p>
40.	<p>The Executive Council shall by majority elect one of the members of the Executive Council as Treasurer of the Executive Council <del>which</del> <b>who shall serve as Treasurer 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</b>. The Treasurer shall, with the assistance of the <del>General</del> 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</p>

	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.
41.	<p>The Executive Council shall by majority elect one of the members of the Executive Council as Secretary of the Executive Council <del>which</del> <b>who shall serve as Secretary 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.</b> The Secretary shall, with the assistance of the <del>General</del> 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.</p>
60.	<p>Except as otherwise specifically provided <del>herein</del> <b>in these by-laws</b> or as required by law, all notices required to be given to <del>any Council member, Member, officer or agent</del> 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 <b>under these by-laws must be given in writing and may be delivered or sent by:</b></p> <ul style="list-style-type: none"> <li>a. personal delivery;</li> <li>b. registered pre-paid postal mail or reputable courier; or</li> <li>c. electronic communication (including email) to the address last notified by the recipient.</li> </ul> <p>Such notice will be deemed to be received:</p> <ul style="list-style-type: none"> <li>a. if personally delivered, on the date of delivery;</li> <li>b. if sent by registered pre-paid post or reputable courier, upon delivery to the relevant address;</li> <li>c. if sent by email or other electronic means: <ul style="list-style-type: none"> <li>i. when the sender receives confirmation that the communication has been delivered to the recipient's email address; or</li> <li>ii. if sent by email or other electronic means, at the time the notice was sent, unless the sender receives an automated message that the email has not been received.</li> </ul> </li> </ul>