

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:
 - 2.1. 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;
 - 2.2. 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;
 - 2.3. to provide educational opportunities to further Members’ technical and policy understanding of the industry;
 - 2.4. 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;
 - 2.5. 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:
 - 3.1. Members, who are the governing body of APNIC;
 - 3.2. the Executive Council, which acts on behalf of APNIC;
 - 3.3. the Secretariat, headed by a Director General; and
 - 3.4. 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:
 - 5.1. determine the general policies for fulfilling the objects of APNIC prescribed in by-law 2 above;
 - 5.2. 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;
 - 5.3. examine the accounts of APNIC and finally approve them, if appropriate;
 - 5.4. elect the individuals who are to serve on the Executive Council;
 - 5.5. 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;
 - 5.6. 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;
 - 5.7. 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;
 - 5.8. 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 calendar 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 they participate by electronic means as prescribed by the Executive Council.
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.

Chair of Meetings

11. At every meeting of Members, the Chair of the Executive Council shall preside as chair 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 chair of the meeting, otherwise the Members present shall choose someone of their number to be the chair. If the Members are unable to choose a chair 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 chair failing which the oldest individual Member (in terms of age) or representative of a Member present shall take the chair.
12. The chair 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 chair which purport to authorize that individual to represent the Member. If the chair 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 chair and the chair is satisfied that that individual has authority to represent the Member.
15. The chair 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 they represent 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 principal place of business of the corporation, up to 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 the form approved by the Executive Council or such other form as the chair of the meeting shall accept as properly evidencing the wishes of the Member appointing a proxy.

Voting

23. Except as otherwise determined by the Executive Council, voting on issues to be determined at meetings may be cast only by verifiable electronic means authorised by the Executive Council. The notice of meeting shall stipulate the manner, process, and time period in which votes may be cast.
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 Executive 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 Executive 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 an Executive 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.

Part V – The Executive Council

Powers of the Executive Council

28. The main functions of the Executive Council are:
 - 28.1. to act on behalf of the Members in the interval between AGMs within the limits of the powers delegated to it by the Members;
 - 28.2. to manage the activities, functions and affairs of APNIC and the corporation;
 - 28.3. 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;
 - 28.4. 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;
 - 28.5. to consider broad Internet policy issues in order to ensure that APNIC's policies and strategies fully respond to the constantly changing Internet environment;
 - 28.6. to ensure the efficient coordination of the work of APNIC;
 - 28.7. 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 5.2 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;

- 28.8. 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;
 - 28.9. to appoint the Director General.
29. The Executive Council shall be composed of seven members elected at AGMs in accordance with the provisions of these by-laws.
- 29.1. Subject to by-law 30, 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.
 - 29.2. 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.
 - 29.3. Notwithstanding by-law 29.2, this by-law 29.3 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:
 - 29.3.1. 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;
 - 29.3.2. 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
 - 29.3.3. 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 29.3).
30. 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:
- 30.1. At the first AGM to be held after 1 January 2027, four Executive Council seats shall be elected and:
 - 30.1.1. 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

- 30.1.2. 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.
 - 30.2. At the second AGM to be held after 1 January 2027, three Executive Council seats shall be elected and:
 - 30.2.1. 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
 - 30.2.2. 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.
 - 30.3. 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 30.1.2 and 30.2.2).
 - 30.4. 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 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.
31. 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:
 - 31.1. 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;
 - 31.2. 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;
 - 31.3. 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
 - 31.4. 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.

32. Each Member eligible to vote 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 in the manner and form designated by the Executive Council, and within the time period designated by the Executive Council which must not be less than 2 weeks and not more than 8 weeks prior to the date of the AGM.
33. To be eligible to be nominated and to stand for election to the Executive Council, an individual must:
 - 33.1. 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;
 - 33.2. be eligible to be appointed as a director of a corporation under the laws of the Commonwealth of Australia;
 - 33.3. 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 scheduled close of voting for the election, 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;
 - 33.4. 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
 - 33.5. submit a declaration that they:
 - 33.5.1. agree to abide by these by-laws and the rules governing the relevant election; and
 - 33.5.2. 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.
34. For the purpose of by-law 33.2, 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.
35. The following individuals are not eligible to be nominated nor stand for election to the Executive Council:
 - 35.1. an employee of APNIC or any of its related bodies corporate;
 - 35.2. 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

- 35.3. 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).
36. 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.
37. For the purpose of by-law 36, 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:
- 37.1. the individual with the highest votes will be declared elected; and
- 37.2. the other individual(s) with the lower votes will be deemed ineligible and excluded.
38. 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.
39. 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.
40. 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 40 does not apply to individuals who only have an association with an Exempt Organisation.
41. For the purpose of by-law 40:
- 41.1. "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.
- 41.2. "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.
- 41.3. "Exempt Organisation" means:
- 41.3.1. APNIC or any of its related bodies corporate;
- 41.3.2. an organisation or a community body that operates on a not-for-profit basis, and either:

- 41.3.2.1. 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
 - 41.3.2.2. performs a function that is wholly unrelated to APNIC's activities (for example: sporting clubs or academic clubs, etc.).
 - 41.4. Where multiple individuals who have an association with the same Corporate Group receive sufficient votes to be elected in the same year:
 - 41.4.1. the individual with the highest votes will be declared elected; and
 - 41.4.2. the other individual(s) with the lower votes will be deemed ineligible and excluded.
- 42. Electoral Committee
 - 42.1. The Executive Council must establish an Electoral Committee to oversee the nominations and nominee conduct during each Executive Council election.
 - 42.2. The Electoral Committee:
 - 42.2.1. is a sub-committee of the Executive Council;
 - 42.2.2. will be appointed by the Executive Council and will consist of at least three and not more than seven members;
 - 42.2.3. 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;
 - 42.2.4. 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;
 - 42.2.5. with respect to sub-clauses 42.2.3 and 42.2.4, 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;
 - 42.2.6. 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
 - 42.2.7. will be provided with administrative and legal support by APNIC.
 - 42.3. All nominees for the Executive Council must agree as a condition of their nomination to:
 - 42.3.1. 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

42.3.2. submit to the decisions of the Electoral Committee, which will be final and binding.

43. 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:
- 43.1. 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
 - 43.2. the power to determine, at their discretion, disputes arising from Members and/or nominees in relation to such election.
44. 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).
45. 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 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

46. 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.
47. The duties of the Chair of the Executive Council are to:-
- 47.1. call meetings of the Executive Council;
 - 47.2. preside at all meetings of the Executive Council; and
 - 47.3. perform such duties and exercise such powers as are given to the Chair by order of the Executive Council.

Treasurer

48. The Executive Council shall by majority elect one of the members of the Executive Council as Treasurer of the Executive Council 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. The Treasurer shall, with the assistance of the 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

49. The Executive Council shall by majority elect one of the members of the Executive Council as Secretary of the Executive Council 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. The Secretary shall, with the assistance of the 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

50. 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 Executive Council members may act only for the purpose of appointing Executive Council members to fill any vacancy that has arisen or summoning a meeting of Members. An Executive Council member so appointed shall hold office until the next AGM, whereupon an election will take place in accordance with these by-laws.

Resignation

51. Any Executive Council member may resign at any time by giving written notice to the Chair of the Executive 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

52. 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

53. 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 Executive Council members or their duly authorised representatives.
54. An Executive Council member shall be deemed to be present at a meeting of the Executive Council if they participate by electronic means and all Executive Council members participating in the meeting are able to acknowledge each other in real-time.

Resolutions in Writing

55. 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 Executive Council members.

Notice of Meetings

56. 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 Executive 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 an Executive Council member, or the fact that an Executive Council member has not received the notice, does not invalidate the meeting.

Keeping of Records

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

Part VI – Secretariat

59. The 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.
60. The Director General shall be appointed by a majority vote of the members of the Executive Council.
61. The first Director General shall be appointed by the directors of the corporation.
62. The main functions of the Director General are:
- 62.1. to act as the chief executive officer of APNIC and the corporation;
 - 62.2. 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 incidental to the office of chief executive or which are delegated by the Executive Council;
 - 62.3. to execute all contracts, agreements and other instruments of the corporation which are authorised including affixing the Seal of the corporation;

- 62.4. 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;
 - 62.5. to implement strategic policies, prepare plans for APNIC, and shall coordinate its activities, functions and affairs;
 - 62.6. to report to the Executive Council and to put forward resolutions for the consideration of the Executive Council;
 - 62.7. 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;
 - 62.8. to act as the legal representative of APNIC and the corporation;
 - 62.9. to act as an ex-officio member of the Executive Council.
63. 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

64. 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.
65. 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

66. 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

67. 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

68. Except as otherwise specifically provided in these by-laws or as required by law, all notices required to be given under these by-laws must be given in writing and may be delivered or sent by:
- 68.1. personal delivery;
 - 68.2. registered pre-paid postal mail or reputable courier; or
 - 68.3. electronic communication (including email) to the address last notified by the recipient.

Such notice will be deemed to be received:

- 68.4. if personally delivered, on the date of delivery;
- 68.5. if sent by registered pre-paid post or reputable courier, upon delivery to the relevant address;
- 68.6. if sent by email or other electronic means:
 - 68.6.1. when the sender receives confirmation that the communication has been delivered to the recipient's email address; or
 - 68.6.2. 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.

Waiver of Notice

69. A written waiver of any notice, signed by an Executive 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 Executive 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

70. To the extent permitted by law, and subject to by-law 72, 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:
- 70.1. 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
 - 70.2. 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.

71. By-law 70 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.
72. 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.
73. 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.
74. If a person referred to in by-law 70 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

75. 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 70.

Part XII – Miscellaneous

Facsimile Signatures

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

Corporate Seal

77. 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”

78. 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

79. 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

80. 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

81. 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).
82. A party claiming that a Dispute has arisen must notify in writing each other party to the Dispute giving details of the Dispute.
83. Within 7 days after a notice is given under by-law 82 each party to the Dispute ("Disputant") must nominate in writing a representative authorised to settle the Dispute on its behalf.
84. During the 20 day period after expiration of the 7 day period referred to in by-law 83 (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.
85. 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.
86. Any information or documents prepared for the arbitration and disclosed by a Disputant during the arbitration process:
- 86.1. must be kept confidential; and
 - 86.2. must not be used except for the purpose of resolving the Dispute.
87. 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.

88. 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.
89. If, in relation to a Dispute, a Disputant breaches any of the provisions of by-laws 82 to 84, each other Disputant need not comply with these dispute resolution clauses in relation to that Dispute.

Governing Law

90. 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

91. 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.