CONSTITUTION OF PERSATUAN DOMAIN PERINGKAT PERTAMA ASIA PASIFIK [ASIA PACIFIC TOP LEVEL DOMAIN ASSOCIATION] (APTLD)

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CONSTITUTION OF PERSATUAN DOMAIN PERNGKAT PERTAMA ASIA PASIFIK [ASIA PACIFIC TOP LEVEL DOMAIN ASSOCIATION] (APTLD)

PART I: GENERAL

1. Name

1.1 This association shall be known as the "PERSATUAN DOMAIN PERINGKAT PERTAMA ASIA PASIFIK" ["ASIA PACIFIC TOP LEVEL DOMAIN ASSOCIATION"] (APTLD).

(hereinafter referred to as the "Association")

2. Registered Address

2.1 The registered address of the Association shall be Suite 9B.03, Level 9B, Wisma E&C, No.2 Lorong Dungun Kiri, Damansara Heights, 50490 ~~at 6th Floor, Yee Seng Building, 15, Jalan Raja Chulan, 50200~~ Kuala Lumpur or such place as may be decided by the Board and approved by the Registrar of Societies from time to time. The registered address of the Association shall not be changed without the prior approval of the Registrar of Societies.

3. Logo

3.1 The logo of the Association is an oval shaped emblem with the words "Asia Pacific Top Level Domain Association" placed in the middle of the emblem. The words "Asia Pacific", in larger font, are placed above the words "Top Level Domain Association". The colour of the emblem is a blend of ~~maroon~~ red and black, whilst the words "Asia Pacific Top Level Domain Association" are white in colour~~, as evidenced below~~. The acronym of the name of the Association, "APTLD", is placed immediately below the emblem and is red in colour. The logo is shown below:

4. Rationale And Objectives

4.1 The Association is formed as a result of realisation of three (3) needs, namely:

4.1.1 the need to establish a forum for improved co-ordination and exchange of information, knowledge and expertise within Asia-Pacific in relation to domain name registry issues;

4.1.2 secondly, the need to foster and promote strong participation by Internet domain name related organisations in Asia-Pacific in regional and international forums; and

4.1.3 thirdly, the need to promote stability and continuity in the Internet domain names system.

4.2 The objectives for which the Association is established are:

4.2.1 to provide a forum to discuss policy matters affecting Internet domain name related organisations;

4.2.2 to promote and represent the interests of Members and to lobby and negotiate on their behalf;

4.2.3 to act as an interface with Internet governing bodies and other bodies involved in the Internet;

4.2.4 to promote and encourage Members' participation and involvement in Internet governing bodies and other bodies involved in the Internet;

4.2.5 to promote skills development and information exchange related to Internet domain names amongst Members;

4.2.6 to undertake research and development on Internet domain names and to prepare and distribute reports and papers to the Members and/or the public;

4.2.7 to raise awareness and educate the public and Members on domain name issues;

4.2.8 to develop model procedures, mechanisms, policies, standards on services and processes related to domain name issues;

4.2.9 to be aware of legislation, regulations and policies which are connected with or affect Internet domain names, and to inform Members of such proposed legislation, regulations and policies, the effects of such legislation, regulations and policies and any proposed actions to be taken by Members;

4.2.10 to acquire, prepare, edit, print, publish, issue and circulate journals, directories, books, papers, periodicals and other literary undertakings, electronically or otherwise, in connection with Internet domain names and/or any other industry or business considered by the Association to be allied thereto and to form statistic and other data or information relating to such industry or business;

4.2.11 to collect, compile and distribute amongst the Members, information and data which is required under the Constitution or will assist in carrying out the objectives of the Association;

4.2.12 to raise from Members funds as may be necessary to further the objectives of the Association;

4.2.13 to purchase, take, lease, exchange, hire or otherwise acquire any real or personal, movable or immovable property of any kind and any shareholdings, rights or privileges and enter into any joint-ventures which the Association may think necessary or convenient for the promotion of any of its objectives and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;

4.2.14 to sell, improve, manage, mortgage, develop, exchange, lease, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association as may be thought expedient with a view to further its objectives;

4.2.15 to give any guarantee that may be necessary for the payment of money or the performance of any obligation connected with or arising out of the activities of the Association whether of a pecuniary nature or not, to carry out any obligations or discharge any obligations;

4.2.16 to remunerate any person, company, firm or organisation rendering services to the Association whether by cash payment or otherwise;

4.2.17 to undertake and execute any trusts which may be lawfully undertaken by the Association; and

4.2.18 to indemnify any officer or employee of the Association in respect of any action taken or any liability incurred or to be incurred by such officer or employee in any manner which the Association may consider would be in furtherance of the Association's objectives.

PART II: MEMBERSHIP

5. Membership

5.1 The Board shall at its discretion admit to Membership any individual, company, firm, organisation or other body in accordance with the provisions hereinafter contained.

5.2 There shall be no limit as to the number of Members which the Association proposes to register but the Board may from time to time register a limit to the number of Members.

5.3 There shall be two (2) classes of Membership, namely:

5.3.1 Ordinary Membership; and

5.3.2 Associate Membership.

5.4 Ordinary Membership:

5.4.1 Ordinary Membership shall be open to organisations from all countries and economies from the Asia-Pacific that manage and operate any of the country code Top Level Domain (ccTLD) registries of the Asia Pacific.

5.4.2 An organisation shall cease to be an Ordinary Member if the requirements stated in Article 5.4.1 cannot be complied with. Such an organisation may apply to continue to be an Associate Member but in such event no further annual subscription fee for such year of conversion, if any, shall be payable.

5.5 Associate Membership:

5.5.1 Associate Membership shall be open, at the discretion of the Board, to any individual, company, firm, organisation or other body born in, established, incorporated or registered under the laws of their relevant countries within the Asia-Pacific that are involved in domain names related activities.

5.5.2 Associate Members shall enjoy all privileges of Ordinary Membership except that they may not vote nor stand for election of any position in the Board at any General Meetings.

6. Admission as Members

6.1 Subject to the provisions of the Constitution, the Board may from time to time determine the terms and conditions on which any individual, company, firm, organisation or other body shall be admitted to Membership as an Ordinary Member or Associate Member.

6.2 An application for Membership shall be in the form and manner prescribed by the Board and no person shall be admitted to Membership unless first having submitted to the Board an application for Membership accompanied by the prescribed fee, unless the payment of the prescribed fee is exempted by the Board at its sole discretion.

6.3 Each application for admission shall come before the Board and shall be subject to the approval of a majority of the Board present and voting at the Board Meeting in question.

6.4 Names of approved applicants shall be circulated to the Membership after each Board meeting and after two (2) weeks of such circulation, the applicants will be deemed eligible for Membership provided that there are no objections from one or more of the Members. In the event of objections being raised the decision on whether to admit ~~the~~ an applicant to Membership of the ~~a~~Association will rest with the Board.

6.5 Every applicant deemed eligible for Membership shall thereafter be notified in writing and shall thereafter confirm their acceptance of Membership in the form and manner as prescribed by the Board from time to time.

~~6.3~~6.6 Every applicant in making an application for Membership shall undertake to be bound by the Constitution and ~~all the Rules and~~ by-laws of the Association for the time being in force in the event their application is successful.

~~6.4~~6.7 Admission to Membership is subject to the Board's approval and the Board may reject any application for Membership but shall state the reason for the rejection and in such event any payment made shall be refunded.

7. Representatives

7.1 Any Ordinary or Associate Member which is a company, may either by resolution of its director or other governing body or alternatively in writing, but the latter always being subject to the by-laws of the Association, authorise such person as it thinks fit to act as its nominated Representative at any meeting of the Association for any period of time, and the person so authorised shall be entitled to exercise the same powers on behalf of the company he represents as that company could have exercised if it were an individual person who was a Member of the Association.

7.2 Subject to the by-laws of the Association, any Ordinary or Associate Member which is a firm, organisation or any other body, may ~~appoint~~ in writing, authorise such person as it thinks fit to act~~an officer of the Member~~ as its nominated Representative at any meeting of the Association for any period of time, and the person so appointed shall be entitled to exercise the same powers on behalf of the firm, organisation or body he represents as that firm, organisation or body could have exercised if it were an individual person who was a Member of the Association.

8. Annual Subscription Fee And Other Dues

8.1 The annual subscription fee shall be fixed at such rate and payable in such mode and at such time prescribed by the Board from time to time, subject always to the approval of Ordinary Members and Registrar of Societies in accordance with Article 2~~3~~4 hereof.

8.2 Until otherwise prescribed by the Board in accordance with Article 8.1 above, the rate of the annual subscription fee for Ordinary Members shall be based on the category of membership of an Ordinary Member, as follows:

Category of Membership	Annual Subscription Fee (US$)
Band 10 ~~Very large~~	25,000 ~~20,000~~
Band 9 ~~Large~~	20,000 ~~10,000~~
Band 8 ~~Medium large~~	15,000 ~~5,000~~

Band 7 ~~Medium~~	10,000 ~~2,000~~
Band 6 ~~Medium small~~	7,500 ~~1,000~~
Band 5 ~~Small~~	5,000 ~~500~~
Band 4 ~~Very Small~~	3,000 ~~100~~
Band 3	1,500
Band 2	750
Band 1	150

8.3 The category of membership of an Ordinary Member shall be based on the number of domain names registered with/by an Ordinary Member, as may be determined and notified by the Board from time to time.

8.4 Until otherwise prescribed by the Board in accordance with Article 8.1 above, ~~the annual subscription fee for an Associate Member shall be US$100.~~ the rate of the annual subscription fee for Associate Members shall be based on the category of membership of an Associate Member, as follows:

Category of Membership	**Annual Subscription Fee (US$)**
Band 10 ~~Very large~~	25,000
Band 9 ~~Large~~	20,000
Band 8 ~~Medium large~~	15,000
Band 7 ~~Medium~~	10,000
Band 6 ~~Medium small~~	7,500
Band 5 ~~Small~~	5,000
Band 4 ~~Very Small~~	3,000
Band 3	1,500
Band 2	750
Band 1	150

8.5 All payments shall be due and payable on a date to be prescribed by the Board.

8.6 In the event where a Member has failed to settle the necessary payment by the date prescribed by the Board, the Board reserves the right to take such action as it deems appropriate against such Member, provided that a written notice for the settlement of the overdue sum has been issued to such Member.

8.7 Notwithstanding the above, the Board may, at the written request of a Member, waive or reduce any necessary payment payable by such Member at its sole discretion.

8.8 The Board may in addition to the prescribed subscription fees, impose an additional levy upon Members for a special purpose in furtherance of the rationales and objectives of the Association with the approval of Members at a General Meeting.

9. Rights and Duties of Members

9.1 All Members shall be entitled to:

9.1.1 participate and/or attend at all General Meetings of the Association;

9.1.2 participate in Committees that shall work on their respective projects under charters so decided;

9.1.3 participate in the Secretariat that shall be responsible for handling the duties and obligations of the Secretariat; and

9.1.4 participate in the Association mailing lists designated by the Board on various matters including but not limited to the Internet Corporation for Assigned Names and Numbers (ICANN) functions and activities that impact on the Asia Pacific.

9.2 Further, all Members are entitled to access information via a publicly accessible World Wide Web site maintained by the Association including all the minutes of General Meetings and Board Meetings. However some minutes and other matters might not be publicly made available to protect the interests of the Association. In these cases, the Board shall describe in generic terms the reasons for such non-disclosure.

9.3 Every Member shall promptly notify the Association of the registered and/or correspondence address of such Member and of the particulars of their Representative, members of their Board of Directors, Managing/Executive Committee or such other governing body, as the case may be.

9.4 It shall be the absolute duty of each Member upon first becoming a Member to notify the Association of all particulars required to enable the Board to keep records of the Member's particulars and to notify the Association promptly of any changes in the particulars contained therein. The Association shall be entitled to assume and each Member shall be stopped completely from denying the truth of all statements contained in the Board's record which is entered in accordance with the information from time to time supplied to the Association by the Member in question.

9.5 Every Member shall be entitled at all reasonable times during business hours of the Secretariat to inspect the accounts of the Association.

10. Cessation of Membership

10.1 A Member shall cease to be a Member of the Association and the name of such Member shall be removed from the register of Members in any of the following events:

10.1.1 It resigns from Membership by giving one (1) months notice in writing to the Board, but the Board may in its absolute discretion resolve to accept a shorter written notice of resignation given by a Member;

10.1.2 If being an Ordinary Member, it no longer satisfies the criteria for Ordinary Membership as set out in Article 5.4.1 hereof;

10.1.3 It fails to pay any payment prescribed by the Board within the stipulated period and the Board has decided to cease its Membership;

10.1.4 If being an individual –

10.1.4.1 In the event of death;
10.1.4.2 he/she becomes of unsound mind;
10.1.4.3 he/she is convicted or indicted of any criminal offence; and

10.1.4.4 he/she is adjudged a bankrupt or makes any composition or arrangement with his creditors.

10.1.5 If being a company, it is ordered to be wound up under an order of any court, or resolves by special resolution to wind up.

10.1.6 Provided that where a company being a Member winds up or dissolves for the purposes of an amalgamation or reconstruction, and it is reincorporated or a new firm, body or organisation is constituted in the same or substantially the same form of business as that of the original member so that such reincorporated company would be entitled to membership of the Association, then the reincorporated company shall be substituted for the original Member and shall accede in all respects to the prevailing Constitution and by-laws of the Association as if it had been the original Member.

~~10.1.5~~10.1.7 If being a firm, organisation or body:~~, it is dissolved, wound up or deregistered, as the case may be;~~

10.1.7.1.1. should a bankruptcy petition be filed against any of its principals, or
10.1.7.1.2. should it compound with its creditors, or
10.1.7.1.3. should it dissolve or give notice of dissolution;

10.1.8 Provided that where a firm, organisation or body being a Member dissolves for the purposes of reconstruction or reorganisation and a new firm, organisation or body ("the new body") is constituted and it carries on the same or substantially the same business and name as that of the original member so that such new body would be entitled to membership of the Association, then the new body shall be substituted for the original Member and shall accede in all respects to the prevailing Constitution and by-laws of the Association as if it had been the original Member.

~~10.1.6~~10.1.9 If based upon a complaint made by any Member or in the opinion of the Board, a Member has refused or neglected to comply with the provisions of the Constitution or ~~the provisions of any prevailing Rules and~~and the -by-laws of the Association or whose conduct renders such Member to be unfit to be a Member of the Association, the Board may submit the question of expulsion to a General Meeting. At such General Meeting, the Member in question shall be allowed to offer its explanation in relation to the matter, verbally or in writing, and if thereupon three-quarters (3/4) of the Ordinary Members present and voting at such General Meeting vote for the expulsion of the said Member from the Membership of the Association, it shall cease to be a Member as at the said General Meeting.

10.1.10 An expelled Member may reapply to be a Member of the Association after a lapse of not less than a year from the date such Member ceased to be a Member of the Association and the decision on whether to re-admit the applicant to Membership of the Association will rest with the Board.

PART III: GENERAL MEETINGS

11. General Meetings

11.1 The supreme authority of the Association shall be vested in the Association in General Meetings except where otherwise provided for in the Constitution.

11.2 The Association shall hold once every calendar year an Annual General Meeting in the month of June or at any time before June in addition to any other meetings in that calendar year, and shall specify the meeting as such in the notice calling it~~, and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting and that of the next~~.

11.3 All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

11.4 An Extraordinary General Meeting shall be convened by the Board:

11.4.1 whenever the Board deems fit; or

11.4.2 within six (6) weeks after the receipt of a written requisition by two tenth (2/10) of the Ordinary Members.

11.5 An Annual General Meeting and an Extraordinary General Meeting shall be called by at least twenty-one (21) day~~'~~s' notice in writing.

11.6 Such notice(s) shall specify the location, the day and the hour of the General Meeting, and a copy of the audited annual accounts of the previous financial year shall be attached in the case of Annual General Meeting.

11.7 The non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting.

11.8 Where it is considered by the Board that it is desirable to give a prompt decision on any point which should ordinarily be determined at a General Meeting, the Board will send a written notice of the same to each Member entitled to vote stating a date by which the Member's decision or vote on the point must be received by the Board.

11.8.1 The said date shall allow reasonable and sufficient time in all circumstances for the Members to respond. The Members can communicate by written notice.

11.8.2 If there is a decision on the point by at least two thirds (2/3) of the Members voting, then such decision shall be binding as if it is reached in a General Meeting duly convened and held.

12. Proceedings at General Meetings

12.1 At each Annual General Meeting, the Members shall, amongst others, deal with the following business:

12.1.1 consideration and acceptance of the Audited Accounts for the preceding financial year and the report of the Board and Auditors;

12.1.2 election of the Board Members;

12.1.3 appointment of the auditors and fixing their remuneration; and

12.1.4 such matters of which notice is given, at least fourteen (14) days prior to the Annual General Meeting.

12.2 Subject to Article 12.3 below, no business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as hereinafter provided one half (1/2) of the Ordinary Members present shall be a quorum.

12.3 If within half an hour from the time appointed for holding of the General Meeting a quorum is not present, the General Meeting shall stand adjourned for twenty one (21) days, at the same place and time, or at such other place and time as the Board may determine, and if at such adjourned General Meeting, a quorum is not present within half an hour from the time appointed for the holding of the adjourned General Meeting, the Ordinary Members present shall be a quorum.

12.4 All questions as to procedure at or in relation to any General Meeting for which no provision is made in the Constitution shall be decided by the Chairman of such General Meeting.

13. Voting by Members

13.1 Subject as provided herein, every Ordinary Member shall have one (1) vote which must be exercised by its Representative or by proxy executed in writing in the manner and form prescribed by the Board from time to time whether in the by-laws or otherwise.

13.2 The following principles shall apply to voting by Ordinary Members:

13.2.1 No Ordinary Member other than an Ordinary Member duly registered and which has paid all subscription fees and other sums payable to the Association, shall be entitled to vote on any question at any General Meeting;

13.2.2 Decisions of any General Meeting shall be made by a majority of the Ordinary Members present unless as specified otherwise herein;

13.2.3 Voting may be carried out using such electronic and/or online means (including web applications, e-mail and/or video conferencing) as stipulated in the by-laws and/or determined appropriate by the Board.

PART IV: THE BOARD

14. The Board

14.1 The management of the Association shall be vested in the Board and the instrumentalities thereof.

14.2 The Board may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association which are required either by statute or by the Constitution to be exercised by the Association.

14.3 The Board may exercise its discretion to allow non-members to be observers and to attend any of the Association's General Meetings.

~~14.3~~14.4 Except where they are contrary to or inconsistent with the policy previously laid down by the Association in General Meeting, the decisions of the Board shall be binding on the Association unless and until countermanded by a resolution carried by three quarters (3/4) of the Ordinary Members present and voting at a General Meeting.

~~14.4~~14.5 The Board shall comprise eight (8) Board Members, four (4) of whom shall be principal office bearers holding the positions of:

~~14.4.1~~14.5.1 Chairman;

~~14.4.2~~14.5.2 Senior Vice Chairman;

~~14.4.3~~14.5.3 Vice Chairman for Membership, also known as the Secretary; and

~~14.4.4~~14.5.4 Vice Chairman for Treasure, also known as the Treasurer.

~~14.5~~14.6 The Association may from time to time by resolution passed by at least three-quarters (3/4) of the Ordinary Members present and voting at a General Meeting, change the number of Board Members, subject always to the approval of the Registrar of Societies in accordance with Article 24~~3~~ hereof.

~~14.6~~14.7 Subject to Article 14.8, ~~T~~the Board will be elected by a majority of votes of the Ordinary Members present and voting at the Annual General Meeting.

14.8 The Board may at its sole discretion resolve to allow online nominations and elections to be conducted prior to the holding of an Annual General Meeting provided that:

14.8.1 Such online nominations and elections shall be conducted in accordance with such means procedures and timelines as stipulated in the by-laws and/or as determined appropriate by the Board from time to time;

14.8.2 The election results of any online election shall be endorsed by a majority of votes of the Ordinary Members present and voting at the related Annual General Meeting whereupon the election results will be deemed conclusive of the election of the Board Members so elected;

14.8.3 Where there is a failure to obtain such endorsement, the Board will be elected by a majority of votes of the Ordinary Members present and voting at the related Annual General Meeting.

~~14.7~~14.9 Subject to Article 14.~~8~~10, the Board Members shall serve for a term of two (2) years commencing on the date of the Annual General Meeting until the election of the new Board Members at the Annual General Meeting held two (2) years thereafter.

~~14.8~~14.10 For the Board election in the first year of registration of the Association, the four (4) highest polling Board Members will be elected for a term of two (2) years and the remaining Board Members will be elected for a term of one (1) year.

~~14.9~~14.11 The Board so elected in accordance with Article 14.7~~6~~ and Article 14.~~8~~9 above will elect the principal office bearers from amongst the Board Members at the first Board Meeting held after the respective Annual General Meeting.

~~14.10~~14.12 The principal office bearers shall hold office for a term of one (1) year and shall be eligible for re-election, provided that he/she still remains as a Board Member.

~~14.11~~14.13 When the office of a Board Member becomes vacant, it shall be filled within thirty (30) days thereof. The Board may, at its discretion:

~~14.11.1~~14.13.1 appoint a Representative of an Ordinary Member, to fill the office vacated until the next Annual General Meeting, or

~~14.11.2~~14.13.2 fill the office vacated by a person elected by a majority vote of the Ordinary Members in an Extraordinary General Meeting until the remainder of the term of the vacated position.

~~14.12~~14.14 The office of a Board Member shall be vacated, if :

~~14.12.1~~14.14.1 he/she or the Member he/she represents, has been convicted of any imprisonable offence;

~~14.12.2~~14.14.2 he/she, without the consent of the Association in any General Meeting holds any office of profit under the Association;

~~14.12.3~~14.14.3 he/she becomes a bankrupt;

~~14.12.4~~14.14.4 he/she or the Member he/she represents ceases to be a Member of the Association pursuant to Article 10 herein;

~~14.12.5~~14.14.5 he/she becomes of unsound mind;

~~14.12.6~~14.14.6 he/she or the Member he/she represents resigns his office by notice in writing to the Board;

14.14.7 he/she is no longer in the employment of the Member;

14.14.8 he/she is substituted by another officer of the Member;

~~14.12.8~~14.14.9 he/she or the Member he/she represents is removed by the Ordinary Members at a~~n Extraordinary~~ General Meeting;

~~14.12.9~~14.14.10 he/she or the Member he/she represents is directly or indirectly interested in any contract with the Association and fails to declare the nature of such interests.

~~14.13~~14.15 Board Member shall not vote in respect of any contract in which he/she or the Member he/she represents is interested or any matter arising therefrom, and if he/she does so vote his/her vote shall not be counted.

~~14.14~~14.16 The duties of the office bearers are as follows:

~~14.14.1~~14.16.1 The Chairman shall act as Chairman at all General and Board Meetings. He shall represent the Association in its dealings with outside persons.

~~14.14.2~~14.16.2 The Senior Vice Chairman shall deputise for the Chairman in the latter's absence. He shall also be responsible for all matters in connection with policy development.

~~14.14.3~~14.16.3 The Secretary shall be responsible for all matters in connection with Membership.

~~14.14.4~~14.16.4 The Treasurer shall be responsible for all matters in connection with finance and administration of the Association.

~~14.15~~14.17 The Board may delegate any of its powers to any Committee which is chaired by a Board Member or some other persons as the Board deems fit, upon such terms and conditions as the Board prescribes.

~~14.16~~14.18 The Board may appoint such advisory boards as it deems necessary and may make rules in connection with the appointment and removal of the members of such boards, the conduct of their meetings, the appointment of a chief advisor, the role of the members of such boards and all other matters in connection therewith.

~~14.17~~14.19 The Board shall be authorised to enact, alter and repeal by-laws as it may deem expedient for the proper conduct and management of the Association, provided that such by-laws are for the purpose of furthering the objectives and not in contradiction with the Constitution. Any enactment, alteration and repeal of by-laws shall be binding upon the Members on the date prescribed by the Board, provided that sufficient notice has been given to the Members.

15. Proceedings of the Board

15.1 The Board Members may convene and regulate meetings as they think fit. Any question arising at any Board Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have the casting vote.

15.2 The Secretary shall summon a Board Meeting in the event a Board Member requests it by giving reasonable notice to the Board Members, specifying the location, the day and the hour of the Board Meeting.

15.3 The non-receipt of such notice by any Board Member entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any Board Meeting.

~~15.3~~15.4 The required quorum for convening a Board Meeting and the transaction of the Board's business shall be four (4) Board Members.

~~15.4~~15.5 The following principles shall apply to voting by Board Members:

~~15.4.1~~15.5.1 each Board Member shall have one (1) vote;

~~15.4.2~~15.5.2 decisions of the Board shall be made by a majority of the Board Members present except as specified otherwise herein;

~~15.4.3~~15.5.3 a Board Member may vote in person or by proxy executed in writing in the form and manner prescribed by the Board;

~~15.4.4~~15.5.4 voting may be carried out using electronic online means (includes e-mail and/or video conferencing) in accordance with the Constitution and by-laws.

~~15.5~~15.6 All decisions of the Board Members in a Board Meeting shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of such person or persons acting as Board Member or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

~~15.6~~15.7 A resolution in writing, signed by all Board Members for the time being entitled to receive notice of Board Meeting, shall be as valid and effectual as if it had been passed at a Board Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed (whether electronically or otherwise) by one (1) or more Board Members.

~~15.7~~15.8 A resolution may be signed (whether electronically or otherwise) in counterparts by the respective Board Members, each of which when so signed shall be deemed to be an original and all of which taken together shall constitute one and the same resolution.

PART V: ADMINISTRATION

16. The Secretariat

16.1 The Board shall set up a Secretariat rotating from each Ordinary Member country, to assist in the day to day running of the Association based upon the terms and conditions determined by the Board.

16.2 Each Secretariat shall be established for a term of two (2) years, unless otherwise determined by the Board.

17. The Register

17.1 The Secretariat shall cause to be kept a register of Members containing particulars of:

17.1.1 their names, relevant registration numbers, dates and places of incorporation/establishment, registered and business addresses;

17.1.2 in the case of a firm, the names of all partners;

17.1.3 in the case of a company the name of its secretary;

17.1.4 in the case of an organisation, the name of the principals; and

17.1.5 the current nominated Representative of the Member.

PART VI: FINANCES

~~17.~~18. Property and Funds

~~17.1~~18.1 The income and property of the Association whencesoever derived, shall be applied solely towards the promotion and furtherance of the Association's objectives stated herein and no proportion thereof shall be paid or transferred directly or indirectly by way of profit.

~~17.2~~18.2 No provision of the Constitution herein shall prevent payment made in good faith of reasonable and proper remuneration to any servant or employee of the Association or to any Member.

~~17.3~~18.3 The Treasurer shall keep all funds and collect and disburse all money on behalf of the Association. The Treasurer or any such member of the Secretariat as appointed by the Board is authorised to expend up to USD5,000.00 per month for petty expenses on behalf of the Association, or any such other sum as deemed appropriate by the Board. Any excess of the same will be deposited in a bank to be named by the Board.

~~17.4~~18.4 Cheques or any other forms of bills of exchange for withdrawals from the bank will be signed by any two (2) principal officer bearers or where the sum concerned is less than USD5,000.00, or any other sum as determined by the Board from time to time, will be signed by a principal office bearer and a member of the Secretariat appointed by the Board.

~~18.~~19. Accounts

~~18.1~~19.1 The Board shall, at all times cause proper books of accounts to be kept in respect of:

~~18.1.1~~19.1.1 all monies received and expended by the Association and the matters in respect of which such receipts and expenditure takes place;

~~18.1.2~~19.1.2 all sales and purchases of goods undertaken by the Association; and

~~18.1.3~~19.1.3 all the assets and liabilities of the Association.

~~18.2~~19.2 The books of accounts shall be kept at the office where the Secretariat is located, or such other office as the Board shall think fit, and shall always be open to the inspection of the Board.

~~18.3~~19.3 Such accounts will be audited annually and shall be published to the Members at the upcoming Annual General Meeting.

~~19.~~20. Audit of Accounts

~~19.1~~20.1 At least once in every year the accounts of the Association shall be examined and the correctness of the receipts and payments account and the

balance sheet, ascertained by a properly qualified Auditor, who shall prepare a report for the upcoming Annual General Meeting on the correctness thereof.

~~19.2~~20.2 The Auditor shall be appointed at the Annual General Meeting and shall hold office for the ensuing year and shall be eligible for re-appointment.

PART VII: MISCELLANEOUS

~~20.~~21. Notices

~~20.1~~21.1 A notice may be given by the Association to any Member personally, by sending it by post or e-mail or any other formalised means of notification, as determined by the Board from time to time, to the Member's registered address or electronic address, as notified by the Member to the office. When a notice is sent by e-mail, it shall be deemed to have been effected when the Association receives a system notification that the same has been sent.

21.2 Notice of every General Meeting shall be given in the same manner hereinbefore stated to :

21.2.1 every Member; and

21.2.2 the Auditors for the time being of the Association.

~~21.~~22. Interpretation

~~21.1~~22.1 The Board shall be empowered to interpret the provisions in the Constitution and by laws and when necessary to use its discretion to determine any point on which the Constitution is silent.

~~22.~~23. Indemnity

~~22.1~~23.1 Every Board Member, Auditor, legal adviser, consultant, agent, officer, and other employee of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an agent, officer or employee of the Association and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

~~23.~~24. Amendment of the Constitution

~~23.1~~24.1 The Constitution may be amended by a three-quarters (3/4) majority of Ordinary Members present and voting at a General Meeting, provided notice of such a proposed amendment together with its full text shall have been mailed or e-mailed to all Members at least four (4) weeks in advance of the General Meeting. Voting may be carried out by electronic means or such other methods according to procedures instituted by the Board.

~~23.2~~24.2 Any such amendments to the Constitution shall be submitted to the Registrar of Societies within sixty (60) days subsequent to such General Meeting, and shall not come into force without prior approval from the Registrar of Societies.

~~24.~~25. Dissolution

~~24.1~~25.1 The Association may be dissolved by a three-quarters (3/4) majority vote of all Ordinary Members, if it is determined that the objectives of the Association have been achieved to a satisfactory degree or if it is determined that the Association will no longer be able to function effectively.

~~24.2~~25.2 In the case of dissolution, any land, physical plant and other assets situated in participating economies, and made available to the Association, and permanent fixed capital improvements thereon shall revert to their legal owner. The other assets of the Association shall be transferred for use for similar purposes or distributed to institutions having similar objectives to those of the Association in the participating economies after agreement between the relevant parties of those economies and the Board.

~~24.3~~25.3 A notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of dissolution.

~~25.~~26. Definitions

~~25.1~~26.1 In this Constitution, the words standing in the first column shall bear the meaning set opposite to them respectively in the second column, if inconsistent with the subject or context:

Words	Meanings
"~~The~~ Association"	Asia Pacific Top Level Domain Association.
"Asia Pacific"	countries and distinct economies within the Asia-Pacific Rim.
"ccTLD"	country code Top Level Domain.
"Board"	the Board for the administration of the Association.
"Board Member"	member of the Board.
"gTLD"	generic Top Level Domain.

"in writing"	written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form, including in an electronic format.
"meeting"	includes a meeting held between the relevant parties while being located in different geographic locations via one or more communication channels, whether electronic or otherwise, or any combination thereof.
"Member"	a member of the Association.
"TLD"	Top Level Domain.

~~25.2~~26.2 In view of the highly dynamic and constantly evolving nature of the Association, these definitions will be used in the broadest and most inclusive sense in situations of ambiguity.

~~25.3~~26.3 Words of masculine gender shall include the feminine gender and vice versa.