

**Proposed changes to the APTLD Constitution and Bylaws and an explanation about why they are being proposed.**

November 10, 2008

Changes in the Constitution

<p><u>5.4.1 Ordinary Membership shall be open to organisations that are:</u></p> <p><u>5.4.1.1 located in the Asia-Pacific;</u></p> <p><u>5.4.1.2 listed in the IANA database as a Sponsoring Organisation, Administrative Contact or Technical Contact; and</u></p> <p><u>5.4.1.3 manage and operate any of the country code Top Level Domain (ccTLD) registries of the Asia Pacific.</u></p> <p><u>5.4.3 There shall be no more than one (1) Ordinary Member per ccTLD.</u></p>	<p>This is to clarify that our ordinary members may be any one of the Sponsoring Organisation, the Administrative Contact or the Technical Contact.</p> <p>Our members must also be located in the Asia-Pacific (which is defined later).</p> <p>Each ccTLD can have only one member. If there are separate organisations from the Sponsoring Organisation, Administrative Contact or Technical Contact, then we expect them to sort out who will be the member.</p>
<p>5.5.1 Associate Membership shall be open, at the discretion of the Board, to any individual, company, firm, organisation or other body <del>born in, established, incorporated or registered under the laws of their relevant countries within the Asia-Pacific</del> that <del>are</del><u>is</u> involved in domain names related activities.</p>	<p>This is to allow Associate Members from anywhere in the world, not just Asia Pacific.</p> <p>We have had a growing number of organisations from around the world keen to become associated with APTLD.</p>
<p>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 <u>or eight (8) members, whichever is the lesser</u>, shall be a quorum.</p>	<p>This is to address the quorum issue. When APTLD had little more than a dozen members, then getting a quorum was not so difficult. But with APTLD now having more than half the ccTLDs</p>

	in the region as members (and growing) getting a quorum for an AGM or SGM becomes increasingly difficult.				
<p>14.13 When the office of a Board Member becomes vacant, it shall be filled within <del>thirty-sixty</del> (360) days thereof. The Board may, at its discretion:</p> <p>14.13.1 appoint a Representative of an Ordinary Member, to fill the office vacated until the next Annual General Meeting, or</p> <p>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.</p>	This is to extend the period of time for the Board to fill a vacancy on the Board. We found that at the last resignation, filling the vacancy by an election within 30 days was a challenge.				
<p>14.15 <u>A</u> 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.</p>	This is to fix a grammatical error.				
<p>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:</p> <table border="1" data-bbox="281 980 1268 1313"> <tr> <td data-bbox="281 980 596 1187">"Asia Pacific"</td> <td data-bbox="596 980 1268 1187">countries and distinct economies within the Asia-Pacific <del>Rim</del> <u>region as defined by ICANN's ccNSO, or in the absence thereof, by the United Nations.</u></td> </tr> <tr> <td data-bbox="281 1187 596 1313"><u>"ccNSO"</u></td> <td data-bbox="596 1187 1268 1313"><u>Country Code Names Supporting Organization.</u></td> </tr> </table>	"Asia Pacific"	countries and distinct economies within the Asia-Pacific <del>Rim</del> <u>region as defined by ICANN's ccNSO, or in the absence thereof, by the United Nations.</u>	<u>"ccNSO"</u>	<u>Country Code Names Supporting Organization.</u>	In this clause we better define the geography of Asia-Pacific and make reference to the ccNSO's geography and that of the United Nations. We also allow membership from ccTLD's in geographies that are adjacent to either of these.
"Asia Pacific"	countries and distinct economies within the Asia-Pacific <del>Rim</del> <u>region as defined by ICANN's ccNSO, or in the absence thereof, by the United Nations.</u>				
<u>"ccNSO"</u>	<u>Country Code Names Supporting Organization.</u>				

	<u>"ICANN"</u>	<u>Internet Corporation for Assigned Names and Numbers.</u>		
	<u>"IANA Database"</u>	<u>the database of top level domains maintained by the Internet Assigned Numbers Authority</u>		
Changes in the bylaws				
	<p><del>6.2</del> Any Ordinary Member having no Representative in the place at which a General Meeting of the Association is held may vote by proxy at such General Meeting. The instrument appointing a proxy shall be in writing under the hand of a duly authorised officer. A proxy must be an officer of an Ordinary Member. <del>The Officers of an Ordinary Member cannot cumulatively among themselves be proxies for more than two (2) Ordinary Members for any one General Meeting.</del></p>			This allows any member to hold as many proxies as they are provided. Under the current rules, it has been difficult to manage the proxies to ensure that a quorum is available.
	<p><del>6.3</del> The instrument appointing a proxy <del>or an electronic copy of the same and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority</del> shall be deposited at the <del>registered office of the Association Secretariat or with such other authorised party as members may be duly notified of,</del> -not less than seven (7) days before the time for the holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The presence of either the Representative or a substitute representative of a Member at any General Meeting <del>in respect of which the said Member has deposited an instrument of proxy at the registered office of the Association in accordance with the provisions of the By Laws</del> shall automatically invalidate the said instrument of proxy and terminate the appointment of the proxy.</p>			This allows e-mail proxies to be used.
	<p><del>6.6</del> <del>The requirement in Article 6.3 to deposit the instrument of proxy with the Secretariat or with such other authorised party as members have been duly notified of, shall be considered to be fulfilled where a soft copy of the said instrument of proxy is electronically communicated by the Representative to the Secretariat or such other authorised party as members have been duly notified of, subject however to condition that the original of the instrument of proxy shall be provided to the Board if and when required by them.</del></p>			As above
8.1	Upon the confirmation of each Member's voting representative, the voting representative <del>shall</del> <u>shall be entitled</u>			This removes any restriction on

	<u>to</u> nominate <del>not more than 2</del> candidates for the Election on the date that shall be duly specified by the Secretariat.	the number of candidates that a member may nominate.
8.2	The nominated person must not be a person who is currently one of the current Board Members with a term of office which extends beyond the Annual General Meeting in respect of which the nominations are being conducted. A voting representative may also nominate himself as a candidate for the Election. A person need not be a ccTLD manager in order to qualify as a candidate for the Election but the candidate has to be an employee of and represent a <del>ccTLD</del> <u>Ordinary</u> Member in some capacity.	This aligns the membership categories. Only ccTLDs from within the region can be ordinary members.
9.1	The Secretariat shall send the voting ballot to the voting representative of each Member two (2) days after the announcement of the list of candidates and the voting representatives <del>shall be issued with passwords to ensure the confidentiality of the voting process</del> wherein the voting representative shall be required to cast the ballot/s within the seven (7) days voting period on the voting website URL <u>and/or via e-mail</u> and in any event no later than the time period as duly specified by the Secretariat.	This allows e-mail voting.
9.2	Each voting representative <u>is entitled to cast one (1) vote for each of the Board vacancies to be filled at an Election. may cast a maximum of two (2) votes for up to two different candidates (i.e. 2 votes for 1 candidate OR 1 vote each for 2 different candidates).</u> The ballots cast will be authenticated by the appointed scrutineers.	This adjusts the voting process used to date and now allows four votes for four vacancies (or whatever the number of vacancies being voted on)
9.3	The counting of the ballots shall begin on the last date fixed for the receipt of ballots and the voting result shall be prepared by the Secretariat and shall be approved by the scrutineers within three (3) days from the last date of the receipt of the ballots. <del>An public</del> announcement shall be posted for one (1) day on the APTLD website <u>and/or e-mailed to Members</u> on the last date of the processing of the voting results upon approval of the scrutineers.	This clarifies the announcement procedure.
9.4	Should the results of the Election show a tie for the fourth seat on the Board, a second voting round for the fourth seat on the Board shall commence. The Secretariat shall send the voting instructions to each voting representative immediately following the day the Election result was posted and announced on the APTLD website <u>and/or e-mailed to Members</u> . The second voting round shall be held for a period of five (5) days. Each voting representative may cast only one (1) vote for the tied election.	This clarifies the announcement procedures
9.7	The results for the tied election will be authenticated by the scrutineers and a public announcement will be posted and announced on the APTLD website <u>and/or e-mailed to Members</u> two (2) days after the final date of the receipt of casting of the ballots for the same.	This clarifies the announcement procedures.

