

BYLAWS of Asia-Pacific Advanced Network (APAN)

1. NAME

- 1.1. This Organization shall be known as the “Asia-Pacific Advanced Network (APAN)”, hereinafter referred to as the “Organization”.

2. OBJECTIVES

- 2.1. Its objectives are:
- (a) To coordinate and promote network technology developments and advances in network-based applications and services;
 - (b) To coordinate the development of an advanced networking environment for research and education communities in the Asia-Pacific region; and
 - (c) To encourage and promote global cooperation to help achieve the above.

In furtherance of the above objectives, the Organization may carry out the following activities, though not necessarily limited to these:

- (a) holding meetings, workshops and conferences;
- (b) exchanging technical information among its community and beyond;
- (c) arranging and organizing education and training workshops; and
- (d) promoting and encouraging regional connectivity

In furtherance of the above objectives, the Organization may work closely with interested individuals and organizations to further the cause of adoption and research into advance network applications and technologies.

3. MEMBERSHIP QUALIFICATION AND RIGHTS

- 3.1. There are 5 types of memberships:
- (a) Primary member
 - (b) Associate member
 - (c) Affiliate member
 - (d) Liaison member
 - (e) Industry member
- 3.2. Primary Member
- (a) There shall only be one Primary Member from each country/economy.
 - (b) The Primary Member will normally be designated APAN-XX, where XX is the country/economy code.
 - (c) A Primary Member is an entity, organization or consortium that typically coordinates advanced research and education network provisioning within a country/economy.

- (d) The organization that represents the Primary Member shall be one that comprehensively represents that country's/economy's interests in the fulfilling the objectives of APAN.
- (e) The organization that represents the Primary Member shall have the support of other organizations that are stakeholders or beneficiaries in fulfilling the objectives of APAN.
- (f) The entity that represents the Primary Member may be a consortium of organizations in the country/economy, or may be represented by a single organization for administrative purposes.
- (g) The Primary Member will be the contact point for all matters between that country/economy and APAN.
- (h) Only eligible Primary Members shall have voting rights within APAN where the weighting of the votes shall be determined by the Council of Primary Members.
- (i) The number of votes for each Primary Member shall be decided by the Council of Primary Members.

3.3. Associate Member

- (a) An Associate Member is an entity, organization or consortium that has common interests in the objectives of APAN.
- (b) An Associate Member is an entity, organization or consortium that typically coordinates advanced research and education network provisioning within a country/economy or geographical area.
- (c) An Associate Member shall recognize the role of the Primary Member as the main contact and representative of a particular country/economy.
- (d) There may be multiple Associate Members from each country.
- (e) An Associate Member shall have no voting rights.

3.4. Affiliate Member

- (a) An Affiliate Member is an entity, organization or consortium that has common interests in the objectives of APAN.
- (b) An Affiliate Member typically represents a community that benefits from the use of the advanced research and education networks that APAN aims to facilitate and promote.
- (c) An Affiliate Member shall have no voting rights.

3.5. Liaison Member

- (a) A Liaison Member is a peer entity/organization/consortium that represents the common interest of a community in advanced networking.
- (b) A Liaison Member shares common interests in the objectives of APAN.
- (c) A Liaison Member has no voting rights.

3.6. Industry Member

- (a) An Industry Member is a corporate entity with common interests in the objectives of APAN.
- (b) An Industry Member has no voting rights.

4. APPLICATION FOR MEMBERSHIP

- 4.1. Primary, Associate or Affiliate Membership of APAN is open to organizations in the Asia-Pacific supporting the objectives and role of APAN. Liaison and Industry Members may be based in other regions but must have an interest in supporting the objectives and role of APAN

- 4.2. An organization wishing to join APAN should submit his organization's particulars to the APAN Chair in a prescribed format determined by the Council.
- 4.3. The Council will decide on the application for membership.

5. MEMEBERSHIP FEES

- 5.1. The Membership fee shall be decided by the Council.
- 5.2. Membership fee shall be paid on an annual basis, and the annual period of membership shall coincide with the financial year.
- 5.3. A Member who is in arrears of its membership fee is given a grace period of 3 months to pay the annual membership fee. During the grace period a Primary Member is still eligible to vote. Beyond the grace period, membership shall be suspended and a Primary Member shall not be eligible to vote. If membership fee is still not paid by the end of the financial year, membership shall be terminated.

6. GOVERNANCE STRUCTURE

- 6.1. The governance structure of APAN shall comprise the following:
 - (a) Council of Primary Members
 - (b) Coordinating Committee
 - (c) Areas/Committees/Working Groups/Task Forces
 - (d) Secretariat

An illustration of the governance structure is shown in Appendix A

- 6.2. Council of Primary Members
 - (a) The supreme authority in APAN is the Council of Primary Members, or the Council for short.
 - (b) Only eligible Primary Members have voting rights within the Council.
- 6.3. Coordinating Committee
 - (a) The Coordinating Committee fulfils an executive role in overseeing the activities of APAN.
 - (b) The Coordinating Committee shall report to the Council.
 - (c) The Coordinating Committee comprises the APAN Chair, APAN Vice-Chairs, APAN Treasurer, and Immediate Past APAN Chair.
 - (d) The APAN Chair, APAN Vice-Chairs and APAN Treasurer are elected positions. Only Primary members are eligible to vote.
 - (e) The number of APAN Vice-Chairs shall be decided by Council.
- 6.4. Secretariat
 - (a) The Secretariat provides administrative and operational support within APAN.
 - (b) The Secretariat comprises a Managing Director and secretariat staff.
 - (c) The APAN Chair shall coordinate the recruitment of the Secretariat Managing Director and all Secretariat staff subject to the approval of the Council.
 - (d) The Managing Director shall supervise the operations of the Secretariat.
 - (e) The Managing Director shall report to the APAN Chair.
 - (f) All other Secretariat staff shall report to the Managing Director.
- 6.5. Committees/Working Groups
 - (a) All Committees/Working Groups shall be approved by the Council.

- (b) Committee/Working Group management teams shall be approved by the Council.
- (c) Committee/Working Group Chair shall be elected by the Primary Members.
- (d) The Council may organize Committees/Working Groups into Areas to facilitate coordination of activities.
- (e) The Council may form an Ad Hoc Committee or Task Force with specific terms of reference as needed.

7. ELECTED OFFICERS

- 7.1. The elected officers comprise:
 - a) APAN Chair
 - b) APAN Vice-Chairs
 - c) APAN Treasurer
 - d) APAN Committee Chairs
- 7.2. The number of APAN Vice-Chairs shall be determined by the Council.
- 7.3. The term of an elected officer is 2 years. An individual may hold the office for a maximum of 2 consecutive terms of office. Thereafter he must abstain from the same office for a minimum period of 2 years.
- 7.4. An Election Committee appointed by the Council shall coordinate the election process which includes:
 - (a) Call for nominations
 - (b) Each nomination must be supported by a proposer and seconder
 - (c) Collation and presentation of nominations to the Council for voting
 - (d) Counting/tallying of votes
 - (e) Announcement of the voting results
- 7.5. Election will be by simple majority through either a show of hands at a Council Meeting or through electronic votes. In the event of a tie, a re-vote shall be taken and if it still results in a tie, a lot shall be drawn to determine who shall be the successful candidate unless the contesting candidate(s) withdrew in favor of one of themselves.
- 7.6. Elections shall be carried out at an APAN Meeting immediately preceding the expiry of the term of office of elected officers. Each newly elected officer shall hold the post of Officer-Elect and work closely with the incumbent officer to ensure smooth transfer of responsibilities and tasks on 1 July.

8. DUTIES OF ELECTED OFFICERS

- 8.1. The APAN Chair shall chair all Council and General Meetings. He shall also represent APAN in its dealings with outside entities.
- 8.2. The APAN Vice-Chair(s) shall assist the APAN Chair and deputize for him in his absence.
- 8.3. The APAN Treasurer shall oversee all financial matters of the APAN and ensures that an accurate record of financial accounts be kept. He is authorized to expend up to US\$5000 per month for petty expenses on behalf of the Organization. He will not keep more than US\$1000 in the form of cash and money in excess of this will be deposited in a bank to be named by the Council. Checks, etc. for withdrawals from the bank will be signed by the APAN Treasurer and either the APAN Chair or other suitable elected APAN officer approved by the Council.

- 8.4. A Committee Chair shall oversee proper administration of the corresponding Committee he is elected to serve. He may co-opt additional members into the Committee team to ensure smooth and effective running of the Committee.

9. AUDITING AND FINANCIAL YEAR

- 9.1. The financial year shall last 12 months from 1 January to 31 December.
- 9.2. Two Honorary Auditors shall be elected at a Council Meeting and will hold office for a term of two years only and shall not be re-elected for a consecutive term.
- 9.3. The Honorary Auditors:
- a) shall audit each year's accounts and present a report upon them to the Council.
 - b) may be required by the APAN Chair to audit the Organization's accounts for any period within their tenure of office at any date and make a report to the Council.

10. QUORUM OF COUNCIL MEETING AND VOTING

- 10.1. A minimum of 60% of the total eligible voting members will constitute a quorum.

11. AMENDMENTS TO THE BYLAWS

- 11.1. These Bylaws may only be amended at a Council Meeting where there is a quorum of eligible voting members and where at least two-thirds of the eligible votes are in favor of the amendments.

12. INTERPRETATIONS

- 12.1. In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in these Bylaws, the APAN Coordinating Committee shall have power to use their own discretion. The decision of the APAN Coordinating Committee shall be final unless it is reversed by the Council.

13. DISPUTES

- 13.1. In the event of any dispute arising amongst Members, they shall attempt to resolve the matter at a Council Meeting in accordance with these Bylaws.

14. DISSOLUTION

- 14.1. The Organization shall not be dissolved, except with the consent of at least two-thirds of the total voting membership of the Organization expressed, either in person or by proxy, at a Council Meeting or through an electronic voting process, convened for the purpose.
- 14.2. In the event of the Organization being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Organization shall be fully discharged, and the remaining funds will be disposed of in such manner as the Council may determine or donated to an approved charity(ies) or non-profit organization(s).

15. INDEMNIFICATION

- 15.1. APAN shall indemnify and hold harmless all Committee members, secretariat, agents and employees from all claims incidental to performance of their duties on behalf of APAN. APAN

shall reimburse them for all legal and other expenses reasonably incurred as a consequence. This section shall not apply where the liability arises out of willful misconduct or breach of duty, of in the event of failure to notify APAN in a timely manner or to cooperate in defense of the claim.

Appendix A – APAN Governance Structure

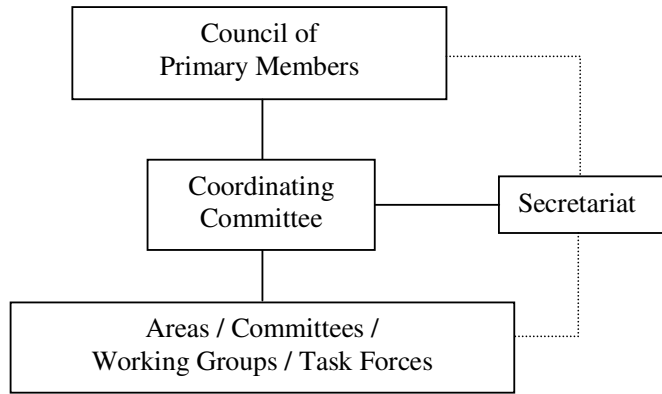


Figure A.1