

APAN House Rules

(Operational Supplement to the Memorandum and Articles of Association)

Revision approved at APAN 32 AGM, 26th August 2011

1. NAME

1.1. The Organization shall be known as the “Asia-Pacific Advanced Network Limited (APAN)”.

2. OBJECTIVES

2.1. APAN’s 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 APAN 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

APAN may work with interested individuals and organizations to further the cause of adoption and research into advanced network applications and technologies.

3. MEMBERSHIP QUALIFICATION AND RIGHTS

3.1. Following Incorporation APAN has Voting and Non-voting Members.

There is one category of Voting Member, also known as Primary Member.

There are (currently) four categories of Non-voting Members, these are:

- (i) Associate member
- (ii) Affiliate member
- (iii) Liaison member
- (iv) Industry member

3.2. Attributes of Voting Members (Primary Members)

- (a) There shall only be one Voting (Primary) Member from each country/economy.
- (b) A Voting Member is an entity, organization or consortium that typically coordinates advanced research and education network provisioning within a country/economy.
- (c) The entity that represents the Voting Member shall be one that comprehensively represents that country's/economy’s interests in the fulfilling the objectives of APAN.
- (d) The entity that represents the Voting Member shall have the support of other entities that are stakeholders or beneficiaries in fulfilling the objectives of APAN from that country/economy.
- (e) The entity that represents the Voting Member may be a consortium of organizations in the country/economy, or may be represented by a single organization for administrative purposes.

- (f) The Voting Member will be the contact point for all relevant matters between that country/economy and APAN.
- (g) The number of votes for each Voting Member shall be decided by all Voting Members at a General Meeting.

3.3. Categories and Attributes of Non-voting Members

Associate Member

An Associate Member is an organisation or consortium that has common interests in the objectives of APAN and that typically coordinates advanced research and education network provisioning within a country/economy or geographical area. There may be multiple Associate Members from each country.

Affiliate Member

An Affiliate Member is an organisation or consortium that has common interests in the objectives of APAN and typically represents a community that benefits from the use of the advanced research and education networks that APAN aims to facilitate and promote.

Liaison Member

A Liaison Member is a peer entity/organization/consortium that represents the common interest of a community in advanced networking and shares common interests in the objectives of APAN.

Industry Member

An Industry Member is a corporate entity with common interests in the objectives of APAN.

4. APPLICATION FOR MEMBERSHIP

- 4.1. Primary, Associate or Affiliate Membership of APAN is open to organizations in the Asia-Pacific region 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 Board of Directors in the form prescribed at <http://www.apan.net/home/membership/application.html>.

5. MEMEBERSHIP FEES

- 5.1. The Membership fee shall be determined by all Voting Members at the General meeting. The current membership fees are set out in Appendix 1.
- 5.2. Membership fees shall be paid on an annual basis, and the annual period of membership shall coincide with the calendar year.
- 5.3 Invoices for Membership fees will be issued in every December for payment by the end of March next year.
- 5.4. 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 Voting (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) Board of Directors
- (b) General Meeting of Members/ Council of Primary Members
- (c) Areas/Committees/Working Groups/Task Forces
- (d) Secretariat

6.2. Secretariat

- (a) The Secretariat provides administrative and operational support within APAN.
- (b) The Secretariat comprises a Managing Director and secretariat staff.
- (c) The Board of Directors shall coordinate the recruitment of the Secretariat Managing Director and all Secretariat staff.
- (d) The Managing Director shall supervise the operations of the Secretariat.
- (e) The Managing Director shall report to the Board of Directors.
- (f) All other Secretariat staff shall report to the Managing Director.

6.5. Areas, Working Groups, and BoFs

- (a) Working Groups shall be organised under Areas.
- (b) Each Working Group shall elect a chair from among the members of that Working Group.
- (c) The Working Group Chairs of a particular Area shall convene a meeting to elect an Area Director. At least half of the Working Group Chairs must participate in the election of their Area Director. The Area Director need not be a Working Group Chair.
- (d) The formation of Working Groups and Areas shall be endorsed by the Council of Primary Members.
- (e) Before a new Working Group is formed, it must first be established as a BoF for a period of one year after its formation to ensure that there is sufficient demand and benefit for the activity to become a Working Group. A Charter and proposed membership of the BoF should be prepared for consideration of Council. Council will review the operation of the BoF and any revision of its charter, after one year of its formation and determine whether it should become a Working Group.

6.6. Committees and Task Forces

- (a) The formation of Task Forces and Committees shall be approved by Council
- (b) The Board of Directors may form Ad Hoc Committees or Task Forces with specific terms of reference as needed.
- (c) The Board of Directors shall appoint the chairs of Task forces and Committees. The appointments will be endorsed by the Council of Primary Members

7. DIRECTORS

- 7.1. Voting (Primary) Members will elect the Board of Directors
- 7.2. The number of Directors shall be determined by the Voting (Primary) Members. A minimum of 3 is required.
- 7.3. The term of a Director is 2 years. An individual may hold the office for a maximum of 2 consecutive terms of office. Thereafter he/she must abstain from the same office for a minimum period of 2 years. In applying the limit of consecutive terms, an initial period served which is a year or less will not count towards the maximum of 2 consecutive terms.
- 7.4. An Election Committee appointed by the General Meeting shall coordinate the election process which includes:
 - (a) Calling for nominations
 - (b) Ensuring all nominations are supported by a proposer and seconder
 - (c) Collation and presentation of nominations to the General Meeting for voting
 - (d) Counting/tallying of votes
 - (e) Announcing the voting results

- 7.5 The election outcome will be determined by the casting of votes at a General Meeting or through electronic voting. 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 favour of one of themselves.
- 7.6. Elections shall be carried out at an Annual General Meeting immediately preceding the expiry of the term of office of Directors or Committee Chairs. Each newly elected Committee Chair shall work closely with the incumbent Committee Chair from the period of election to the time of taking up the post to ensure smooth transfer of responsibilities.

8. DUTIES OF DIRECTORS AND COMMITTEE CHAIRS

- 8.1. The duties and responsibilities of the Directors are set out in the Memorandum and Articles of Association.
- 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. The appointment of auditors is set out in the Memorandum and Articles of Association.

10. QUORUM OF GENERAL MEETING AND VOTING

These are set out in the Memorandum and Articles of Association.

11. AMENDMENTS TO THE HOUSE RULES

These House Rules may only be amended at a General Meeting where there is a quorum of eligible voting members and where at least two-thirds of the eligible votes are in favour of the amendments.

12. INTERPRETATIONS

In the event of conflict between these House Rules and the Memorandum and Articles of Association, the latter will take precedence.

13. DISPUTES

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at a General Meeting in accordance with the Memorandum and Articles of Association and these House Rules.

14. DISSOLUTION, INDEMNIFICATION

Procedures are set out in the Memorandum and Articles of Association.