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

TABLE OF CONTENTS

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

PART I: GENERAL

1. Name

1.1 This association shall be known as the "ASIA PACIFIC TOP LEVEL DOMAIN ASSOCIATION" Ltd

(hereinafter referred to as the "Association")

2. Registered Address

~~The registered address of the Association shall be Unit L-5-3A Solaris Mont' Kiara, No. 2, Jalan Solaris, 50480 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.~~ [deleted]

3. Rationale And Objectives

~~4.1~~

The Association is formed as a result of pursuit 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~~ Member organisations in Asia-Pacific in regional and international forums; and

~~4.1.3~~

~~thirdly,~~ the need to promote stability, security and resilience of the DNS and the Internet ~~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~~ relevant 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~~; serve as a Membership's voice in championing the

Membership's interests acting as an interface between them and other stakeholders of the Internet Governance ecosystem; and promoting Members' contribution thereto;

~~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~~ competencies development and information exchange related to the Internet ~~domain names~~ amongst Members and other stakeholders;

~~4.2.6~~

to undertake research ~~and development on~~ into Internet-related matters domain names and to ~~prepare and distribute reports and papers to the Members and/or the public~~ disseminate findings across the Membership and other stakeholders to raise their awareness and educate them on those matters;

~~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 keep Members abreast of the current and prospective be aware of legislation, regulations and policies in the domain names area and effects thereof;~~ 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;~~ to research into and develop ~~form~~ statistical data sets and other data or information relating to the domain names ~~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 <u>Membership</u>

~~5.1~~
The Board shall at its discretion admit to Membership any individual (only as an Associate Member), 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 admits but the Board may decline a Membership application where it deems appropriate and necessary.
~~5.3~~
There shall be two (2) classes of Membership, namely:

~~5.3.1~~ Ordinary Membership; and

~~5.3.2~~ Associate Membership.

~~5.4~~
<u>Ordinary Membership</u>:

~~5.4.1~~
Ordinary Membership shall be open to organisations that are:

~~5.4.1.1~~ located in the Asia-Pacific;

~~.4.1.2~~ listed in the IANA database as a ccTLD Manager, Administrative Contact or Technical Contact; and

~~5.4.1.3~~ manage and operate any of the country code Top Level Domain (ccTLD) registries of the Asia Pacific.

Where a dispute arises as to which organization shall hold Ordinary Membership in APTLD, such organizations should solve the matter between themselves and inform APTLD of their **consensual** decision accordingly.

~~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 membership fee for such year of conversion, if any, shall be payable.

~~5.4.3~~

There shall be no more than one (1) Ordinary Member per ccTLD.

~~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 that is 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.

Associate Members are not entitled to access (the list of documents -TBD)

6. Admission as Members

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.

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. No fee should be required until the acceptance of Membership.

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.

~~6.2B~~

~~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 an applicant to Membership of the Association will rest with the Board.~~

~~6.2C~~

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~~

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

~~6.4~~

Admission to Membership is subject to the Secretariat's primary screening and the Board's approval. If rejected, an applicant should be informed of the reason for the rejection and the right to appeal against the decision ~~Board's approval 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 in writing, 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 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.~~

Any Member may appoint by notice in writing to APTLD an nominated representative to represent it at any meeting of APTLD. That nominated representative may exercise all of the rights of that member. The appointment may be for a limited time

8. Annual ~~Subscription~~ Membership Fees And Other Dues

The annual ~~subscription~~ membership 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 23 hereof.~~

The category of membership of an Ordinary Member shall be selected by the Ordinary Member, which selection shall be based on the number of domain names registered with/by the Ordinary Member.

~~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: [To be moved to the by-laws and approved by members at the AGM.]

~~Category of Membership~~	~~Annual Subscription Fee (US$)~~
~~Band 10~~	~~25,000~~

~~Band 9~~	~~20,000~~
~~Band 8~~	~~15,000~~
~~Band 7~~	~~10,000~~
~~Band 6~~	~~7,500~~
~~Band 5~~	~~5,000~~
~~Band 4~~	~~3,000~~
~~Band 3~~	~~1,500~~
~~Band 2~~	~~750~~
~~Band 1~~	~~150~~

the category of membership of an Ordinary Member shall be selected by the Ordinary Member, which selection shall be based on the number of domain names registered with/by the Ordinary Member.

~~8.4 Until otherwise prescribed by the Board in accordance with Article 8.1 above, 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 3~~	~~15,000~~
~~Band 2~~	~~10,000~~
~~Band 1~~	~~5,000~~

All payments shall be due and payable on a date to be prescribed by the Board.
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.
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.
The Board may in addition to the prescribed ~~subscription~~ membership 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, unless defined otherwise, shall be entitled to:

~~9.1.1~~
participate ~~and/or attend at~~ in all General Meetings of the Association (Ordinary Members only);

~~9.1.2~~
participate in Committees and Working Groups 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's 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.~~

exercise any other rights granted to Members from time to time.

Further, all Members are entitled to access information via a publicly accessible ~~World Wide~~ Website 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.

~~.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~~ of an indictable 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 the same type of membership in 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.

~~10.1.7~~

If being a firm, organisation or body:

~~10.1.7.1~~ should a bankruptcy petition be filed against any of its principals, or

~~10.1.7.2~~ should it compound with its creditors, or

~~10.1.7.3~~ 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.~~

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 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.

An expelled Member may reapply to be a Member of the Association after ~~a lapse of not less than a year~~ a period of 12 months from the date such a 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. <u>General Meetings</u>

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

The Association shall hold once every calendar year an Annual General Meeting at any time before June.

~~The Annual General Meeting shall be held at such time and place as the Board may determine and at least fourteen (14) days' notice in writing (exclusive both of the day on which the notice is served or deemed to be served and of the day for which the notice is given) shall be given to all Members.~~

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

An Extraordinary General Meeting shall be convened by the Board:

whenever the Board deems fit; or

within six (6) weeks after the receipt of a written requisition by 20 (twenty) per cent ~~(2/10)~~ of the Ordinary Members.

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

Such notice(s) shall specify the location, the day and the hour in UTC time zone 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.

i)Notices of Meeting: Any General Meeting at which it is proposed to pass a special resolution or a resolution of which special notice has been given to the Company, shall be called by twenty-one (21) days' notice in writing at the least and any other General Meeting by fourteen (14) days' notice at the least shall be given in the manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of General Meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened in such manner as such persons may approve. Provided that a General Meeting, Notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed :-

(a) In the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat; and

(b) In the case of an Extraordinary General Meeting, by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.

(ii)Period and form of notice of Meeting: The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting and in case of special business the general nature of the business. In the case of Annual General Meeting, the notice should also refer to the attached audited annual accounts of the previous financial year.

(iii) Notice of Special Resolution: A general meeting convened to consider a special resolution shall be called by not less than twenty-one (21) days' notice in writing which shall specify the intention to propose the resolution as a special resolution.

Notice of every general meeting shall be given in the manner authorized by these regulations to every Member.

Accidental omission to give notice: The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice

thereof shall not invalidate the proceedings at the meeting or any resolution passed in that meeting.
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.

~~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 or eight (8) members, whichever is the lesser, 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.~~

Proceedings at General Meetings

~~12. Proceedings at General Meetings (APTLD Malaysia Constitution)~~

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

> ~~2.1.1 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 or eight (8) members, whichever is the lesser, 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.~~

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

(i) consideration and acceptance of the financial statements for the preceding financial year and the report of the Board and Auditors;
(ii) the election of directors in place of those retiring directors;
(iii) appointment of the auditors and fixing their remuneration; and
such matters of which notice is given at least fourteen (14) days prior to the Annual General Meeting.
(iv) Special Business: All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the financial statements, the reports of auditors and the statements of the directors and other documents required to be attached or annexed to the financial statements, and the appointment and fixing of the remuneration of the auditors.
(v) A Member wishing to bring before the Annual General Meeting any special business shall give notice thereof in writing to the Company Secretary not less than fourteen (14) days before the day of such meeting and if so given, notice thereof shall be included in the notice convening the Annual General Meeting. Save as aforesaid no special business shall be considered at the Annual General Meeting unless it be deemed a matter of urgency by the Members assembled or be expressly authorized by this Constitution.
Quorum: No business shall be transacted at any general meeting unless there is a quorum present when the meeting proceeds to business. Unless otherwise provided, two (2) Members present in person or proxy shall form a quorum. Adjournment if quorum is not present: If within thirty (30) minutes from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened at the request of the Members, shall be dissolved. In any other case it shall stand adjourned to the same day of the following week at the same time and place or at such other place as the Board may decide. If at such an adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the General Meeting, the Meeting shall lapse.
Chairperson: The Chairperson (if any) of the Board shall preside as Chairperson at every general meeting but if there be no such Chairperson, or if at any meeting (s)he shall not be present within thirty (30) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of the Directors present, or if no Director be present, or if all Directors present decline to take the chair, they shall elect one (1) of their number to preside.
Adjournment: The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. ~~Save as aforesaid the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.~~
Voting: No Ordinary Member duly registered and which has paid all subscription fees payable to the Association, shall be entitled to vote on any question at any General Meeting; decisions of any General Meeting shall be made by a majority of the Ordinary Members present unless as specified otherwise herein.
Method of voting: At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of

the result on a show of hands, demanded by the Chairperson or by at least two (2) Members present in person or by proxy and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

Taking a poll: Subject to the provisions of regulation 32, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Other business to continue if poll demanded: The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

No poll in certain cases: No poll shall be demanded on the election of a Chairperson of a meeting, or any question of adjournment.

Chairperson to have casting vote: In the case of equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a Member.

Validity of meeting proceedings: The proceedings at any meeting shall not be invalidated by reason of any informality or irregularity in the convening thereof or otherwise, or want of qualification in any of the persons present or voting thereat.

(1) Resolution by written means: Notwithstanding any other provision hereof but subject to the provisions of the Act or such other applicable law, the Company may pass any resolution of its Members by written means. For the purpose of this Regulation, the expression "by written means" shall include approval by telefax, telex, cable, telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. If within 28 days after the text of the resolution has been sent or made accessible to the Members, the requisite number of Members have given the Company their formal agreement to the resolution in accordance with the Act (and in particular Section 184A(5) of the Act) or otherwise by applicable law, then the resolution shall be deemed passed in accordance with the said provisions of the Act or such applicable law and failing the receipt of such formal agreement by the Company within the stipulated period, the resolution shall be deemed not to have been passed.

(2) Any reference in these regulations to the doing of anything at a general meeting of the Company, the passing or making of a resolution, or the passing or making of a resolution at a meeting, includes a reference to the passing of the resolution by written means in accordance with this regulation.

Minutes of Meeting: Proper minutes shall be made of all general meetings of the Company and of all business transacted at such meetings, and such minutes if signed by the Chairman of such meeting shall be conclusive evidence of the facts stated in the minutes.

(i) Meeting of Members: The meetings of the Members may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the

meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.
(ii) The Members participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Members in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Members duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Members attending the meeting, provided that at least one of the Members present at the meeting was at that place for the duration of the meeting.

PART IV: THE BOARD

~~14. The Board~~
~~14.1 The management of the Association shall be vested in the Board and the instrumentalities thereof.~~
~~4.2 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.~~
~~14.2A 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 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 The Board shall comprise eight (8) Board Members, four (4) of whom shall be principal office bearers holding the positions of:~~
~~14.4.1 Chairman;~~

~~14.4.2 Senior Vice Chairman;~~
~~14.4.3 Secretary; and~~
~~14.4.4 Treasurer.~~

~~14.5 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 23 hereof.~~
~~14.6 Subject to Article 14.6A, the Board will be elected by a majority of votes of the Ordinary Members present and voting at the Annual General Meeting.~~

~~14.6A 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:~~

~~14.6A.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;~~

~~14.6A.2 The election results of any online election shall be endorsed by a related Annual General Meeting whereupon the election results will be deemed conclusive of the election of the Board Members so elected;~~

~~14.6A.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 Subject to Article 14.8, 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 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 The Board so elected in accordance with Article 14.6 and Article 14.8 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 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 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 appoint a Representative of an Ordinary Member, to fill the office vacated until the next Annual General Meeting; or~~

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

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

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

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

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

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

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

~~14.12.6 he/she or the Member he/she represents resigns his office by notice in~~
~~14.12.7 he/she is no longer in the employment of the Member;~~

~~14.12.7A he/she is substituted by another officer of the Member;~~

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

~~14.12.9 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 A 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 The duties of the office bearers are as follows:~~

~~14.14.1 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 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 The Secretary shall be responsible for the keeping of all records, except financial, of the Association and shall be responsible for their correctness, and will be responsible for the keeping of minutes of all General and Board Meetings.~~

~~14.14.4 The Treasurer shall be responsible for the keeping of all funds, the collection and disbursement of all money on behalf of the Association, the keeping of an account of all money transactions and for their correctness.~~

~~14.15 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 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 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~~

14. <u>BOARD OF DIRECTORS</u>

There shall be a governing body of the Company known as the Board of Directors of the Company which responsibilities are to ensure that the Company acts in furtherance of its objects and to ensure that the funds and assets of the Company are properly accounted for and safeguarded.

Number of Directors: Unless otherwise determined by the Company in general meeting, the Board shall consist of ~~not less than three (3) and no more than nineeight (98)~~eight (8) Directors, four (4) of whom shall be principal office bearers holding the positions of:

Chairman;
Senior Vice Chairman;
Secretary; and
Treasurer.

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.

The duties of the office bearers are as follows:

The Chairperson shall act as Chairman at all General and Board Meetings. (S)He shall represent the Association in its dealings with outside persons.

The Senior Vice Chairman shall deputise for the Chairman in the latter's absence. ~~(S)he shall also be responsible for all matters in connection with policy development.~~

The Secretary shall be responsible for the keeping of all records, except financial, of the Association and shall be responsible for their correctness, and will be responsible for the keeping of Minutes of all General and Board Meetings.

The Treasurer shall be responsible for the keeping of all funds, the collection and disbursement of all money on behalf of the Association, the keeping of an account of all money transactions and for their correctness.

Chairperson of the Board: The Board should ~~may from time to time~~ elect a Chairperson of the Board who shall be entitled to preside at all meetings of the Board at which (s)he shall be present. The remaining Directors may be appointed by the Board comprising the first Directors before the first Annual General Meeting. In between every subsequent annual general meeting, the Board may appoint director(s) arising from casual vacancy but always subject to clause ~~regulation~~ 46. 47A At every annual general meeting of the Company, half (1/2) of the directors for the time being, or, if their number is not divisible by two (2), then the number nearest to half (1/2) (rounded down to the nearest whole number) shall retire from office. There shall be no limit to the term of office for the directors.

Power to add or reduce number of Directors: The Company may from time to time by ordinary resolution passed at general meeting increase or reduce the number of Directors, provided always that there shall be at least three (3) of them and may also determine in what rotation the increased or reduced number is to go out of office.

~~Directors may act to fill vacancy: The Board shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not exceed the maximum number fixed by or in accordance with this Constitution.~~
Removal and Appointment of Directors by the Company: The Company may by ordinary resolution passed at general meeting remove any Director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if (s)he had become a Director on the day on which the Director in whose place he is appointed was last elected as a Director.
Where a Director resigns from the Board, a by-election must be held within 90 days of the resignation unless otherwise determined by an ordinary resolution of members.
Power to appoint patrons etc.: The Board shall have the power to appoint honorary patrons, benefactors and Members who have made significant contributions in service or donation in cash or in kind to the Company as the Board shall in its discretion determine.
Proceedings in case of vacancies: If there shall at any time be less than eight (8) ~~three (3)~~ Directors, the existing Director(s) shall continue to hold office until the appointment of new Director(s) in accordance with this Constitution, in particular with clause ~~regulation~~ 46 in which a minimum of three (3) Directors is required always.

POWERS AND DUTIES OF THE BOARD
(i) Business of Company to be managed by the Directors: The business of the Company shall be managed by or under the direction of the Directors.

(ii) The Directors may exercise all the powers of the Company except any power that the Act or such other applicable law or the Constitution of the Company requires the Company to exercise in general meeting.

Directors’ power to delegate to Committee: The Directors may delegate any of their powers other than the powers to borrow and make calls to Committees consisting of such Members of their body as they think fit. Any Committee so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board.

Directors’ power to appoint attorneys of the Company: The Directors may, at any time, and from time to time, by power of attorney under the Seal, appoint any person to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these regulations), and for such period and subject to such conditions as the Directors may from time to time think fit, and such appointment may (if the Directors think fit) be made in favour of the Members or any of the Members of any local board established as aforesaid, or in favour of any body corporate or of the Members, directors, nominees or managers of any body corporate or unincorporate, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorney as the Directors may think fit.

Director may authorise attorney to delegate his/her powers: Any such delegate or attorney as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities or discretions for the time being vested in him/her.
Execution of negotiable instruments and receipts for money paid: All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments in which the Company is in any way concerned or interested and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.
Declaration of Directors' conflict of interest: A Director shall declare his/her actual or potential conflict of interest to the Board as soon as practical after the relevant facts have come to his/her knowledge.
Director to abstain from voting on transactions where (s)he has conflict of interest: A Director shall abstain from voting on transactions where (s)he has an actual or potential conflict of interest.
Directors may appoint Executive Committee: The Board of Directors may by resolution appoint an Executive Committee or such other Board-committee as it thinks fit to assist and advise the Board of Directors in carrying out its functions and the exercise of its powers. A Committee appointed under this paragraph shall have, and may exercise and discharge such powers, authorities, duties and functions as the Board of Directors may determine.

~~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.~~

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

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

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

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

~~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; and~~

~~15.5.5 only Board Members representing Members that have paid all subscription fees and other sums payable to the Association shall be entitled to attend and/or vote at any Board Meeting.~~

~~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.~~

~~15.6A Any Board Meeting intending to appoint another Board Member to vote as his/her proxy at a Board Meeting shall notify the Secretary in writing or via e-mail no less than five (5) days prior to the Meeting concerned, stating the name of the proxy and the date of the Meeting at which the proxy shall be entitled to so vote.~~

~~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.~~

~~15.8 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.~~

15. PROCEEDINGS OF THE BOARD

Meeting of Directors:/Quorum: The Board Members may convene and regulate meetings as they think fit. The Board shall meet regularly for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, four (4) ~~two (2)~~ Directors shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and each Director shall have only one vote. In case of an equality of votes, the Chairperson shall have a second or casting vote.

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. Directors may summon for meeting of Directors: On the request of any Director, the Secretary shall, within fourteen (14) days, summon a meeting of the Board by notice served upon at least 5 (five) ~~the several Members~~ members of the Board. Notice of the meeting may be given by the Secretariat by telefax, telex, cable, telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Chairperson of Directors: The Chairperson shall be entitled to preside at all meetings of the Board, but if no such Chairperson is appointed or if at any meeting the Chairperson be not present within thirty (30) minutes after the time appointed for

holding the meeting and willing to preside, the Board shall choose one (1) of their number to be Chairperson of the meeting.
A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally. A Director shall be deemed to be present at any meeting of Directors if he participates by telephone or other electronic or communication facilities as will permit all Directors participating in the meeting to communicate with one another.
Power to appoint committees: The Board may delegate any of the powers to committees consisting of such Directors as they may think fit and any committee so formed shall in the execution of the powers so delegated conform to any Bye-laws imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any Bye-law made by the Board as aforesaid.
Validity of acts of Directors in spite of some formal defects: All acts bona fide done by any Director ~~Member~~ at any meeting of the Board or of any committee of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director ~~Member~~ or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director of the Board or a Member of the Committees.
Directors' resolution in writing: A resolution in writing signed by a majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or of a Committee of the Directors. Any such resolution may be contained in a single document or may consist of several documents all in like form. For the purpose of this Regulation, the expressions “in writing” and “signed” shall include telefax, telex, cable, telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.
(i) Participation by telephone conference etc.: The meetings of the Board of Directors may be conducted by means of telephone conference or other methods of simultaneous communication by electronic, telegraphic or other similar means by which all persons participating in the meeting are able to hear and be heard by all the other participants without the need for physical presence. The minutes of such a meeting signed by the Chairman of the meeting shall be conclusive evidence of any resolution of any meeting so conducted.
The Directors participating in any such meeting shall be counted in the quorum for such meeting and, subject to there being a requisite quorum under this Constitution, all resolutions agreed by the Board of Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Board of Directors duly convened and held. A meeting conducted by means of a telephone conference or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

MINUTES

Minutes of Meeting. The Board shall cause proper Minutes to be kept of all appointments of officers made by the Board and of proceedings of all ~~Meetings~~ meetings of the Company and of the Board and of committees of the Board and all business transacted at such ~~Meetings~~ meetings, and any such minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. For the purpose of this Regulation, the expression "signed" shall include telefax, telex, cable, telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.
Records: Any register, index, minute book, accounting record, minute Minutes or other documents required by this Constitution or by the Act to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and facilitating the discovery of any falsifications.

DISQUALIFICATION OF DIRECTORS
Vacation of office of Director: The office of a Director shall be vacated if the Director:
(i) becomes a bankrupt or (s)he makes any arrangement or composition with his/her creditors generally.
ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder.
(iii) subject to the Act or such other applicable law, by notice in writing to the Company, (s)he resigns his office.
(iv) is prohibited from being a Director by an order made under Section 149 or 154 of the Act or such other applicable law.
(v) is removed from office pursuant to a notice given under the provisions of regulation 50.
(vi) ceases to be a Director by virtue of Section 147 of the Act or such other applicable law.

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 as well as to assist the office bearers and Board members in the discharge of their respective duties and functions, 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.~~

~~16A The Register~~

~~16A.1 The Secretariat shall cause to be kept a register of Members containing particulars of:~~

~~16A.2 their names, relevant registration numbers, dates and places of incorporation / establishment, registered and business addresses;~~

~~16A.3 in the case of a firm, the names of all partners;~~

~~16A.4 in the case of a company the name of its secretary;~~

~~16A.5 in the case of an organisation, the name of the principals; and~~

~~16A.6 the current nominated Representative of the Member.~~

16. Appointment of Secretary:
The Secretary shall be appointed by the Board for such time and upon such condition as it may think fit and any Secretary so appointed may be removed by the Board.
The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
The Secretariat shall cause to be kept a register of Members containing particulars of: their names and contact details, the current nominated Representative of the Member.

PART VI: FINANCES

~~17. Property and Funds~~

~~17.1 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 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~~ 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~~ 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.
17.5 The financial year of the Association shall commence on the 1st January and end on the 31st December every year.

~~18. ACCOUNTS~~

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

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

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

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

~~18.2 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 Such accounts will be audited annually and shall be published to the Members at the upcoming Annual General Meeting.~~

~~19. Audit of Accounts~~

~~19.1 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 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.~~

17. FINANCIAL STATEMENTS AND AUDITORS

(i) Accounts to be kept: The Board shall cause proper accounting and other records to be kept with respect to:
(a) all sums of money received and expended by the Company and matters in respect of which such receipts and expenditure take place;
(b) all sales and purchases of the movable and immovable properties of the Company; and
(c) the assets and liabilities of the Company.
(ii) No Member (who is not a director) has any right of inspecting any account or book or paper of the company except as conferred by statue or authorized by the directors or by the company in general meeting.
Appointment of Auditors: Auditors shall be appointed and their duties regulated in accordance with the Companies Act (Cap. 50).
Auditors to be given notice: The auditors of the Company shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled and to be heard at any General Meeting on any part of the business of the meeting which concerns them as auditors

PART VII: MISCELLANEOUS

~~**20. Notices**~~

~~20.1 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.~~

~~20.2 Notice of every General Meeting shall be given in the same manner hereinbefore stated to:~~

~~20.2.1 every Member; and~~

~~20.2.2 the Auditors for the time being of the Association.~~

~~**21. Interpretation**~~

~~21.1 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.~~

18. NOTICES

Service of notices by Company: A notice or other document may be served by the Company upon any Member, either personally, or by sending it through the post to him at his registered address.

Without prejudice to the provisions of Regulation 79(1), any notice or document (including, without limitation, any accounts, balance sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member may be given, sent or served using electronic communications:

a) to the current address of that person; or

b) by making it available on a website prescribed by the Company from time to time; or

c) in such manner as such Member expressly consents to by giving notice in writing to the Company in accordance with the provisions of this Constitution.

Service of notices on Members: Any Member described in the Register of Members shall from time to time give the Company an address at which notices may be served upon him but, saved as aforesaid, no Member other than a Member described in the Register of Members shall be entitled to receive any notice from the Company.

Service of documents other than notice: Any document other than a notice requiring to be served on a Member, may be served in like manner as a notice may be given to him under these regulations.

Mode of service: Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company may be sent or served by leaving the same or sending it through the post or by facsimile or by email, addressed to the Company or to such officer at the Office.

When is service deemed effected: Any notice or other document shall be deemed to have been served, if served by post, on the day of despatch, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post as a prepaid letter.

Where a notice or document is given, sent or served by electronic communications:

a) to the current address of a person pursuant to Regulation 79(2)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent); or

b) by making it available on a website pursuant to Regulation 79(2)(b), it shall be deemed

to have been duly given, sent or served on the date on which the notice or document is first made available on the website.

18 <u>DISSOLUTION</u>

Winding-Up and Dissolution of the Company: Regulation 8 of the Constitution of the Company relating to the winding-up and dissolution of the Company shall have effect as if the provisions thereof were repeated in this Constitution.

19. <u>INDEMNITY</u>

Indemnity of Directors and officers: Subject to the Act, every Member of the Board of Directors, auditor, Company Secretary and/or other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him as such Member of the Board of Directors, auditor, Company Secretary and/or officer in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application under Section 391 of the Act in which relief is granted to him by the Court.

Without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, willful default, breach of duty or breach of trust.

20. <u>PERSONAL DATA</u>

A Member's Authorized (Voting) representative who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:

a) implementation and administration of any corporate action by the Company (or its

agents or service providers);
b) internal analysis and/or market research by the Company (or its agents or service providers);
c) investor relations communications by the Company (or its agents or service providers);
d) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, financial statements and other Member communications and/or for proxy appointment, whether by electronic means or otherwise;
e) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);
f) implementation and administration of, and compliance with, any provision of these Regulations; and
g) purposes which are reasonably related to any of the above purpose.

Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Regulation 87(e) and 87(f) and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.
~~21.~~
~~22. Indemnity~~

~~22.1Every 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.~~

21. Amendment of the Constitution
23.1 The Constitution may be amended by a two third (2/3) 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 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. Dissolution~~

~~24.1 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 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 A notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of dissolution.~~

25.2 n 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 Words of masculine gender shall include the feminine gender and vice versa.

22. Definitions

25.1 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~~ Term	~~Meanings~~ Definition
"Association"	Asia Pacific Top Level Domain Name Association.
"Asia Pacific"	countries and distinct economies within the Asia- Pacific region as defined by ICANN's ccNSO, or in the absence thereof, by the United Nations.
"ccNSO"	Country Code Names Supporting Organization.
"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.
"IANA Database"	the database of top level domains maintained by the Internet Assigned Numbers Authority.

"ICANN"	Internet Corporation for Assigned Names and Numbers.
"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.

~~26. Property~~

~~26.1 The immovable properties of the Association shall be registered in the name of the Association, and all instruments relating to those properties shall be valid and effective as if they had been executed by a registered proprietor provided that they are executed by three office-bearers for the time being of the Association, that is, the Chairman, the Secretary and the Treasurer whose appointments are authenticated by a certificate of the Registrar, and sealed with the seal of the Association.~~

~~26.2 The property shall not be sold, transferred or changed without the consent and authority of a General Meeting of Members.~~

{for APTLD Ltd}
As a company limited by guarantee registered in Singapore, in the event of winding up, by a decision passed by no less than 2/3 of its Ordinary Members at a General Meeting, any remaining funds and/or assets shall thereupon be distributed to organisations with similar objectives as APTLD's as to be decided by at least a simple majority vote of the Ordinary Members of the Association present and voting at a General Meeting.

{for APTLD Malaysia}

"In the case of dissolution, assets of the Association shall be distributed among Ordinary Members and Associate Members based on a proportion that is consistent with their membership fees paid in the last financial year prior to the year of the dissolution. Notwithstanding the foregoing, where the dissolution of the Association is to be followed by a reincorporation of the Association in other jurisdiction(s), any assets situated in participating economies, and permanent fixed capital improvements made available to the Association, shall be transferred to such Association as legally reincorporated, or be transferred in such other manner, all as to be decided by at least a simple majority vote of the Ordinary Members of the Association present and voting at a General Meeting."