

## **PART 1: GENERAL**

### **1. Preamble**

- 1.1 These By-Laws are enacted by the Board pursuant to Article 14.19 of the Constitution of the Persatuan Domain Peringkat Pertama Asia Pasifik [Asia Pacific Top Level Domain Association] (APTLD) (hereinafter referred to as the “Constitution”) for the proper conduct and management of the Association and for the furtherance of the Association’s objectives.
- 1.2 These By-Laws may be altered, repealed, substituted and/or supplemented by the Board from time to time.
- 1.3 Unless otherwise specified by the Board, these By-Laws shall come into force within fourteen (14) days of these By-Laws being announced and circulated by the Board to all APTLD members (hereinafter referred to as the “Members”).
- 1.4 All Members are bound by these By-Laws unless any of these By-Laws are set aside by a resolution passed with a three-fourth (3/4) majority of voting Ordinary Members present at a General Meeting of the Association.

## **PART II: TRANSFER OF MEMBERSHIP AND TIME PERIOD WITHIN WHICH A REJECTED APPLICANT MAY REAPPLY**

### **2. PURPOSE**

- 2.1 This Part II of the By-Laws is to supplement the existing provisions in the Constitution in respect of the transfer of membership and provide Members with a general guideline in respect of the same. These By-Laws specifically set out in which circumstances a transfer of membership will be allowed, to whom a transfer of membership is permitted, the procedure for a transfer of membership and the obligations of the parties to such a transfer. This Part II of the By-Laws also provides for the time period within which a party whose application to join the Association has been initially rejected by the Board, may reapply to join the Association.

### **3. TRANSFER OF MEMBERSHIP**

- 3.1 Any ordinary Member of the Association (hereinafter referred to as the “Transferor”) may only transfer its membership to another organisation (hereinafter referred to as the “Transferee”) where the Transferee is to take over the function of the Transferor in so far as it relates to the operation of the Transferor’s country code Top Level Domain Name (ccTLD).
- 3.2 Associate Members of the Association are not permitted to transfer their membership in the Association.

### **4. PROCEDURE FOR TRANSFER OF MEMBERSHIP**

- 4.1 It is the responsibility of the Transferor and the Transferee to prove to the satisfaction of the Association that the Transferee intends to take over the

function of the Transferor in so far as it relates to the operation of the Transferor's ccTLD.

4.2 As such, any Member that wishes to transfer its membership shall provide the Association with the following documents:

4.2.1 A letter from the Transferor signed by an authorised signatory or a Principal Officer of the Transferor authorising the transfer of Transferor's membership to the Transferee and certifying that the Transferee intends to take over the function of the Transferor in so far as it relates to the operation of the Transferor's ccTLD.

4.2.2 A letter from the Transferee signed by an authorised signatory or a Principal Officer of the Transferee accepting the transfer of the membership and acknowledging its agreement to be bound by the Constitution and By-Laws of the Association.

4.2.3 An application for transfer of membership is to be made in the form and manner prescribed by the Board from time to time.

4.2.4 Any other documents as the Board deems necessary.

4.3 For the purpose of these By-Laws, Principal Officer means a director or company secretary or chief executive officer or senior member of the management of the firm, company or organisation in question.

4.4 Each application for transfer of membership shall come before a Board Meeting and shall be subject to the approval of a majority of the Board Members present and voting at the Board Meeting in question.

4.5 Upon approval by the Board, details of the Transferor and Transferee shall be circulated to the Members as soon as practicable after the said Board Meeting. Upon the expiry of two (2) weeks calculated from the commencement of such circulation, the transfer of membership will be deemed effective provided that there are no objections from any of the Members.

4.6 In the event of objections being raised by any of the Members, the decision on whether to approve the transfer of membership will rest exclusively with the Board.

## **5. TIME PERIOD WITHIN WHICH A REJECTED APPLICANT MAY REAPPLY**

5.1 Further to Article 6.7 of the Constitution, an applicant whose application to join the Association has been rejected by the Board may reapply for admission in accordance with Article 6.2 of the Constitution after a lapse of not less than one (1) year from the date of the last rejection.

**PART III: FORM AND MANNER OF APPOINTING PROXIES**

**6. Purpose**

- 6.1 This Part III of the By-Laws is to supplement Article 13.1 of the Constitution and other existing provisions of the Constitution as to the form and manner in respect of the appointment of proxies.
- 6.2 Any Ordinary Member having no Representative in the place at which a General Meeting of the Association is held may vote by proxy at such General Meeting. The instrument appointing a proxy shall be in writing under the hand of a duly authorised officer. A proxy must be an officer of an Ordinary Member.
- 6.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Association not less than seven (7) days before the time for the holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The presence of either the Representative or a substitute representative of a Member at any General Meeting in respect of which the said Member has deposited an instrument of proxy at the registered office of the Association in accordance with the provisions of the By-Laws shall automatically invalidate the said instrument of proxy and terminate the appointment of the proxy.
- 6.4 An instrument appointing a proxy may be substantially in the following form, or in any other form which the Board shall approve from time to time whether in the by laws or otherwise.

We, *(insert name of Member company, firm, organisation, etc.)* of *(insert Member's address)* being an Ordinary Member of the Asia Pacific Top Level Domain Association ("*the Association*") hereby appoint *(insert name of proxy)* of *(insert name of proxy's Member company, firm, organisation, etc.)* or failing him, *(insert name of alternative proxy)* of *(insert name of alternative proxy company, firm, organisation, etc.)* as our proxy to vote for us on our behalf at the Annual/Extraordinary General Meeting of the Association to be held on the *(insert date of Annual/Extraordinary General Meeting)*and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

- 6.4 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**PART IV: PROCEDURES AND TIMELINES FOR HOLDING ONLINE NOMINATIONS AND ELECTIONS**

**7. Purpose**

- 7.1 This Part IV of the By-Laws is to supplement the existing provisions in Article 14.8 of the Constitution as to the election of APTLD Board Members (hereinafter referred to as the “Election”) and to set the procedures and rules for nominating a candidate, participating in the voting process and the timelines applicable to such an Election.
- 7.2 For the purpose of conducting the Election, a mailing list inclusive of the APTLD Secretariat (hereinafter referred to as “the Secretariat”) and the scrutineers will be set up (hereinafter referred to as the “Mailing List”). The scrutineers are to be responsible for the supervision and authentication of the voting process and the results of the Election.
- 7.3 Each Ordinary Member of the Association shall appoint one person to be its voting representative and the name and e-mail address of the voting representative must be sent to the mailing list no later than the date duly specified by the Secretariat. Only nominations and votes emanating from the voting representatives’ e-mail address shall be recognised by the scrutineers.

**8. NOMINATING RULES**

- 8.1 Upon the confirmation of each Member’s voting representative, the voting representative shall nominate candidates for the Election on the date that shall be duly specified by the Secretariat.
- 8.2 The nominated person must not be a person who is currently one of the current Board Members with a term of office which extends beyond the Annual General Meeting in respect of which the nominations are being conducted. A voting representative may also nominate himself as a candidate for the Election. A person need not be a ccTLD manager in order to qualify as a candidate for the Election but the candidate has to be an employee of and represent an Ordinary Member in some capacity.
- 8.3 The voting representative is required to provide the candidate’s information including the candidate’s full name, organisation affiliation, business title, country of residence, residence address, e-mail address, telephone numbers, a passport size photo (if possible) and a brief biography and the voting representative shall e-mail the candidate’s information to the mailing list no later than the date as duly specified by the Secretariat.
- 8.4 The Nomination List will be announced by the Secretariat and posted on the APTLD website for one (1) day immediately following the last date for the receipt of the candidate’s information and shall thereafter be sent to all Members by e-mail.

## **9. VOTING RULES**

- 9.1 The Secretariat shall send the email voting ballot to the voting representative of each Member two (2) days after the announcement of the list of candidates and the voting representatives shall be issued with passwords to ensure the confidentiality of the voting process wherein the voting representative shall be required to cast the email ballot/s within the seven (7) days voting period and in any event no later than the time period as duly specified by the Secretariat.
- 9.2 Each voting representative can cast maximum of 1 vote for each of the four vacant positions to be filled. (i.e. 1 vote for each vacancy). The ballots cast will be authenticated by the appointed scrutineers.
- 9.3 The top four (4) candidates winning the most votes will be the new Board Members for a two (2) year term until the Annual General Meeting following the conclusion of the said two (2) year term.
- 9.4 The counting of the ballots shall begin on the last date fixed for the receipt of ballots and the voting result shall be prepared by the Secretariat and shall be approved by the scrutineers within three (3) days from the last date of the receipt of the ballots. A public announcement shall be posted for one (1) day on the APTLD website on the last date of the processing of the voting results upon approval of the scrutineers.
- 9.5 Should the results of the Election show a tie for the fourth seat on the Board, a second voting round for the fourth seat on the Board shall commence. The Secretariat shall send the voting instructions to each voting representative immediately following the day the Election result was posted and announced on the APTLD website. The second voting round shall be held for a period of five (5) days. Each voting representative may cast only one (1) vote for the tied election.
- 9.6 Only the candidates who are in a tie for the fourth seat on the Board in the first voting round shall stand again for the election.
- 9.7 The results for the tied election will be authenticated by the scrutineers and a public announcement will be posted and announced on the APTLD website two (2) days after the final date of the receipt of casting of the ballots for the same.
- 9.8 The scrutineers shall consider all complaints or disputes lodged at any time during the online voting period or within the twenty four (24) hours immediately following the announcement of the election results. Any complaints or disputes lodged after this time period shall not be considered and the scrutineers decision shall be deemed as final.