

## **BYLAWS of ASIA-PACIFIC INTERNET EXCHANGE ASSOCIATION**

### **ARTICLE I - NAME**

The name of this association shall be Asia-Pacific Internet Exchange Association.

### **ARTICLE II – DEFINITIONS**

Section 1. **"Association"** shall mean the Asia-Pacific Internet Exchange Association.

Section 2. **"Association Member"** shall mean all members of Asia-Pacific Internet Exchange Association who qualify in accordance with the provisions of ARTICLE IV.

Section 3. **"Patron Member"** shall mean any entity, enterprise, or organization whose principal place of business is not in the Asia-Pacific Region, but qualifies in accordance to all other provisions of ARTICLE IV.

Section 4. **"Patron Sponsor"** shall be an entity, enterprise, or organization which financially supports Asia-Pacific Internet Exchange Association.

Section 5. **"Steering Committee"** shall mean a group of natural persons, whose duties and responsibilities are set forth in ARTICLE V below.

Section 6. **"General Meeting"** shall mean the conference of Association Members, Patron Members, and Patron Sponsors as set forth in ARTICLE VII below.

### **ARTICLE III – PURPOSE**

The purpose of Asia-Pacific Internet Exchange Association (herein called "APIX") shall be the building, distributing, and developing of knowledge and information regarding Internet Exchange and all that contributes in the widest sense of the word. APIX shall not aim at making profits.

### **ARTICLE IV – MEMBERSHIP**

#### Section 1. Eligibility

Any entity, enterprise, or organization in the Asia-Pacific region, possessing legal personality under the laws of a country or economy where the entity resides, providing services regarding Layer 2 Internet Exchange Points, sustaining a neutral position, and does not enforce the purchase of transit services. The Asia-Pacific region is defined as the economies where APNIC serves.

#### Section 2. Admission

Applicant entities qualified under Section 1 above shall be admitted membership upon affirmation of the Steering Committee.

The Steering Committee shall have the authority to admit Association Members, Patron Members, and Patron Sponsors to the Association. In cases where the Steering Committee cannot decide the admission of an entity, the admission of such entities shall be decided at General Meetings.

#### Section 3. Termination of Membership

The membership of an Association Member or Patron Member shall terminate upon the occurrence of any of the following events:

- (1) Upon the dissolution or winding-up of the Association Member or Patron Member
- (2) Upon written notice informing the Association from the Association Member or Patron Member
- (3) Upon decision of the Steering Committee
- (4) Upon a breach or change in status of the Member's eligibility stated in Section 1.
- (5) Upon unpaid membership fees.

All rights of an Association Member or Patron Member shall cease upon the termination of membership as herein provided, and membership fees will not be refunded.

#### Section 4. Appealing process

Applicant entities denied admission to the Association by the Steering Committee, and any Association Member or Patron Member whose membership is terminated for the reasons described in Section 3 above have the right to appeal for an overturn of the ruling at General Meetings.

#### Section 5. Fees

Association Members and Patron Members shall pay an annual fee, which shall be determined at General Meetings.

- If an Association Member does not pay an annual fee of the year by the due date, the voting right of the member at General Meetings will be stopped.
- And if an Association Member did not pay the annual fees before the starting date of Steering Committee nomination date, their members or employers or employees will not be eligible to be a nominee or be eligible to nominate anyone else to stand for the steering committee election.
- If an Association Member did not pay for up to 2 years, they will have to clear the outstanding payment to restore membership, nomination and voting rights.
- If an Association Member did not pay more than 2 years, their membership will be automatically cancelled and has to go through the new membership application process to re-join without penalty.
- Also, if an Association Member choose to cancel their membership, they can do so, however, for restoration of membership in future, they will have to re-apply with justification to re-join and will be subject to SC approval.

### **ARTICLE V – STEERING COMMITTEE**

The Steering Committee shall consist of five natural persons. The Steering Committee shall be responsible for the management of the Association, which includes the scheduling, notifying, and convening of General Meetings.

### **ARTICLE VI – ELECTION OF STEERING COMMITTEE MEMBERS**

#### Section 1. Terms of office

The term of office of a Steering Committee Member shall be two years from appointment. At the expiration of the two-year term, the person resigned is eligible for reappointment as a Steering Committee Member so long as the total term does not exceed a maximum of four consecutive years. In case that nominees are less than the number of resigned Steering Committee Members, the person resigned is eligible for reappointment.

If a Steering Committee Member resigns before the expiration or the two-year term, his/her successor will be elected and his/her term of office shall be the remaining term of the resigned Steering Committee Member.

#### Section 2. Nomination

Steering Committee Member candidates shall be nominated by Association Members.

#### Section 3. Election

Steering Committee Members shall be elected at General Meetings by majority vote of the Association Members, following the provisions stated in ARTICLEVII Section 5.

#### Section 4. Chairman, Secretary, and Treasurer

Steering Committee Members shall appoint from amongst its Steering Committee Members a Chairman, Secretary, and Treasurer after each election. The Chairman shall have the right to convene Steering Committee Meetings, to be held as needed, in person or by any combination of audio or video conferencing techniques or any other means. The Secretary shall be responsible for the documentation and filing of all Steering Committee Meeting minutes, including the distribution of these minutes to all Association Members within 30 days from the meeting date. Treasurer shall be responsible for the care and custody of all monies belonging to the Association, and shall make financial information available to Steering Committee Members.

**ARTICLE VII – GENERAL MEETINGS**

Section 1. Place and Schedule of Meetings

General Meetings shall be held at least once per year, in person, where more than half of all or at least 15 Association Members are present. Remote participation or proxy voting shall be allowed if an Association Member notifies in writing to the Steering Committee at least 48 hours before the commencement of the General Meeting. General Meetings shall be convened by the Steering Committee. All Association Members, Patron Members, and Patron Sponsors shall receive notice of the General Meeting at least 30 days prior to the convening date. These notices shall be sent electronically to the address of each Association Member, Patron Member, and Patron Sponsor.

Section 2. Attendees

All Association Members, Patron Members, and Patron Sponsors, including Steering Committee Members, have the right to attend General Meetings.

Section 3. Conduct of Meetings

All General Meetings shall be presided over by the Chairman of the Steering Committee, or by a substitute appointed by the Steering Committee to act on his/her behalf. The Secretary of the Steering Committee shall act as secretary of all General Meetings, and shall be responsible for the documentation and filing of all General Meeting minutes.

All General Meetings minutes are to be signed and approved by the Chairman, or by the substitute who chaired the meeting.

Section 4. Authority

The General Meeting shall hold all authority regarding the management and operation of the Association that is not granted to the Steering Committee.

Section 5. Voting

Each Association Member has the right to cast one vote for every resolution and decision making process within the Association. Adoption of resolutions or any other decisions shall be determined by absolute majority of all votes cast, unless otherwise determined in this bylaw. Invalid and blank votes shall be deemed as vote not cast.

Section 6. Member Representation

All Association Members must designate, in writing, a natural person from their entity, who shall represent the member at General Meetings and exercise the right to vote on behalf of the member.

Section 7. Proxies

An Association Member may be represented at General Meetings by a proxy who may speak and vote on behalf of the Association Member. The instrument appointing a proxy shall be provided to any member of the Steering Committee 48 hours before the time for holding the meeting at which the person named in such instrument proposes to vote.

**ARTICLE VIII – Amendments**

APIX bylaws may only be amended upon a resolution at a General Meeting convened with mentioning of the fact that a proposal to amend APIX bylaws shall be discussed at that meeting. A proposed amendment may be adopted by a three-fourths vote of the Association Members at a General Meeting.