

APNIC Executive Council

Roles and Responsibilities of Council Members

Jan 2008

EC Composition

- 7 Membership-Elected members
 - 3 EC members elected by the membership for a 2 year term every even year
 - 4 EC members elected by the membership for a 2 year term every odd-numbered year
 - Council Chair, Treasurer and Secretary positions elected from the 7 member-elected EC members
- 1 Ex-Officio member
 - The APNIC Director-General is an ex-officio member

Plus an Executive Secretary

- to supervise the conduct of EC functions for the EC

EC Meetings

- Held in accordance with the adopted *EC Procedures for the conduct of meetings*
- 12 regularly scheduled meetings per year:
 - Monthly teleconference held each month (1 – 2 hours)
 - 10 meetings per year
 - 1 day face-to-face held in conjunction with APNIC member meeting events
 - 2 meetings per year
- Additional extraordinary meetings (teleconference or face-to-face), called as required

EC Roles

- Appoint the Director-General and define the terms of the appointment
- Determine the annual Budget for APNIC
- Determine the APNIC fee schedule
- Oversee the financial operation of APNIC in terms of performance to budget
- Provide final endorsement of APNIC Policy Proposals
- Appoint a member to the NRO Number Council
- Act on behalf of the membership between member meetings
- Chair APNIC Member Meetings
- Implement APNIC Membership decisions
- Liaise with the Board of the other RIRs and related Internet Organizations
- Provide policy and strategic guidance to APNIC
- Exercise the powers of Officers of APNIC in the conduct of APNIC business

EC Member Responsibilities

- Each EC member serves on the EC as an individual, not as a representative of any other party or member, and as an EC member must act at all times in the best interests of APNIC
- Under the Australian Corporations Act each EC member is an Officer of APNIC, and is charged with the following responsibilities under law:
 - to act in good faith
 - to act in the best interests of the company
 - to avoid conflicts between the interests of the company and the Director's or Officer's interests
 - to act honestly
 - to exercise care and diligence

Legal liabilities, including financial penalties and other legal sanctions, may be incurred under Australian law if an EC member fails to act diligently in accordance with these responsibilities

EC Member Indemnity

- APNIC indemnifies EC members against all legal fees, judgements, fines, and settlement amounts, provided that the individual has acted honestly, in accordance with the relevant procedures and provisions of APNIC's By-Laws and adopted procedures, and acted in good faith in serving the best interests of APNIC
- APNIC has Directors and Officers Liabilities insurance cover that applies in this context
- This indemnity is limited to the extent permitted by Australian Corporations Law

EC Confidentiality

- All business undertaken by the EC is confidential to the EC.
- All EC members are requested to execute a formal non-disclosure undertaking with APNIC
- EC members should respect this confidentiality by:
 - not recording EC meetings
 - not inviting other members to participate in, or listen into EC meetings without the prior permission of the Chair of the EC
 - not circulating EC mail messages to any third party without the express permission of the Chair of the EC
 - not divulging any membership information of which they are aware as an EC member

EC Member Remuneration

- APNIC does not pay EC members any financial remuneration or extend any membership benefits or privileges to EC members, nor to the member organizations of APNIC EC members
- EC members may claim expenses from APNIC for any personal costs incurred through discharging the duties of being a member of the EC, including the costs of travel to face-to-face EC meetings

APNIC's Corporate Documents

- The documents that are the basis of the incorporation of APNIC Pty Ltd under Australian Corporate Law:
 - Memorandum of Association
<http://www.apnic.net/docs/corpdocs/MoA.htm>
 - Articles of Association
<http://www.apnic.net/docs/corpdocs/MoA.htm>
- The description of the delegated roles and responsibilities of the Membership, the Executive Council and the Director general
 - By-Laws
<http://www.apnic.net/docs/corpdocs/Bylaws.pdf>