

ASIA PACIFIC COALITION ON MALE SEXUAL HEALTH AND HIV [APCOM]

Preamble

It was resolved at the “Risks and Responsibilities” Consultation on Male Sexual Health and HIV in Asia and the Pacific, held in New Delhi, India from 23-26 September 2006, that a pan Asia/Pacific regional coalition of organisations and institutions should be formed to generate region-wide coordinated advocacy for policy change, social justice, rights, and an equitable allocation of public resources for HIV interventions, care, treatment and other services. This coalition will ensure that MSM¹ and transgender issues remain on the HIV agenda in Asia and the Pacific and at all relevant national and regional HIV conferences and meetings. It was further resolved that this coalition would have representation from government sector in the region, from funding support organisations, and from technical experts in the field of HIV intervention amongst MSM and transgenders.

The transgender persons attending the Risks and Responsibilities Consultation held their own separate caucus where it was resolved by them that they shall endeavor to create their own networks, coalitions, community based organisations, and shall seek separate funding for supporting such formations and activities of HIV prevention amongst themselves, and where the MSM organisations in attendance resolved to support this endeavor of transgender persons.

The secretariat of the “Risks and Responsibilities” consultation would become the secretariat of the coalition for the first two year after the consultation. This time would be used to set up systems of democratic governance and activate the constitutional systems and mechanisms of the coalition.

This coalition that would be established would be guided by the following principles:

- ***1] Enabling environment.*** *The inter-related co-factors for HIV risk, vulnerability, and disparities in access to care, treatment and prevention education, coupled with social discrimination and individual rights issues, have a common basis in the significant lack of services and coverage faced by MSM. We believe that an enabling environment is the key to the health and well being of MSM and transgenders and their families.*
- ***Evidence Informed:*** *MSM HIV prevention, care & treatment, and support programs and policy should be guided by a nuanced understanding based on evidenced scientific information.*
- ***Strength-based.*** *Programmatic, and policy responses often frame the HIV and AIDS problem in negative ways and stigmatise MSM and transgenders; we believe that effective responses to the HIV and AIDS epidemic directed at MSM and transgenders must acknowledge and build upon the strengths, competencies, and resources that such persons possess.*
- ***Affirming sexualities and acknowledging sexual behaviours at risk.*** *We believe that the reality of sexualities, gender expression, and the risks involved in certain sexual behaviours need acknowledgement. All MSM and transgenders have the right to healthy and fulfilling sex lives, to access community driven HIV prevention interventions, and to ‘care, support, & treatment’ from governments free from judgement and persecution. There needs to be a healthy and productive*

¹ ‘Men who have sex with men’ (or MSM) is an inclusive, public health term to define the sexual behavior of males having sex with other males, and does not refer to an identifiable community or gender identification. Within this context it is understood that the word ‘man’/‘men’ is socially constructed; as well, within the framework of male-to-male sex, there are a range of masculinities along with diverse sexual, gender and transgender identities, communities and networks.

relationship between the community and governments, based on mutuality of respect, positive involvement, and honest flow of information.

- **Community driven Interventions.** *Self-organising and open participation in the provision of appropriate HIV prevention, treatment, care and support services for MSM and transgenders is important in our work to end HIV and AIDS. We believe in supporting and respecting self-determination and self-initiated HIV and AIDS programmatic and policy responses.*
- **Involvement.** *There must be greater involvement of MSM and transgenders including HIV positive MSM and transgender, in programme planning and policy development arenas. There must also be equal support and participation by Governments, Funders, and Technical Experts. We believe that HIV and AIDS programme and policy responses are strengthened by ensuring inclusion, parity, and representation.*
- **Resources.** *There is an urgent need to significantly increase investment, funding, capacity, and technical support for HIV programming directed at MSM and transgenders. At a minimum, we believe that funding should be at a level commensurate with the impact left by HIV and AIDS on MSM and transgenders as compared to general population*

The coalition will devote itself to fostering, supporting, and sharing information about:

- *Country-level, sub-regional, and regional action in collaboration with existing coalitions which raises awareness of MSM and transgender issues, and ensure that national, sub-regional, and regional plans and strategies incorporate activities for MSM and transgenders, guarantee MSM and transgender representatives having a voice at national policy setting forums, and mobilises expertise and financial resources.*
- *Evidence based research and policy development to address critical knowledge gaps and to develop more responsive programme and policy recommendations.*
- *Advocacy through the establishment of effective partnerships with civil society organisations, government bodies, HIV and AIDS organisations, academia, and UN agencies.*

Therefore the first Governing Board of the Asia Pacific Coalition on Male Sexual Health and HIV was formed and this constitution is:

As adopted by the 1st Governing Board in its meeting dated 26th of July 2007, held in Bangkok, Thailand

Article 1

This constitution relates to regulating the matter of the various activities and of the business affairs of the **Asia Pacific Coalition on Male Sexual Health and HIV** (hereinafter referred to as the "APCOM").

Article 2

APCOM shall have unlimited life starting from the date of the adoption of this constitution by the 1st Governing Board, irrespective of its status as a registered body under the jurisdiction of one or more of the countries of the Asia Pacific Region, wherein the Governing Board of APCOM may decide from time to time to get it registered to expedite and/or facilitate the logistics of its various activities and functioning.

Article 3

3.1 In case the Governing Board of APCOM decides to register APCOM in any 1 or more country of the Asia Pacific Region, then:

3.1.1 Other than the national statutes governing such registered bodies in force within the country at that time, all such the rules, Bylaws, and regulations governing such registered bod[ies] as formulated and adopted by such registered body shall be in consonance with the stipulations and provisions of this constitution. In case of any inconsistency or conflict, the provision of this constitution shall prevail over such rules, Bylaws, and regulations.

3.1.2 In order to maintain the continued affiliation of such registered body with APCOM, the rules, Bylaws, and regulations governing such registered body must categorically mention the fact that its operations shall at all times be in consonance with the provisions of this constitution.

3.1.3 In order to maintain the continued affiliation of such registered body with APCOM, a majority of the Governing Board, steering committee, or governing council, of such registered body must at all times be nominated by the Governing Board of APCOM.

3.2 In case the stipulations as described in Articles 3.1.1, 3.1.2, and 3.1.3 above are violated, abused, or willfully neglected, the governing board of APCOM shall withdraw affiliation to such a registered body and publicise its decision.

Article 4

DEFINITIONS AND INTERPRETATION

4.1. In this constitution, as amended from time to time by the Governing Board of APCOM, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

4.1.1. "**Asia Pacific Region**" shall mean the region comprised of the collective geographical limits of the list of countries as included in schedule 1 appended to this constitution; The entire Asia Pacific Region shall be divided into Seven sub-regions and/or sub-groupings based on the division as given in Schedule 2 appended to this constitution.

4.1.2. "**Governing Board**" shall mean the collective of those persons who have been selected from time to time by the process laid out in this constitution.

4.1.3. "**Bylaws**" shall mean the provisions of this constitution as amended by the Governing Board from time to time;

4.1.4 "**Rules**" shall mean the set of rules, regulations, or provisions, outside of and other than the Bylaws, as established by the Governing Board from time to time to regulate and facilitate the activities of APCOM, provided such rules, regulations or provisions are not averse to or in conflict with the Bylaws;

4.1.5. "**Director**" or "**Directors**" shall mean a duly selected member of the Governing Board;

4.1.6. "**Member**" or "**Members**" shall mean any one or more organisation, recognised grouping, or established network working on the issues pertaining to MSM and HIV in the Asia Pacific Region, who from time to time have been duly admitted to the membership of APCOM under the procedures established by the Bylaws.

4.1.7. "**Officer**" or "**Officers**" shall mean any one or more persons, respectively, who have been appointed as executive office bearers of APCOM in accordance with the Bylaws, and who may or may not draw a salary or other remuneration from APCOM. In the exigency of the situation, a person can

simultaneously be a director and an officer, provided an officer is at all times subservient to the collective decision of the Governing Board.

4.1.8 “**Region**”, unless the context otherwise requires, shall mean the Asia Pacific Region.

4.1.9 “**Technical Expert**” shall mean those individuals who have proven expertise in the field of MSM and/or HIV Interventions, including but not confined to such areas as epidemiology, medicine, policy, law and rights, care, support, treatment, community mobilisation, administrative skills, training ability, activism, social theory, organizational management, politics, etc. and the body of such skills and qualities shall collectively and/or singly be called by the term “**Technical Expertise**”.

4.2. In the Bylaws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and/or transgenders and/or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms, recognised legal bodies, and corporations.

Article 5 BUSINESS OF APCOM

The Guiding Principles as laid out in the preamble shall always be paramount in the working and conduct of APCOM. In consonance with such guiding principles, APCOM shall also involve itself in the following business and/or activities:

5.1. **Mission of APCOM.** APCOM is an Asia Pacific Regional coalition of non-governmental and community-based organizations, governments, funding support agencies, and technical experts whose mission is to:

5.1.1 Mobilise communities of MSM and their organisations to participate in the response to HIV/AIDS prevention, treatment, care, and support;

5.1.2 Articulate and advocate the needs and concerns of communities of MSM and their organizations, involving in this process the various governments in the region, the body of technical expertise available in the world, and the various funding support and resource provider organisations, including and when necessary by inviting and providing such governments, technical experts, and funding support organisations a place in the Governing Body;

5.1.3 Ensure that community-based MSM organisations, particularly those with fewer resources and within affected communities, are strengthened in their work to prevent HIV infection, and to facilitate through such community-based MSM organisations the provision of training and technical expertise on policy and rights, treatment, care and support for all MSM including those living with and affected by HIV/AIDS;

5.1.4 Promote community involvement in participatory research to bridge the knowledge gaps regarding MSM and their vulnerabilities;

5.1.5 Promote human rights of MSM in the development and implementation of policies and programs responding to all aspects of HIV/AIDS affecting MSM.

5.1.7 Foster closer cooperation between government, community, technical experts, and funding support agencies to facilitate all of the above activities.

5.1.8 Foster closer cooperation and collaboration with other affected communities infected and/or affected by HIV/AIDS and mainstream MSM responses into the global fight against HIV/AIDS.

5.1.9 Nurture and support Transgender Groups, and involve them in all of our activities as equal partners. It shall be the endeavor of APCOM to help Transgender Groups form their own Networks and Coalitions to address their own issues and concerns.

5.2. APCOM Seal.

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of APCOM and shall always be kept in the custody of the Chief Executive of the secretariat of APCOM.

5.3 Secretariat.

APCOM shall have a permanent secretariat, independent of its member organisations, personneled by officers appointed by the Governing Board and headed by a Chief Executive, who shall be an ex-officio member of the Governing Board. The secretariat of APCOM shall be located within the Asia Pacific Region, at a location as decided by the Governing Board.

5.4. Books and Records.

The Governing Board shall ensure through the secretariat that all necessary books and records of APCOM required by the Bylaws or by any applicable statute or law are regularly and properly kept.

5.5. Financial Year.

Unless otherwise ordered by the Governing Board, the financial end of year of APCOM shall be 1st January to 31st December of the calendar year.

5.6. Official Languages.

The official language of APCOM shall be English.

Article 6

GOVERNING BOARD

6.1. The property and business of APCOM shall be managed by the Governing Board consisting of nineteen (19) Directors and the Executive Director.

6.1.1 Directors must be individuals, at least 21 years of age, with capacity under common law to enter contracts.

6.1.2 Seven Directors shall be appointed by an election process held every 3 years, wherein each sub region and/or sub-group shall elect 1 director as per the election criteria laid out in these bylaws.

6.1.3 Each elected director shall be in office for a term of 3 years and can hold office for two consecutive terms only, after which he shall have to demit office for at least 3 years before being eligible to hold office again.

6.1.4 The elected Directors shall collectively appoint in consultation with the UNAIDS, 3 representatives from the Governments of the Region, 3 Representatives from Donors or Funding Support Agencies, 4 persons of eminent Technical Expertise, and 2 Transgender Representatives to the Governing Board.

6.1.4 The non-elected members of the board shall be in office for a term of 3 years and their term shall come to an end with the subsequent election held to elect the 7 elected directors from the seven sub regions.

Meeting of the Governing Board

6.2 The physical body of the Governing Board shall meet at least once every 2 years. Other than physical meeting of the Governing Board there shall be regular motions moved by members of the Board on the website of APCOM in the secured Governing Board Page created for this purpose and each motion that is created and voted upon shall be regarded as a de-facto meeting of the Governing Board:

6.2.1 The presence of at least “half plus one” number of members of the Governing Board shall constitute a valid quorum for the meeting of the physical body of the Governing Board.

6.3 There is no stipulation of a physical meeting of the Governing Board other than the one time that constitutes their first meeting; however opportunities for physical meetings of the Governing Board should not be dismissed without valid reasons. Provided:

6.3.1. Physical meetings of the Governing Board may be held at any time and place, within or outside the Asia Pacific Region, to be determined by the Directors provided that two weeks written notice of such meeting shall be given, other than by snail-mail, to each Director. Notice by snail-mail shall be sent at least 21 days prior to the date of any meeting of the Governing Board. It is collective duty of the Governing Board to ensure that meetings where decisions of import are taken are held at such locations where it is feasible for at least 2/3rd of the Governing Board to be present.

6.4 The directors shall conduct most of their business, including decisions taken by vote, by way of a secured Governing Board Page, which shall be created on the official website of APCOM, wherein there shall also be the provision of voting on specific motions.

6.4.1 Every decision of the Governing Board shall be taken by majority vote, whether it is in a physical meeting or on a motion being voted on through the website.

6.5 The Executive Director shall be a non voting member of the governing board and shall only have a casting vote in case of a tie in any matter where voting has been closed in a motion being voted on the website, and/or where an tie has occurred in a physical meeting of the Governing Board.

6.6 Elected and appointed directors shall have the same powers, privileges, and responsibilities within the Governing Board.

Election of Directors

6.7 Each member from a sub-region or sub-group shall have 1 vote in any election to the Governing Board.

6.7.1 Each sub-region or sub-group shall elect 1 director to the Governing Board by simple majority.

6.7.2 Every Member shall have the right to nominate any 1 individual to stand in the election for that sub region in which the member is based or officially registered.

6.7.3 Elections shall be conducted by way of voting through security enabled website of APCOM, or any other website that is created specifically for this purpose.

6.7.4 To facilitate the nomination process of candidates, and to give them adequate time for canvassing for their candidature, there should be a gap of at least two months from the declaration of elections to the declaration of the final results.

6.7.5 The serving Executive Director shall be the chief election officer and shall be responsible for smooth and fair conduct of the polls.

Vacation of office of Director

6.8. The office of Director shall be automatically vacated:

6.8.1. If a Director shall resign such Director's office by delivering a written resignation to the Executive Director of APCOM and resigns as a Member.

6.8.2. If the Director is found by a court to be of unsound mind;

6.8.3. If the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;

6.8.4. If by a special general motion of the three-quarters (3/4) majority of Members a resolution is passed that the Director be removed from office;

6.8.5. If he or she is removed and replaced by a majority of Member from the sub-region or sub-group that he/she represents as an elected member on the governing Governing Board.

6.8.6. On the death of a Director;

6.8.7. If any vacancy shall occur for any reason set out in this part in respect to the office of a Director, the Executive Director shall arrange within 2 months of that event, for a re-poll or a re-nomination, as the case may be, for filling up that vacancy for the rest of the term of the Governing Board;

QUORUM

6.9 For all physical meetings of the Directors, other than the first meeting of the elected directors as mentioned in Article 6.3 above, the presence of at least 10 Directors shall form a valid quorum.

6.9.1. If all the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Governing Board or of a committee of the Governing Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

6.9.2. Every question arising at any meeting of the Governing Board or motion on the website shall be decided by a majority of votes cast on the question.

Article 7

Sub Committee of Directors

7 The Directors shall have the right to form sub-committees from amongst themselves, to deal with specific issues. The powers of the sub-committees shall be as decided by the collective Governing Board while setting up the sub-committee.

7.1. A resolution or motion, passed by majority vote by all the Directors entitled to vote on that resolution at a meeting or website motion of a sub-committee of Directors, is as valid as if it had been passed the entire body of directors; unless such a resolution is specifically overturned at a later date by the entire body of directors.

Article 8

Director's Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such; provided that a Director may be paid reasonable expenses incurred by such a Director in the performance of such Director's duties, including reasonable costs and expenses incurred by a Director in attending at meetings of the Governing Board. Nothing herein contained shall be construed to preclude any Director from serving APCOM as an Officer or in any other capacity and receiving compensation therefore, after demitting his directorship.

Article 9

The Governing Board may appoint such agents, consultants and professional advisors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Governing Board at the time of such appointment.

9.1. A reasonable remuneration for all Officers, agents, consultants, professional advisors and employees, shall be fixed by the Governing Board, and/or shall be fixed by the Executive director and thereafter ratified by the Governing Board.

Article 10

Powers and Responsibilities of the Governing Board

10.1 The Governing Board may administer the affairs of APCOM in all things and make or cause to be made for APCOM, in its name, any kind of contract which APCOM may lawfully enter into and, save as hereafter provided, generally may exercise all such powers and do all such other acts and things as APCOM is by its constitution or otherwise authorized to exercise and do.

10.2. The Governing Board shall have power to authorize expenditures on behalf of APCOM from time to time and may delegate by resolution to an Officer or Officers of APCOM the right to employ and pay salaries to employees. The Governing Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the mission of APCOM in accordance with such terms as the Governing Board may prescribe.

10.3. The Governing Board shall take such steps as it may deem requisite to enable APCOM to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects and mission of APCOM.

10.5. In addition to the above, the Governing Board shall have such specific responsibilities as may be from time to time determined by resolution by the Members or of the seating Governing Board.

Article 11

RULES AND REGULATIONS

11.1. The Governing Board may prescribe such rules and regulations, not inconsistent with the Bylaws, relating to the management and operation of APCOM as the Governing Board deems expedient, provided that such rules and regulations shall have force and effect till they are overturned by a member's resolution or by a future act of the Governing Board.

Article 12

COMMITTEES of Non Directors

The Governing Board may appoint committees whose members will hold their offices on such committees at the will of the Governing Board. The Governing Board shall determine the duties of such committees and may fix any remuneration to be paid.

Article 13

EXECUTIVE COMMITTEE of Directors

13.1 There shall be an Executive Committee composed of the Chair, Vice Chair, Executive Director, and up to two Directors nominated by the Chair and ratified by the Governing Board. The Executive Committee shall have such powers and responsibilities as are authorized by the Governing Board. Any Executive Committee member may be removed by a majority vote of the Governing Board.

13.2. Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the Executive Committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of APCOM shall invalidate such meeting or make void any proceedings taken thereat and any member of such Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

13.3 The presence of at least three members of the Executive Committee shall constitute a valid quorum in a meeting of the Executive Committee.

Article 14

Executive Director

14.1 The Executive Director shall be the chief executive officer of APCOM and the treasurer of APCOM.

14.2 The Executive Director shall hold office as long as the Governing Board desires the same and reposes faith in the Executive Director. He shall discharge his duties as determined by the Governing Board from time to time, and shall carry out the directions of the governing Board and/or the Executive Committee, to the best of his abilities.

14.3 The Executive Director shall be entitled such reasonable remuneration, salaries, and/or perks as is determined by the Governing Board from time to time.

14.4. The Executive Director shall:

14.4.1. Attend all meetings of the Governing Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;

14.4.2. Give or cause to be given notice of all meetings of the Members and of the Governing Board;

14.4.3. Be custodian of the corporate seal of APCOM, which the Executive Director shall deliver only when authorized by a resolution of the Governing Board to do so and to such person or persons as may be named in the resolution;

14.4.4. Have the custody of the funds and securities of APCOM and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of APCOM in the books belonging to APCOM;

14.4.5. Deposit all monies, securities and other valuable effects in the name and to the credit of APCOM in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Governing Board from time to time;

14.4.6. Disburse the funds of APCOM as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at the regular meeting of the Governing Board, or whenever the Governing Board may require it, an accounting of all the transactions and a statement of the financial position of APCOM; and

14.4.7. Perform such other duties as may be prescribed by the Governing Board from time to time.

Article 15

Chair and Vice Chair

15.1 The governing Board shall elect from amongst itself a chair and a vice chair, who shall primarily be responsible for the conduct of the meetings of the Governing board, and/or for directing the Executive Director to Convene such meetings.

15.2 The chair and vice-chair shall at all time that they hold this position be a member of the Executive Committee.

Article 16

EXECUTION OF DOCUMENTS

16.1. The Governing Board shall have power from time to time by resolution to authorize the Executive Director and/or to appoint an Officer or Officers on behalf of APCOM to sign contracts, documents and instruments in writing. The Governing Board may give APCOM's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds, and other securities of APCOM. The seal of APCOM when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by the Executive Director or any other Officer or Officers appointed by resolution of the Governing Board.

Article 17

Indemnification of Directors, Executive Directors, and Others

17.1. Every Director, Executive Director, or Officer of APCOM or other person who has undertaken or is about to undertake any liability on behalf of APCOM or any corporation, trust or registered body controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of APCOM from and against:

17.1.1 All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability.

17.1.2. All other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses are occasioned by such Director's, Officer's or other person's own willful neglect or default.

Article 18

MEMBERSHIP

18.1 Application for membership of APCOM shall be open throughout the year and any registered body working on issues of MSM and HIV, network of MSM, or recognised grouping of MSM in the Asia Pacific Region can apply to be a member.

18.2 The applications received in the previous years shall be scrutinized in the month of July every year by the Governing Board and the membership may thereafter be granted. In case the governing Board decided to refuse to grant membership to any such applicant, then the consensus reason for the same needs to be recorded in writing and thereafter communicated to the applicant.

18.3 There can at no time be any obligation on APCOM or its board to grant membership to any organisation.

18.4. There shall be no membership fees or dues unless otherwise directed by the Governing Board.

18.5. Any Member may withdraw from APCOM by delivering to the Executive Director of APCOM a written resignation of membership.

18.6. Any Member may be removed as a Member of APCOM by a vote of three-quarters (3/4) of the Members through a special motion of the Members, provided that such Member shall be granted an opportunity to be heard before a vote;

18.7 A special resolution or motion can be brought about if at least 20% of the members collectively petition the Executive Director to institute such a motion.

Article 19

ANNUAL MOTIONS OF MEMBERS

19.1 The annual or any other general or special meeting of the Members shall be held at the head office of APCOM, or at any other place as the Governing Board may determine and on such day as the Governing Board may determine, or by moving a charter of annual meeting for this purpose containing all relevant documents as mentioned in these bylaws on the authorised website of APCOM. Each Member shall be entitled to receive notice of, attend and vote at every meeting of the Members.

19.2. At every annual general meeting of Members, in addition to any other business that may be transacted: (a) the report of the Governing Board, the financial statements and the report of the auditors shall be presented to the Members and, (b) the auditors of the APCOM shall be appointed by the Members for the ensuing year and, (c) the Directors shall be elected (provided that the term of one or more Directors has expired in the year of such annual general meeting of Members). The Members may consider and transact any business either special or general at any meeting of the Members.

19.3 The Governing Board shall have the power to call, at any time, a general or special meeting of the Members, provided that in the event of the calling of a special meeting of the Members by the Governing Board, the purpose of such special meeting shall be specified in the notice calling such special meeting. The Governing Board shall call a special meeting of Members on written requisition of Members carrying not less than 5% of the voting rights. Such special meetings can also be held by way of moving appropriate resolutions in the official website of APCOM.

19.4 Unless the Act or the Bylaws otherwise provide, a majority of Members present in person or represented by proxy shall constitute a quorum for any meeting of the Members.

19.5 At least fourteen (14) days written notice shall be given to each voting Member of any annual general or special meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgement on the decision to be taken. Notice of each meeting of Members must indicate that each Member has the right to vote by proxy at such meeting of Members. It is allowed that part voting is conducted by the physical presence of members while part voting is affected by way of website based voting on the official website of APCOM by non present members.

19.6 No error or omission in giving notice of any annual general meeting of Members or any adjourned meeting of Members, whether general or special, of the Members shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of

sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be the Member's Director's or Officer's last address as recorded on the books of APCOM.

19.7 Each voting Member present at a meeting of Members shall have the right to exercise one vote. Any member voting on the official website shall also have one vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. A proxy is good only for the meeting for which it is authorized. A proxy holder must be a Member of APCOM.

19.8 A resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members.

Article 20

VOTING OF MEMBERS

20.1 At all meetings of the Members every question shall be determined by a majority vote unless otherwise specifically provided by the Act, the Bylaws or applicable law.

Article 21

AUDITORS

21.1 Appointment. The Members shall at each annual general meeting of Members appoint an auditor to hold office until the termination of the next annual general meeting and to audit the accounts of APCOM for report to the Members at the next annual general meeting. The auditor shall hold office until the next annual general meeting of Members provided that the Governing Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Governing Board.

21.2 Removal. The Members, by a resolution passed by at least 2/3 of the votes cast at a general or special meeting of Members of which notice specifying the intention to pass such resolution was given, may remove any auditor of APCOM before the expiration of such auditor's term of office and shall, by a majority of the votes cast at such meeting, appoint another auditor in such auditor's place for the remainder of such auditor's term.

Article 22

LANGUAGE

22.1 The meetings of the Governing Board and of the Members shall be conducted in the English language.

Article 23

AMENDMENT OF BY-LAW

23.1 The Bylaws, may be repealed or amended by bylaw enacted by a majority of the votes cast at a meeting of the Governing Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present in person or by proxy [or by website based voting] at a meeting of Members duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such Bylaws, which require the approval of the Government or Governments of any sovereign state within whose jurisdiction such bylaws may be applicable, shall not be enforced or acted upon until the approval of such Government or governments

ANNEXURE 1

List of Countries/Geographical areas in the region of Asia and the Pacific

Afghanistan

Australia

Bangladesh

Bhutan

Brunei

Cambodia

East Timor

Fiji

India

Indonesia

Japan

Korea [North]

Korea [South]

Laos

Malaysia

Maldives

Mongolia

Myanmar

Nepal

New Zealand

Pakistan

Philippines

PNG

PRC+HKSAR

Samoa

Singapore

Sri Lanka

Tahiti

Taiwan

Thailand

Tonga

Vietnam



Annexure 2

Sub-regions and the countries in each sub-region

China Subregion:	China
Developed Asia Subregion:	Japan, Taiwan, Korea [S], Australia, Singapore, HKSAR
India Subregion:	India
South Asia Subregion:	Bangladesh, Nepal, Pakistan, Maldives, Afghanistan, Bhutan, Sri Lanka, Mongolia
Greater Mekong Subregion:	Thailand, Laos, Vietnam, Cambodia, Myanmar
South East Asia Subregion:	Malaysia, Indonesia, Brunei, East Timor, Korea [N], Philippines
Pacific:	Tahiti, Tonga, PNG, Samoa, Fiji, New Zealand

