

**Board Paper 2010.3**

**Prior notification of proposal to amend the Charter**

**Background:**

At the Negombo meeting of the Board, the administrative partner was instructed to draft changes to the CPRsouth Charter. The intention was to broaden the participation of more educational and other institutions across the Asia Pacific. The means was a Chair's Advisory Panel, in addition to the Board, which was expanded to 13.

The Charter was duly amended by circulation. However, when Ashok Jhunjunwala, Rohan Samarajiva and members of the Administrative Partner met in Colombo to implement the provisions of the amended Charter pertaining to the Chair's Advisory Panel, its implementation was found to be impractical. It was decided that a larger Board would better achieve the purpose the Chair's Advisory Panel was created to serve. In essence, it was not possible to identify an incentive structure that would result in an active Advisory Panel in the absence of opportunities to participate in the conferences and board meetings. If Advisory Board members were to be invited to the above events, there would be little difference between them and Board Members and the cost savings sought by keeping the Board small would not be realized. Therefore, it was agreed to make a further proposal to amend the Charter, eliminating the Advisory Panel, expanding the Board membership to 25 from the present 13, and offering travel support to Board members only once in two years, though they would be welcome to attend with own funds in the non-funded years.

If the proposed changes to the Charter are approved, 12 new members will join the Board in 2011. In order to keep the turnover of members even and to hold elections every two years, it is proposed the terms of the new members be set at 3 years (3 members), 5 years (6) and 7 years (3) in the first instance, with the terms being assigned by the drawing of lots as was done at the board meeting at CPRsouth1. The terms shall commence at CPRsouth6 in Bangkok. It will be necessary to invite all the new appointees to CPRsouth6 for this reason.

Only 6 of the present members will be eligible for travel support for CPRsouth6. It will be necessary to make this selection, by the drawing of lots or otherwise at the Xi'an Board meeting.

The relevant Clause X of the Charter states that "The Board may amend this Charter with a two-thirds majority at a meeting which has been convened with two months notice, including prior notification of the specific amendatory proposals."

Therefore notice is hereby given that a motion to amend the Charter shall be placed before the Board meeting in Xi'an, December 8<sup>th</sup>, 2010.

The proposed text is given as Annex 1.

The proposed Board appointment and retirement schedule as per the proposed amendments are given in Annex 2.

## **COMMUNICATION POLICY RESEARCH SOUTH CHARTER**

### **CLAUSE I: NAME AND DOMAIN**

1. The name of the entity shall be the Communication Policy Research south (*CPRsouth*).
2. *CPRsouth* shall have the region usually described as the Asia Pacific as its domain.

### **CLAUSE II: OBJECTIVES**

1. To facilitate the creation, sustenance and continuous advancement of policy intellectuals capable of informed and effective intervention in ICT policy and regulation processes in specific country and regional contexts in the south, broadly constituted by the Asia-Pacific (AP), Africa (AF), Latin America and the Caribbean (LAC), the Middle East and North Africa (MENA) and Central Asian regions (CIS).
2. To develop capacity, stimulate interest, and promote research and systematic study in information and communication technology (ICT) policy and regulatory issues in the south.

### **CLAUSE III: FUNCTIONS**

*CPRsouth* shall:

1. Encourage and promote high scholarly standards in research on ICT policy, strategy and regulation in the South.
2. Facilitate systematic interactions among academics, researchers, national policy makers, industry representatives and civil-society representatives.
3. Encourage well grounded theoretical and empirical research relevant to current policy issues.
4. Facilitate mentoring relationships for young researchers and partnerships among universities and research organizations in the south, and among organizations with similar objectives and the broader global research network.
5. Undertake field-building activities in the areas of ICT policy and regulation research in the south, anchored on periodic research conferences and the Internet, to identify and provide a focus for intra-south and inter-regional linkages among current and potential ICT policy and regulation researchers in universities, research organizations and elsewhere.
6. Disseminate research with emphasis on influencing the policy and regulatory processes.
7. Encourage the use of ICTs for greater collaboration and mutual support among ICT policy and regulation researchers in the south.

### **CLAUSE IV: REGIONAL COORDINATION AND ARCHIVING**

1. The Board may cooperate with organizations with similar objectives to provide mechanisms for cross-fertilization of ideas among regions of the south and elsewhere.
2. A coordinating group that may include a Board Member and a representative of the Administrative Partner shall be formed to provide overall management, coordination and administration of all related functions in cooperation with the partner organizations.

3. Mechanisms for self-archiving publications and conference papers among researchers who are part of CPRsouth shall be established.

#### **CLAUSE V: BOARD OF DIRECTORS**

1. The business of CPRsouth shall be managed by the Board of Directors in cooperation with an administrative partner appointed by the Board.
1. The Board of Directors shall consist of 25 members, each with a term of four years. There is no limitation on successive terms subject to the procedure outlined in clause V, paragraph 5.
2. The nine founding directors were appointed in groups of three, totalling nine, for terms of two, four and six years, with effect from January 2007. The determination of the terms of the founding directors was made by lot at the first meeting. Subsequently, additional directors were appointed. The directors appointed with effect from December 2011, shall have initial terms of 3 years (3 directors), 5 years (6) and 7 years (3), with the subsequent terms being for four years. In the event the conference takes place within six months of the end of a term of a director, the term shall be deemed to continue until the said conference is held.
3. The Board of Directors shall be individuals well regarded in the ICT policy and regulation space and reflect geographical and gender balance. While the founding members were predominantly senior scholars, the Board subsequently decided to broaden its membership to include consumers and funders of ICT policy and regulation research.
4. The Board members shall be appointed/reappointed from nominations compiled by the administrative partner according to a procedure approved by the Board and selected by a majority vote of the Board. Each selection shall be supported by a written justification that shall subsequently be posted on the CPRsouth website
5. Two unexcused consecutive absences from Board meetings (or two consecutive failures to participate in decisions taken by circulation or conference calls) by a director shall result in vacation of his/her position. Upon the resignation or vacation of a director position, the Board may choose to appoint a successor for the remainder of the term.
6. The Chair and Alternate Chair of the Board are appointed by majority vote for a period of two years with no limitation on successive terms. Upon expiry of the term or vacation of the positions, the Board shall fill the vacancies from among directors with two years left in their term.
7. The Board of Directors shall meet face-to-face or virtually at least once a year and as often as required. A duly constituted meeting requires one month's prior notice, except in the case of a meeting convened to amend the Charter, which shall satisfy the requirements set out in Clause IX. A meeting may be convened by the Chair or by any six Directors acting together.
8. Meetings need not necessarily be face to face. Alternative processes such as conference calls and decisions by circulation may be used.
9. The quorum necessary for the transaction of the business of the Board shall be five directors.
10. The Board may invite observers to Board meetings. It is expected that representatives of the Administrative Partner and funders may attend meetings as observers.

11. Report of the Board meeting shall be posted on the website no later than three months from the termination of the meeting.
12. Board members will be required to participate at the annual CPRsouth conference on a biennial basis. This will not prevent their participation utilising their own resources on a more frequent basis. The procedures on funding support will be framed by the Administrative Partner, based on available funds and subject to Board oversight.
13. Board members are required to develop measures and participate in fund raising activities/initiatives that promote the sustainability of CPRsouth.

**CLAUSE VI: ADMINISTRATIVE PARTNER**

1. The Administrative Partner shall be appointed by the Board of Directors based on procedures that it may devise from time to time.
2. The Administrative partner shall be responsible for the organization, administration and implementation of all activities related to *CPRsouth*, subject to the direction of the Board of Directors. These include secretariat functions, fundraising and financial management, organizing and promoting seminars, workshops, conferences and other associated tasks required to progress the objectives of *CPRsouth*.
3. The Board shall appoint an entity to serve as the administrative partner of *CPRsouth* as applicable for an initial period of three years and subsequent periods as it may see fit.

**CLAUSE VII: FINANCES/ACCOUNTS**

1. The Board shall cause proper books of accounts to be kept in respect of:
  - a. all sums of money received and expended by *CPRsouth* and the matters in respect of which the receipt and expenditure take place;
  - b. all sales and purchases of goods, and
  - c. any assets and liabilities.
2. The Board shall appoint auditors for a period of its choice. The Administrative partner shall present audited accounts to the Board at its annual meeting.
3. Prior to formal incorporation, the responsibilities of Clause VIII shall be discharged by inspection and approval of the accounts presented by the Administrative Partner. Following incorporation, the provisions of the relevant statute and the incorporation documents shall govern the discharge of Clause VIII responsibilities.

**CLAUSE VIII: DISSOLUTION**

1. The Board may dissolve the operation of *CPRsouth* when it considers it appropriate in an orderly manner, disposing of its assets according to the relevant legal provisions, if legally incorporated, or in a manner determined by the Board otherwise.
2. If the Board is unable to perform the functions set out in this document for a period of 24 months for whatever reason, *CPRsouth*, shall be considered dissolved.

**CLAUSE IX: AMENDMENTS**

1. The Board may amend this Charter with a two-thirds majority at a meeting which has been convened with two months notice, including prior notification of the specific amendatory proposals.

## Annex 2

CPR<sub>south</sub> Board appointment and retirement schedule

<b>Year</b>	<b>Appointments</b>	<b>Retirements</b>
<b>2008</b>	Elder	Liu
	Yuan	Jain
	Jhunjhunwala	Jhunjhunwala
<b>2010</b>	Samarajiva	Samarajiva
	Rivera	Rivera
	Park	Park
	Hayat	
	Ramasoota	
	Tsuji	
	Lallana	
<b>2011</b>	12 New Members to be appointed if Charter is amended*	None
<b>2012</b>	6 to replace the retirees	Xu
		Xavier
		Sugondo
		Jhunjhunwala
		Yuan
		Elder
<b>2014</b>	10 (7 + 3) to replace retirees	Samarajiva
		Rivera
		Park
		Hayat
		Ramasoota
		Tsuji
		Lallana
		3 appointed in 2011
<b>2016</b>	12 (6+6) to replace retirees	6 appointed in 2012
		6 appointed in 2011
<b>2018</b>	13 (10+3) to replace retirees	10 appointed in 2014
		3 appointed in 2011
<b>2020</b>	12 to replace retirees	12 appointed in 2016
<b>2022</b>	13 to replace retirees	13 appointed in 2018

\* In order to ensure that elections are held only every other year (even numbered years) and no more than approximately 50% of the Board retires in one year, the following is proposed:

1. Three of the new Board members to be appointed for three years (retirement in 2014), six for five years (retirement in 2016) and three for seven years (retirement in 2018).
2. The terms of the Board members to be determined by the drawing of lots.