

Board Resolution by Circulation: BP_ 2017_1

Amending the CPRsouth Charter

Background:

Over the past few years, major changes have been implemented in CPRsouth. We are now a single organization focusing on Africa and the Asia Pacific. The Board membership has been broadened. However, the Charter has not been revised to reflect the new structure. I now seek to remedy that.

According to Clause IX of the Charter (as amended in 2010), “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 next Board meeting.

The proposed text is given as Annex 1 below. The material changes are:

1. Broadening the subject matter of CPRsouth activities from simply ICT policy and regulation (new Clause II).
2. Remove vestiges of original regional-chapter model (i.e., separate but cooperating units for different geographical areas) and fully embrace the new model of a single organization focusing on Africa and the Asia Pacific. (Deletion of Clause IV of Charter as amended in 2010, available at CPRsouth website)
3. Clarify the start and end dates of terms of Board members (new Clause IV).
4. Stylistic improvements to the text, as may seen in track mode of this document.

Action

Unless amendments are proposed in response to this circulation, the following draft will be voted on at the next Board Meeting, hopefully in September 2017.

Unless you wish to submit amendments to the proposed text, this serves as notice of the Charter amendment as required by the Charter.

No specific action is required.

Annex 1

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 Africa and 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 broadly defined ICT policy, strategy and regulation processes in specific country and regional contexts in the Asia-Pacific (AP) and Africa (AF).
2. To develop capacity, stimulate interest, and promote research and systematic study in information and communication technology (ICT) policy and regulatory issues within its domain.

CLAUSE III: FUNCTIONS

CPRsouth shall:

1. Encourage and promote high scholarly standards in research that can inform broadly defined ICT policy, strategy and regulatory processes within its domain.
2. Facilitate systematic interactions among academics, researchers, national and international 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 within its domain, and among organizations with similar objectives and the broader global research networks.
5. Undertake field-building activities in the areas of ICT policy and regulation research within its domain, anchored on training programs and 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 within its domain.

CLAUSE IV: 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.
2. The Board of Directors shall consist of a maximum of 25 members, each with a term of four years, commencing on January 1 of the year following the Board Meeting which ratifies the appointment. There will be no limitation on successive terms subject to the procedure outlined in clause IV, paragraph 4.
3. The Board of Directors shall be individuals well regarded in the ICT policy and regulation space, broadly defined, and reflect geographical and gender balance.
4. The Board members shall be appointed/reappointed from among nominations compiled by the administrative partner according to a procedure approved by the Board and

selected by 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 from, 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 remaining 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 VIII. 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. The 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 are expected to participate at the annual CPRsouth conference and Board Meeting on a biennial basis. This will not prevent their participation utilising their own resources on a more frequent basis.
13. Board members are expected to develop measures and participate in fund raising activities/initiatives that promote the sustainability of CPRsouth.

CLAUSE V: 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 VI: 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 VI 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 VI responsibilities.

CLAUSE VII: DISSOLUTION

1. The Board may dissolve the operation of CPR*south* 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, CPR*south* shall be considered dissolved.

CLAUSE VIII: AMENDMENTS

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