

Board Resolution by Circulation 2010.1

Amending the CPRsouth Charter

Background:

At the Negombo meeting of the Board, the administrative partner was instructed to draft changes to the CPRsouth Charter (see details in attached draft minutes). According to Clause X of the Charter (unamended), "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 the Charter shall be amended through a decision-by-circulation procedure commencing January 26th, 2010 and ending April 5th, 2010.

In order to expedite the process, the Board is being asked to approve/disapprove the changed Clauses, Clause by Clause (with an option to vote for the entire amended Charter as well). Clauses VIII, IX and X are unchanged.

If the entire document is approved by the required two-thirds majority (i.e., six or more members approve the entire text), the process ends. If not, the votes for each of the clauses shall be counted and the clauses that receive the required approval shall be considered adopted. If the end result yields an incoherent document, the process shall be restarted with a new draft that reflects the expressed views of the Board.

You may respond at any time (best not to postpone because it will most likely be forgotten!) and change your vote anytime before April 5th, 2010.

Proposal:

The key changes that have been made are

1. Geographical domain stated up front.
2. The order of the objectives changed per decision taken at Chennai Board meeting.
3. Order of functions rearranged to reflect change in order of objectives. Strategy included to reflect business-oriented work presented at previous conferences.
4. Regional coordination functions added. Regional coordination through a committee of two or more including admin partner.
5. Publications clause made broader to allow use of mechanisms other than a dedicated website (based on several years of trying).
6. Board of Directors expanded from nine to 13 in order to reflect direction of Negombo Board meeting.
7. Posting of minutes by three months, not two.
8. Grounds for vacation of director position broadened to include non-participation in decisions by circulation and conference calls.
9. New entity known as Chair's Advisory Panel created to advise chair and develop broad base of support for CPRsouth. All retiring members may serve on CAP. Others may be appointed. Chair to coordinate CAP.
10. Other stylistic changes made throughout.

The proposed text is given as Annex 1 below.

Decision:

Please cut the following table and paste on your response or send as attachment.

	Approve	Not approve
CLAUSE I: NAME AND DOMAIN		
CLAUSE II: OBJECTIVES		
CLAUSE III: FUNCTIONS		
CLAUSE IV: REGIONAL COORDINATION AND ARCHIVING		
CLAUSE V: BOARD OF DIRECTORS		
CLAUSE VI: CHAIR'S ADVISORY PANEL		
CLAUSE VII: ADMINISTRATIVE PARTNER		
COMPLETE CHARTER AS AMENDED		

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 shall 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. The Chair shall be advised by an advisory panel.

2. The Board of Directors shall consist of 13 members, each with a term of four years. The nine founding directors were appointed in groups of three, totaling 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, four additional directors were appointed. 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 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 X. A meeting may be convened by the Chair or by any four 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.

CLAUSE VI: CHAIR'S ADVISORY PANEL

1. Upon the expiry of their terms, members of the Board shall be invited to serve on the Chair's Advisory Panel (CAP), which shall advise and assist the Chair in the achievement of the objectives.
2. The Chair may, in consultation with the Board, develop procedures for appointing additional members to the CAP.
3. The CAP shall in particular assist the Chair to raise additional funds and attract goodwill and new participants to CPRsouth.
4. The Chair shall coordinate the activities of the CAP.

CLAUSE VII: 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 VIII: 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 IX: 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 X: 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.