



East Asia and Pacific Infrastructure Regulatory Forum (EAPIRF)

Agreement on Organizational Structure and Decision-Making Procedures

Version Final – April 22, 2010

Approved at / through [*Executive Committee followed by the General Assembly*]

1. Rules of Interpretation

In this Agreement, unless the contrary intention appears:

- 1.1 A reference to EAPIRF or the Forum shall mean the “East Asia and Pacific Infrastructure Regulatory Forum.
- 1.2 The “East Asia and Pacific Region” means:
 - 1.2.1 In relation to the “East Asia Region” - Cambodia, China, Indonesia, Korea, Hong Kong, Japan, Laos, Malaysia, Mongolia, Philippines, Singapore, Thailand, Timor-Leste, Vietnam;
 - 1.2.2 In relation to the “Pacific Region” - American Samoa, Australia, Federated States of Micronesia, Fiji, Kingdom of Tonga, Kiribati, New Zealand, Papua New Guinea, Samoa, Solomon Islands, Vanuatu.
- 1.3 “High Income Economies” has the same meaning as that given by the World Bank’s High Income Economies country classification.
- 1.4 Regulators will comprise of
 - 1.4.1 Autonomous Regulators
 - 1.4.2 Government Regulators (dedicated regulatory departments within Ministries or Government Departments¹)
- 1.5 Regulators will be from one of the following sectors
 - 1.5.1 Energy (electricity, oil and gas)
 - 1.5.2 Water and sanitation
 - 1.5.3 Telecommunications
 - 1.5.4 Transportation (rail, toll roads, ports and public transportation).

¹ This may include regulatory departments within public sector service providers that are responsible for monitoring service quality and making tariff determinations and recommendations, where there is no specific government department which regulates the service provider.



- 1.6 Distribution means
 - 1.6.1 In relation to information sharing and reporting – communications by email between the Members of the Forum

- 1.7 Availability means
 - 1.7.1 In relation to information sharing and reporting – availability on the Forum's website

- 1.8 In the context of votes being cast for decisions or elections,
 - 1.8.1 “majority” is more than half of votes cast;

 - 1.8.2 “plurality” is highest number of votes cast;

 - 1.8.3 abstentions are considered as a refusal to vote;

 - 1.8.4 votes may be cast
 - 1.8.4.1 in person or through electronic means (fax, e-mail);

 - 1.8.4.2 within a voting period of two weeks unless otherwise specified by the Executive Committee and communicated to the Members at the time of the vote;

 - 1.8.5 votes shall be recorded and results distributed to all Executive Committee Members and made available to the General Assembly.

- 1.9 Membership of the Forum will apply to institutions or organizations as specified under (2.1), called “Members” henceforth.

- 1.10 Members “in good standing” shall be all members who have paid their membership fees as outlined under (2.2.3).



2 Forum Membership

2.1 Membership

2.1.1 Membership to the Forum comprises two (2) membership types:

2.1.1.1 Core Membership (Members referred to as “Core Members” henceforth)

2.1.1.2 Affiliate Membership (Members referred to as “Affiliate Members” henceforth)

2.1.2 Core Members shall be limited to:

2.1.2.1 Regulators from the East Asia and Pacific Region.

2.1.3 Affiliate Members will be limited to:

2.1.3.1 Regulators from countries other than those in the East Asia and Pacific Region

2.1.3.2 NGOs/Community Organizations

2.1.3.3 Universities/Research Institutes

2.1.3.4 Donor organizations.

2.1.4 The Membership term shall be one (1) calendar year

2.2 Annual Membership Fees

2.2.1 Annual Membership Fees will be set out by the Executive Committee

2.2.2 The fee structure will be distributed to all Members and made available publicly

2.2.3 Annual fees due will be paid by each Member within the first three months of a calendar year or within four (4) weeks of joining the Forum, whichever duration is longer failing which the Membership stands cancelled.

2.3 Membership Privileges

2.3.1 will be set out by the Executive Committee Decision for each membership type

2.3.2 will be distributed to all Members and made available publicly

2.3.3 are awarded solely to Members “in good standing”

2.3.4 may exceptionally be awarded more broadly upon an Executive Committee Decision.



3 General Assembly

3.1 Composition

3.1.1 The General Assembly will be comprised of all Members “in good standing”.

3.1.2 Each Member shall designate one representative who shall be authorized to take decisions and cast a vote on behalf of the Member, if required.

3.2 Duties

3.2.1 The General Assembly will meet once a year, subject to budget availability.

3.2.2 The General Assembly shall be responsible for:

3.2.2.1 Electing Executive Committee Members

3.2.2.2 Approving changes to the “Agreement on Organizational Structure and Decision-Making Procedures for the Forum”

3.2.2.3 Providing inputs to the strategic plan

3.2.2.4 Other duties as requested by the Chairperson of the Executive Committee.

3.3 General Assembly Decision

3.3.1 General Assembly Decisions shall be based on majority vote.

3.3.2 Only the Core Members shall be entitled to vote in the General Assembly unless determined by the Executive Committee that a vote shall be open to all Members.

3.3.3 Each voting Member will have one vote

3.3.4 In the event of a tied vote, a decision will be reached by an Executive Committee Decision.

3.4 General Assembly Executive Committee Elections

3.4.1 General Assembly Executive Committee Elections will be based on plurality vote.

3.4.2 Core Members will be entitled to vote in Executive Committee Elections

3.4.3 Each voting Member will have one vote

3.4.4 In the event of a tied vote, a decision will be reached by an Executive Committee Decision.



4 Executive Committee

4.1 Composition

- 4.1.1 The Executive Committee will be comprised of seven (7) seats, each held by a Core Member “in good standing”, referred to as Executive Committee Member henceforth.
- 4.1.2 Each Executive Committee Member will designate one (1) senior official of their institution as representative, who will be authorized to take decisions and cast a vote on behalf of the Member.
- 4.1.3 Executive Committee Members will assign, and necessary reassign, representation to senior officials of their institution to assure representation for the entirety of their term.
- 4.1.4 The Executive Committee consists, as far as reasonable, of
 - 4.1.4.1 at least two (2) Executive Committee members from the East Asia Region,
 - 4.1.4.1.1 of which, at least one (1) is not from a High Income Economy country;
 - 4.1.4.2 at least two (2) Executive Committee members from the Pacific Region,
 - 4.1.4.2.1 of which at least one (1) is not from a High Income Economy country;
 - 4.1.4.3 at least two (2) Executive Committee members from High Income Economy countries from the East Asia and Pacific Region;
 - 4.1.4.4 no more than two (2) Executive Committee members from the same country.

4.2 Selection

- 4.2.1 Executive Committee Members will serve for a term of 4 years.
- 4.2.2 Executive Committee Members may serve an unlimited number of consecutive terms.
- 4.2.3 Executive Committee Members may resign by giving one month’s notice.
- 4.2.4 The Executive Committee will call for elections for vacant seats ideally two (2) months prior to and no later than six (6) months after the expiry of terms in question.
- 4.2.5 Executive Committee Members whose terms have expired will continue to perform their duties as Acting Executive Committee Members until a successor is selected.
- 4.2.6 Executive Committee Members will be elected by General Assembly Executive Committee Elections outlined under (3.4).
- 4.2.7 Nominations for the Executive Committee will be
 - 4.2.7.1 called for immediately upon the Executive Committees’ decision to hold elections by distributing a nomination notice to the General Assembly;
 - 4.2.7.2 in accordance to the classification of the vacant seat as defined under (4.1.4).
- 4.2.8 Nominations for the Executive Committee will be received within one (1) month following the Executive Committees call for elections.
- 4.2.9 Core Members “in good standing” are eligible for nomination and may nominate themselves.
- 4.2.10 In cases where the number of nominees is smaller or equal than vacant seats
 - 4.2.10.1 an Executive Committee Decision will determine the appointment of the nominees.
 - 4.2.10.2 In cases where vacant seats remain, the Executive Committee will reinitiate a call for nominations or leave the position vacant until the next General Assembly meeting.



4.3 Leadership

- 4.3.1 The Executive Committee will be headed by a Chairperson and a Deputy Chairperson.
- 4.3.2 The Chairperson will be a representative of an East Asia Region or Pacific Region Member.
- 4.3.3 The Deputy Chairperson will be a representative of a Member from the Region that does not hold the position of the Chairperson.
- 4.3.4 The Deputy Chairperson will assume the responsibilities of the Chairperson in the Chairperson's absence or in cases where the Chairperson is unable to discharge their duties.
- 4.3.5 The position of the Chairperson and the Deputy Chairperson will alternate between the East Asia Region and Pacific Region.
- 4.3.6 Executive Committee Members may serve up to two (2) consecutive terms as Chairperson or Deputy Chairperson irrespective of alternation outlined under (0).
- 4.3.7 The Chairperson or Deputy Chairperson will be elected
 - 4.3.7.1 upon expiration of the previous Chairperson or Deputy Chairperson's term;
 - 4.3.7.2 by an Executive Committee decision;
 - 4.3.7.3 for a term of 4 years or the remainder of the Executive Committee Member's term, whichever is shorter.
- 4.3.8 Executive Committee Members may nominate themselves for the position of the Chairperson and Deputy Chairperson.
- 4.3.9 The Chairperson or Deputy Chairperson whose terms have expired shall continue to perform their duties as Acting Chairperson or Deputy Chairperson until a successor is selected.

4.4 Duties

- 4.4.1 The Executive Committee will meet
 - 4.4.1.1 at least once a year;
 - 4.4.1.2 in conjunction with the General Assembly Meeting, if scheduled.
- 4.4.2 The Executive Committee will be responsible for:
 - 4.4.2.1 Providing leadership for EAPIRF
 - 4.4.2.2 Developing a strategic plan
 - 4.4.2.3 Submitting the strategic plan to the General Assembly for consultation
 - 4.4.2.4 Raising funds to support EAPIRF activities including through sponsorship initiatives
 - 4.4.2.5 Collaborating and coordinating with other regional organizations to further EAPIRF's mission
 - 4.4.2.6 Approving the annual budget
 - 4.4.2.7 Approving membership fees and privileges
 - 4.4.2.8 Any other activity to ensure efficient and effective functioning of the Forum
- 4.4.3 Executive Committee Members may request reimbursement of travel expenses related to exercising their duties, to be reimbursed within reason and subject to budget availability.



4.5 Executive Committee Decision

- 4.5.1 Each Executive Committee Member will have one vote.
- 4.5.2 Executive Committee Decisions will be made on the basis of majority vote, provided there is a quorum of four (4) votes.
- 4.5.3 In the event of a tied vote, the Chairperson will cast one (1) additional deciding vote.
- 4.5.4 In the event that a quorum is not achieved, the Chairperson will request a re-vote. Should a quorum not be achieved upon the re-vote, the Chairperson may make the decision.
- 4.5.5 Minutes of Executive Committee meetings will be
 - 4.5.5.1 prepared in writing
 - 4.5.5.2 distributed to all Executive Committee members
 - 4.5.5.3 made available to the General Assembly, with the exception of any matters deemed confidential by the Chairperson.



5 Secretariat

5.1 A Secretariat to fulfill the duties specified under (5.3) will be appointed

5.1.1 by the Executive Committee or a delegated third party;

5.1.2 by competitive selection on the basis of the services offered and value-for money.

5.2 The Secretariat will report to the Executive Committee and directly to the Chairperson.

5.3 The Secretariat will be responsible for

5.3.1 Day-to-day implementation of EAPIRF activities in accordance with the strategic plan under the direction of the Executive Committee

5.3.2 Monitoring annual budget expenditures and maintaining financial accounts

5.3.3 Preparing fund-raising proposals under the direction of the Executive Committee

5.3.4 Providing administrative support to the Executive Committee

5.3.5 Maintaining records of:

5.3.5.1 all Members of the Forum and their appointed representatives

5.3.5.2 the Executive Committee Members and their appointed representatives

5.3.5.3 Meetings of the General Assembly

5.3.5.4 Meetings of the Executive Committee.

5.3.6 Other duties as directed by the Executive Committee.