

AFACT Bylaws –

(Revised on 9th November 2016 at the 34th AFACT Plenary in Tokyo, Japan)

Article 1 Name

The name of this organization shall be the Asia Pacific Council for Trade Facilitation and Electronic Business (hereinafter referred to as "AFACT").

Article 2 Mission Statement

AFACT aims to support in the Asia Pacific region and its adjacent countries and economies (hereinafter collectively referred to as "Region") policies and activities, especially those promoted by United Nations Center for Trade Facilitation and Electronic Business (hereinafter referred to as "UN/CEFACT"), dedicates to stimulate, improve and promote the ability of business, trade and administrative organizations, to exchange products and relevant services effectively through the simplification and harmonization of processes, procedures and information flows in a non-political environment.

Its principal focus is to facilitate international transactions, through the simplification and harmonization of procedures and information flows, and so contribute to the growth of global commerce.

Article 3 Terms of Reference

The principles of the mission statement are to be achieved by:

- (a) Disseminating the standards and the recommendations published by UN/CEFACT;
- (b) Analyzing and understanding the key elements of international transactions and working for the elimination of constraints;
- (c) Developing methods in conformity with those developed by UN/CEFACT to facilitate transactions, including the relevant use of information and communication technologies (ICT) such as but not limited to UN/EDIFACT and ebXML, securing coherence in the development of standards and recommendations by cooperating with other interested parties, including international, intergovernmental and non-governmental organizations;
- (d) Promoting both the use of these methods, and associated best practices, through channels such as government, industry and service associations;
- (e) Coordinating its work with UN/CEFACT and other relevant international, regional and non-governmental organizations; and
- (f) Enhancing the cooperation among the AFACT members and promoting the objectives of the mission statement in the Region.

Article 4 Structure

AFACT shall be a non-profit, non-political, non-government, voluntary and independent organization.

Article 5 Membership

Membership shall be divided into **three** categories and the qualifications for membership in each category are provided hereunder. The members of each category are shown in Appendix 1 hereto:

Member- The countries and economies in the Region represented by a public or private corporation, boards, commissions, organizations, associations and other bodies (whether governmental, public or private, and whether incorporated or unincorporated) involved in promotion and development of Trade Facilitation and Electronic Business, hereinafter collectively referred to as “Body”, provided that Body is eligible to establish a focal point as provided by the Article 10 hereunder.

Agencies of the United Nations can also be members.

Liaison member-

- Any Intergovernmental Body committed to similar objectives as AFACT. The Steering Committee shall report their consideration and apply for the approval of inviting and admitting the relevant organization as Liaison member, to the Plenary for ratification.

Associate member- Any other Body from the Region or relevant international organization located in the Region, committed to similar objectives as AFACT.

Any Body in a country, economy or organization wishing to join AFACT must submit an application for membership in writing to the AFACT Secretariat who shall circulate it to the Steering Committee members for consideration and acceptance, as well as to all members and associate members for consultation. If approved, the Steering Committee shall report to the Plenary on the approval of the application for ratification.

The Chairperson of the AFACT may also invite non-member countries, economies and experts as observers or special invitees.

Article 6 Plenary

The Plenary shall include members represented by their Heads of Delegations, associate members, **liaison member** and observers. A simple majority of the members is required for a quorum.

The Plenary Meeting shall be a forum to exchange views on any areas of common interest including the latest developments in each member, or associate member **and liaison member** under the ambit of the Mission Statement.

The Plenary shall be the highest decision making body of AFACT and shall have the responsibility of ratifying all major decisions and monitoring the execution of the adopted resolutions.

The preferred way of reaching decisions shall be by consensus. However, the Chairperson shall have the authority to call for a vote if, in his view, consensus cannot be reached on a particular issue. In such cases, a simple majority of all voting members constitutes a decision. In case of a tie, the Chairperson shall cast the deciding vote.

Only members are eligible to vote. The vote shall be cast by the Heads of Delegations or their designated representative in writing.

Notwithstanding of the foregoing, for dissolution of AFACT, the adoption of the Bylaws or amendment thereof, a two-third majority of all voting members is required.

Absent members can have the option to vote by email or other means, or by proxy entrusted to the Chairperson or a fellow AFACT member.

The Plenary shall meet at least once a year.

Article 7 Officers, Hosting Member and Secretariats

7.1 Officers of AFACT

The Officers of AFACT shall be the Chairperson, two Vice-Chairpersons and the head of AFACT Secretariat (herein after referred to as "AFACT Secretary".) The term of office for the Chairperson and two Vice Chairpersons shall be one year. The term of office for AFACT Secretariat shall be provided as per the Appendix 3 to the Bylaws.

7.2 Hosting Member

Annually AFACT shall identify a member (herein after referred to as "Hosting Member") to host the meetings.

The Hosting Member shall nominate the Chairperson, with one Vice-Chairperson being nominated by the next hosting member (herein after referred to as "Chairperson Elect") and the immediate former Chairperson acting as the other.

At the start of each Plenary, the identification of next Hosting Member and the Chairperson Elect shall be approved.

The Hosting Member shall nominate a person who shall be the focal point for hosting AFACT meetings (hereinafter referred to as "the Hosting Secretary").

Their term shall start immediately after the previous Plenary is adjourned. In order to ensure a smooth hand-over between the two Hosting Secretaries, a Joint Hosting Secretariat shall exist for an agreed period, after the previous Plenary.

7.3 AFACT Secretariat

The Asia Pacific Center for Trade Facilitation and Electronic Business (APCFAC) has been established in 2012 and registered in the KISH Island in Islamic Republic of Iran (hereinafter called "the center").

The center is independent from the Government of the Islamic Republic of Iran and will act as the Secretariat office of AFACT and will operate in accordance with its own Bylaws.

The center's duties include such as but not limited to administration of financial affairs of the AFACT, budgetary issues, accounting and audit, fund raising, Yearbook editing and publishing, supporting the annual Hosting Member in organizing the mid-term Steering Committee meeting, and annual Plenary

and other meetings, and other Secretariat related tasks.

The terms of reference of AFACT Permanent Secretariat is shown in the Appendix 3.

The AFACT Secretariat shall be nominated by the Steering Committee and ratified by the Plenary as permanent entity based on the Terms of Reference described in the Appendix 3 to this Bylaws.

When AFACT Secretariat finds an exceptional difficulty of a Hosting Member in performing its duties to host, AFACT Secretariat should call a Steering Committee meeting to decide an alternative member to host the organization according to the provisions provided by the Article 8 herein.

Article 8 Steering Committee

The Steering Committee is responsible for the management and coordination of AFACT between the Plenary of consecutive years. The Steering Committee also supervises the progress status of the decision made by the Plenary.

The composition of the Steering Committee shall be as follows:

- Chairperson (of AFACT)
- Two Vice-Chairpersons (of AFACT)
- UN/CEFACT Rapporteur for Asia and the Pacific (as an Advisor),
- Any other officer of UN/CEFACT (as an Advisor) from the Region
- **Representative of United Nations Economic and Social Commission for Asia and the Pacific (UNESCAP)**
- Chairpersons of the Executive Committees provided by the Article 9 herein
- Two Heads of Delegation appointed by the Plenary who will hold office as members of the Steering Committee for a term of two years.
- Head of AFACT Secretariat

In case the net total number of the Steering Committee members becomes less than eleven (11) owing to overlapping of the role of the Steering Committee members, Plenary may elect additional member from other AFACT member countries/economies

The Steering Committee is chaired by the Chairperson of AFACT

The Hosting Secretary shall be present in all Steering Committee meetings.

The agenda for the Steering Committee meeting shall be circulated to all Heads of Delegations and Chairpersons of Executive Committees for comments before a meeting. The AFACT Secretariat and the Hosting Secretariat shall jointly maintain the minutes of the Steering Committee meetings to be adopted by the succeeding meetings. The AFACT Secretariat shall publish the minutes on the AFACT website.

The Chairperson may invite Conveners of Working Groups for specific meetings, as appropriate and all Heads of Delegation shall be entitled to attend meetings of the Steering Committee.

Where required, the Steering Committee shall be empowered to take decisions on behalf of AFACT

between Plenary meetings except the agenda to dissolve AFACT or to revise the Bylaws. In such cases, every effort shall be made to consult with the Heads of Delegations. All inter-sessional decisions of StC will call for endorsement of plenary either in its meeting or through inter-sessional approval process.

Steering Committee decisions shall be made by consensus.

The Steering Committee shall meet at least twice a year. This can be either in the form of a physical meetings or online meetings.

Article 9 Executive Committees and Working Groups

9.1 Executive Committees (hereinafter referred to as "EC")

AFACT shall have Business Domain Committee (hereinafter referred to as "BDC"), Technology & Methodology Committee (hereinafter referred to as "TMC) and Community Support Committee (hereinafter referred to as "CSC") as EC.

Each EC must have a mandate, terms of reference, and work program. Each EC member shall recommend its Chairperson to the Steering Committee for the ratification by the Plenary. Each EC may appoint a Vice Chairperson and EC Secretary whenever necessary. The term of office for the Chairperson and the EC Secretary shall be for a period of two years.

9.2 Working Groups (hereinafter referred to as "WG")

To establish or to reform a WG under a specific EC, the interested parties shall submit the Chairperson of EC an expression of interest endorsed by at least three HoDs, a terms of reference, and an initial work program (hereinafter collectively referred to as "Submission"). Each EC shall evaluate the Submission. When the Submission is acceptable for EC, the Chairperson of EC shall propose a new WG or a reformed WG to the Steering Committee for ratification by the Plenary. Each WG member shall elect its Convener to be approved by the Steering Committee, and ratified by the Plenary. Each WG may appoint a WG Secretary whenever necessary. The term of office for the Convener and the WG Secretary if it is appointed, shall be for a period of two years.

The WG shall meet at least twice a year. This can be either in the form of physical meetings or online meetings.

The Chairperson of each EC shall report its activities, including those of WGs under the EC, to the Plenary. The Convener of WG, if needed, reports to the Plenary in details its progress of Program of Work.

9.3 Termination of EC and WG

Any EC or its WG shall be terminated by the resolution of the Plenary on the recommendation of StC, if it has not passed its Program of works and/or its activities to the Plenary for three years.

9.4 Task Force Team

As need arises, the Steering Committee may organize a Task Force Team (hereinafter referred to

“TFT”) to carry out a specific mission and/or function across the ECs delegated by the Steering Committee. The AFACT Chairperson shall recommend the TFT Chairperson to the Steering Committee for approval. TFT shall have terms of reference and a work program. TFT shall report the Steering Committee its activities at least once a year.

Article 10 Focal Point

Each AFACT member is required to have a single focal point (hereinafter referred to as “FP”), dedicated to the promotion, dissemination and implementation of AFACT objectives.

The FP shall identify the Head of Delegation and a contact person who shall be responsible for communication with the AFACT Secretariat the Hosting Secretary and all related parties. The FP shall provide the AFACT Secretariat updated information for communication, such as telephone number, fax number and e-mail address.

Article 11 EDICOM

EDICOM is the annual conference and exhibition of AFACT. It features the latest technology and information on Trade Facilitation, Electronic Business, UN/CEFACT and other related activities.

EDICOM shall be organized by the Hosting Member subject to availability of their resources, adjacent to the Plenary, in consultation with the Steering Committee.

Article 12 Relationship between AFACT and UN/CEFACT, and between AFACT and UNESCAP

As set out in its Mission Statement, AFACT seeks, amongst other objectives, to promote the aims, objectives and activities of UN/CEFACT within the Region. To this end, the delegations of the Region to UN/CEFACT provide a strong link between AFACT and UN/CEFACT.

The UN/CEFACT Rapporteur for Asia provides another significant linkage. The Rapporteur shall be appointed by the Plenary of UN/CEFACT preferably on the recommendation of the AFACT Plenary. (The Mandate of the UN/CEFACT Rapporteur for Asia is attached as Appendix 2).

AFACT is also strongly encouraged to identify and nominate potential members to the UN/CEFACT for its various positions whenever such vacancies arise and nominations are sought. These nominations shall be sent by AFACT Secretariat to the UN/CEFACT Secretariat after full consultation with AFACT HoDs.

Close coordination between AFACT ECs (including their WGs) and relevant UN/CEFACT working groups and/or teams is strongly encouraged and both bodies shall use their best endeavors to ensure this coordination. This is most effectively achieved when there is a formal relationship between the respective groups and/or teams.

As the objectives and geographic scope of AFACT is aligned with that of the trade facilitation programme of the UN regional commission for Asia and the Pacific, AFACT also seeks to

share expertise and experience with UNESCAP with regard to their Trade Facilitation implementation and capacity building approach within Asia and the Pacific region.

Article 13 Expenses

The Hosting Member shall cover expenses required in organizing the Mid Term Steering Committee meeting, Plenary Meeting, the Steering Committee Meeting, EDICOM, and the meetings for EC and WG held before the Plenary Meeting, excluding food and beverage services which should be at host's discretion.

The Hosting Member is entitled to charge a participation fee for each delegate if it is extremely necessary to host the event. The amount to be charged shall be decided in advance in consultation with the Steering Committee.

The AFACT Secretariat shall cover all the costs incurred in performing the responsibilities as the secretariat and maintaining the AFACT Website.

Article 14 Intellectual Property Rights Policy

AFACT shall own the copyright in all draft and published deliverables developed under or pursuant to its procedures including, without limitation, Specifications, Rules, Guidelines, Minutes, Presentation materials, Models and Libraries which are published under the name or general auspices of AFACT regarding all its official procedures, subject to the underlying copyright of the contributing parties and all other legitimate copyright owners. AFACT will not

charge royalties or any similar fees in connection with the implementation or use the deliverables by those applying the AFACT deliverables in accordance with the applicable procedures of AFACT.

AFACT disclaims all warranties, express or implied, including specifically but not limited to, any warranty that the use of the information in the deliverables will not infringe any rights or any implied warranties of merchantability or fitness for a particular purpose.

Article 15 Working Language

The working language of AFACT shall be English.

Article 16 Effectiveness

These Bylaws enter into effect on **9th November, 2016**, upon ratification by the AFACT Plenary.

Appendix 1 List of Members, Associate Members and Liaison Members as of November,2016

Members:

Afghanistan , Australia , China , Chinese Taipei , Cambodia , India , Indonesia , Iran , Japan, Malaysia , Mongolia , Pakistan , Philippines , Korea , Saudi Arabia , Singapore , Sri Lanka , Thailand , Vietnam, Bangladesh

Associate Members:

Pan Asian e-Commerce Alliance (PAA)

Liaison Member of AFACT:

United Nations Economic and Social Commission for Asia and the Pacific (UNESCAP)

Appendix 2 Mandate UN/CEFACT Rapporteur for Asia

The mandate of the UN/CEFACT Rapporteur for Asia (herein after referred to as “Rapporteur”) shall be carried out, where appropriate, in liaison with heads of delegation to UN/CEFACT from the Region, as well as with the secretariat of the United Nations Economic Commission for Europe (UNECE) and other regional commissions and the UN/CEFACT Bureau.

Within Region, the Rapporteur shall:

- (a) Promote and represent UN/CEFACT’s interests and activities to Governments, intergovernmental organizations, relevant trade associations and business and trade facilitation organizations;
- (b) Encourage the participation of experts in UN/CEFACT’s work program and stimulate the implementation of UN/CEFACT’s standards, recommendations and other deliverables;
- (c) Coordinate UN/CEFACT’s activities in the Region.

The Rapporteur shall present a report at each UN/CEFACT Plenary. The Rapporteur may raise issues directly with the UN/CEFACT Bureau and have an open invitation to attend the Bureau meetings in a consultative capacity.

The appointment as Rapporteur is for two years, renewable.

Appendix 3 AFACT Secretariat Terms of Reference**1. Background**

The 27th AFACT Plenary resolved that AFACT should have a permanent secretariat and to assign Iran as the permanent secretariat.

It was the sense of the 27th Plenary that successive and earnest contribution extended by Chinese Taipei as ex secretariat should be commended and commemorated.

2. Terms of Reference

The purpose of AFACT Secretariat is to explore, review and identify the most practical approach for managing and operating AFACT tasks on Trade Facilitation and Electronic Business in Asia Pacific region.

The AFACT Secretariat should coordinate with UN/CEFACT Rapporteur for Asia to achieve the mission of the AFACT Secretariat.

Taking account of existing AFACT Terms of Reference, these shall include;

- a) To document all AFACT related activities and publish them on the AFACT web site,

- b) To maintain the AFACT Website including contact information of members as well as the permitted information of respective Focal Points,
- c) To support the hosting secretary for organizing AFACT Plenary meeting and its Executive Committee meetings, AFACT Steering Committee meeting and EDICOM,
- d) To facilitate the affairs in relation to new membership application,
- e) To attend AFACT related meetings to support the hosting secretary,
- f) To attend UN/CEFACT Plenary meeting, if possible, to follow up its decision and discussion made during the meeting and feedback them to AFACT community, and
- g) Any other business.

//End