

Asia PKI Consortium Charter

Twentieth-century business styles and lifestyles are changing dramatically in the 21st century with the rapid development of IT and the spread of advanced networks, such as the Internet. E-commerce made possible by IT has rendered the conventional relationships among enterprises and between the government and citizenry more flexible and diversified. As a result, society now holds more possibilities and diversities than ever before. E-commerce in the Asia/Oceania Region (hereinafter "the Region") has the potential to create a seamless, borderless, and affluent society that exceeds conventional communities and national borders.

To realize the society described above requires high-security infrastructures for information distribution and trade. Building interoperable PKIs and providing interoperable security solutions are of the essentials in achieving this goal. PKI and security mechanisms of a country/region should reflect that country/region's legal system and technology and thus will not necessarily be interoperable with other solutions. Therefore, great effort must be made to secure interoperability among country's/region's PKIs and security solutions as the infrastructures are developed. The private sector, which will utilize e-commerce, must strive to overcome the various barriers unique to each country or region.

Based on the above understanding, we hereby announce the creation of the Asia PKI Consortium and agree to collaborate to provide solutions to common issues in order to promote the establishment of interoperable PKIs, the standardization of interoperable information security solutions throughout the Region and the realization of borderless and seamless e-commerce.

Article 1 (Name)

The name of this organization is "Asia PKI Consortium" (hereinafter "the Consortium").

Article 2 (Objectives)

The objectives of the Consortium are to promote interoperability among PKIs and among information security solutions in the Region and to activate e-commerce utilizing the PKI and the security solutions.

Article 3 (Fundamental Principles)

The members of the Consortium shall observe the following fundamental principles for achieving the objectives as specified in Article 2.

- (1) Recognizing that the first priority is to realize borderless and seamless e-commerce in the Region, the Consortium will coordinate members' cooperative actions toward identifying cross-

domain issues and their solutions for the mutual benefits of all the members.

- (2) In all its activities, the Consortium will respect differences in regions such as legal systems and technology development of the Region, and will make every effort with full support of all the members to help resolve cross-domain issues in order to achieve interoperability.
- (3) The Consortium will operate as a self-reliant organization as well as non-profit, and all of the Consortium's activities will be implemented through the voluntary efforts and initiatives of members.

Article 4 (Activities)

The Consortium will implement the following activities necessary to help resolve the cross-domain issues so as to achieve the objectives as specified in Article 2, as well as to observe the fundamental principles as specified in Article 3.

- (1) Hold symposiums and conferences, and promote information exchange with the aim of identifying cross-domain institutional and technical issues.
- (2) Conduct necessary surveys, evaluations, pilot experiments, technical trainings and publications, and facilitate discussions in the working groups to identify, address and resolve in detail the issues involved.
- (3) Develop Consortium standards, policy recommendations and provisions, participate in international standardization and promote the interoperability of information security solutions among the Consortium members.
- (4) Promote PKI interoperability, PKI-based applications and interoperable e-commerce among the Consortium members.
- (5) Conduct consulting services related to information security to help other organizations and enterprises in the Region to improve the interoperability of their security solutions.
- (6) Study and compare legal acts and systems regarding electronic-transactions.
- (7) Collaborate effectively by various activities regarding e-commerce with other regions.
- (8) Promote friendly relations among the Consortium members.
- (9) Undertake any necessary and appropriate activities to achieve the objectives set forth in Article 2.

Article 5 (Membership)

The Consortium shall have four classes of members: Principal Member, Enterprise Member, NPO (Non-Profit Organization) Member and Individual Member.

- (1) Principal Member
 - a) Only one organization in a country/region in the Region shall be admitted as a Principal Member of the Consortium. Each

- Principal Member shall exclusively represent its respective country/region in the Region.
- b) Principal Membership applications shall be submitted to the Secretariat, and be approved by the Steering Committee.
 - c) The Principal Member shall be determined by the Enterprise/NPO Members from the corresponding country/region through its local mechanism. If more than one organization applies the Principal Membership of a same country/region, all applicants will be notified of the applications. If the Principal Member cannot be determined successfully by local mechanism, the Consortium shall arrange a Principal Member election, which shall have only two rounds. Each Enterprise/NPO Member from the corresponding country/region shall have one vote. If no applicant wins the majority in the Principal Member election, all applications shall be disapproved until next fiscal year.
- (2) Enterprise Member
- a) Enterprise membership shall be open to all enterprises, which abide by the Asia PKI Consortium Charter and pay the membership dues. Enterprise Member shall have permanent address, and be registered as from a specific country/region according to its address.
 - b) Enterprise Membership applications shall be submitted to the Secretariat, and be approved by the Secretary General. Before approving the applications, the Secretary General shall solicit opinions from the corresponding Principal Member according to the applicants' permanent address.
- (3) NPO Member
- a) NPO membership shall be open to all NPOs, which abide by the Asia PKI Consortium Charter and pay the membership dues. NPO Member shall have permanent address, and be registered as from a specific country/region according to its address.
 - b) NPO Membership applications shall be submitted to the Secretariat, and be approved by the Secretary General. Before approving the applications, the Secretary General shall solicit opinions from the corresponding Principal Member according to the applicants' permanent address.
 - c) A NPO Membership applicant shall provide certificates/documents from local government indicating that the applicant is a Non-Profit Organization.
- (4) Individual Member
- a) Individual Membership shall be open to all individuals, who abide by the Asia PKI Consortium Charter and pay the membership dues.
 - b) Individual Membership applications shall be submitted to the Secretariat, and be approved by the Secretary General.

Article 6 (Organizations)

The Consortium shall be composed of a General Assembly, a Steering Committee, a Secretariat and some Working Groups.

(1) General Assembly

- a) A General Assembly shall be composed of all members, including Principal Members, Enterprise Members, NPO Members and Individual Members.
- b) The General Assembly shall hold an annually meeting once every year, with the attendance of representatives of Principal Members, Enterprise Members and NPO Members, and Individual Members. A valid General Assembly meeting shall include at least one half (1/2) of all Enterprise/NPO Members.
- c) The General Assembly shall study and make decisions/resolutions on the activities, operation and management of the Consortium, and seek the Steering Committee's approval of these decisions.
- d) Each Principal, Enterprise and NPO member shall have one vote at the General Assembly. Any resolution or decision, not specified in the Charter, of the General Assembly shall be made by a majority of members present on the General Assembly meeting.

(2) Steering Committee

- a) A Steering Committee shall be composed of all Principal Members.
- b) The Steering Committee shall hold an annual meeting once every year. A valid Steering Committee annual meeting shall include at least one half (1/2) of all Principal Members. In special case or emergency, a special Steering Committee meeting shall be held with the attendance of at least one half (1/2) of all Steering Committee members.
- c) The Steering Committee shall determine whether a decision and approval shall be made by the General Assembly or the Steering Committee, excluding the Charter/Bylaws and election of Chairperson/Vice Chairpersons.
- d) The Steering Committee shall determine policy, direction and strategy of the Consortium. The Steering Committee shall study decisions and resolutions on the activities, operation and management made by the General Assembly, and approve or disapprove them.
- e) Each Principal Member shall have one vote at the Steering Committee. Any decision or resolution, not specified in the Charter, of the Steering Committee shall be made by a majority of members present on the Steering Committee meeting.

(3) Chairperson and Vice Chairpersons

- a) The Consortium shall have one (1) Chairperson and at least one (1) and up to three (3) Vice Chairpersons. The Chairperson shall take a leadership role in the activities and

management of the Consortium, and shall chair the General Assembly and the Steering Committee.

- b) The Chairperson and Vice Chairpersons shall be elected from among the representatives of the Principal Members.
- c) The candidate(s) of the Chairperson and the Vice Chairpersons shall be nominated by a majority of four-fifth (4/5) of all Steering Committee members. And the Chairperson and the Vice Chairpersons shall be elected by the General Assembly.
- d) The application for the Chairperson or Vice Chairperson shall be submitted to the Secretariat 30 days prior to the scheduled date of the Steering Committee meeting, and published among all members.
- e) The term of service shall be two years. The Chairperson may be re-elected for a second consecutive term. In any event, the Chairperson shall not be re-elected for three consecutive terms.
- f) The Vice Chairpersons may be re-elected for a second, third and fourth consecutive term. In any event, no Vice Chairperson shall be re-elected for five consecutive terms.
- g) Should the Chairperson or any Vice Chairperson become unable to execute his or her duties for any reason, the organization from which such officer is elected may nominate a temporary or permanent substituting officer to take over all the duties and responsibilities of the previous officer for the rest of office term.

(4) Secretary General and Secretariat

- a) The Secretariat shall be set up to execute the decisions and resolutions of the Steering Committee and the General Assembly, and to be responsible for the routine activities and managements of the Consortium.
- b) The Secretariat office shall be located in country/region of the Chairperson.
- c) The Principal Member, from which the Chairperson is elected, shall have the responsibility to maintain the Secretariat office, including personnel.
- d) A Secretary General shall be appointed by the Chairperson to chair the Secretariat. The Secretary General may be dismissed by the Chairperson.
- e) The Secretariat shall make arrangements for the Consortium meetings, including the General Assembly meetings and the Steering Committee meetings, make and keep minutes and records of the meetings, handle member application, registration and accounting matters, manage Working Groups, and perform other clerical work related to the activities of the Consortium.

(5) Working Groups

- a) The Consortium shall establish, continue or dismiss Working Groups for special tasks, as it deems necessary. The

- establishment of Working Group shall be decided by the General Assembly and approved by the Steering Committee.
- b) Suggestion of establishment of new Working Group shall be submitted to the Secretariat 30 days prior to the scheduled date of the General Assembly meeting, and published among all members.
 - c) Each Working Group shall have its own regulation, which shall be drafted by the corresponding Working Group and approved by the General Assembly.
 - d) In principal, Working Groups shall be open to all members, including Principal Members, Enterprise Members, NPO Members and Individual Members. Additional qualifications and membership dues may be specified in the corresponding Working Group regulation.
 - e) Each Working Group shall have at least one (1) and up to two (2) Co-Leaders. The Co-Leader(s) shall be responsible for the operation, activities and management of the corresponding Working Group.
 - f) The Co-Leader(s) shall be elected by the corresponding Working Group and approved by the General Assembly. The term of service shall be specified in the Working Group regulation. The Co-Leader(s) may be re-elected for any consecutive term.
 - g) Working Groups shall submit its activity plan, results and perspectives to the General Assembly every year for approval. And the General Assembly shall decide to continue or dismiss each Working Group.

Article 7 (Meetings)

- (1) Not more than two (2) representative and not more than three (3) observers of each Principal/NPO/Enterprise member shall participate in the General Assembly meetings. Not more than two (2) representative and not more than three (3) observers of each Principle member shall participate in the Steering Committee meetings.
- (2) No meeting shall be held to transact business unless each member has been notified of the time and place of the meeting 90 days prior to the scheduled date of the meeting by the Secretariat or the Chairperson.
- (3) The Secretariat shall distribute the agenda of the General Assembly meetings and the Steering Committee meetings among all members 30 days prior to the scheduled date of the meetings.
- (4) The Chairperson shall chair the General Assembly meeting and the Steering Committee meeting. Should the Chairperson be unable to attend the meeting, one of the Vice Chairpersons shall chair the meeting. Should none of the Chairperson and Vice Chairperson(s) be able to attend the meeting, a representative from the Principal

Member of host region shall chair the meeting as an Honorable Chair.

Article 8 (Membership Dues)

Membership dues shall be collected and members shall pay their membership dues.

Article 9 (Accounting)

(1) Budget and Final Account

Budget and Final Account of all organizations shall be approved by the General Assembly, and be approved by the Steering Committee. The detailed materials shall be archived in the Secretariat.

(2) Books and Records

The Secretariat shall keep accurate, full and complete books and accounts showing income, operations, transactions and the financial conditions of the Consortium. Any member shall have the access to such books and accounts at any reasonable time during regular business hours.

Article 10 (Amendments)

This Charter may be amended or repealed, or a new charter may be adopted by a two-thirds (2/3) majority of members present on the General Assembly meeting, and approved by an affirmative vote of all Steering Committee members.

Article 11 (Miscellaneous)

Other rules/bylaws and matters necessary for the operation of the Consortium shall be approved by a two-thirds majority of members present on the General Assembly meeting, and approved by an affirmative vote of all Steering Committee members.