



Asia-Pacific Network for Sustainable Forest Management and Rehabilitation

APFNet/Council/ENG/2015/03

Rules of Procedure of the Council

(Draft)

The Asia-Pacific Network for Sustainable Forest Management and Rehabilitation (APFNet) was proposed by China and co-sponsored by Australia and the United States at the 15th APEC Economic Leaders Meeting held in Sydney, Australia in September 2007 and was formally launched with an International Symposium in Beijing in September 2008. APFNet is registered as an independent and not-for-profit international organization with full legal personality under Chinese law. The vision of APFNet is to expand forest cover and improve the quality of forest ecosystem in Asia and the Pacific as a means to promote the multiple functions of forests, help mitigate and adapt to climate change, and meet the changing socio-economic and environmental needs of the region. The mission of APFNet is to promote sustainable forest management and rehabilitation.

These Rules of Procedure govern the conduct of the Council and are based on the Operational Framework of APFNet [APFNet/OF/2012/04] (hereinafter referred to as “OF”), which as of May 2013 was ratified by 24 Members. The Procedures for the Development of APFNet Membership [APFNet/Council/ENG/2015-03] describes the status, responsibilities and rights of Members.

I. Nature, responsibilities and power

Rule 1 Nature

The Council is established as APFNet’s advisory body and forum for the exchange of views with respect to APFNet’s activities and development, pursuant to the Article 4.3 of the OF. It is without its own legal status or legal personality.

Rule 2 Responsibilities

In addition to providing a forum for exchange, as noted above, the Council is a body that seeks to be informed of, involved in and better understand both the short term and long term plans and priorities of APFNet. Its responsibilities include to:

- a) provide advice, feedback, and views on thematic priorities to the Board of Directors;
- b) represent the views of APFNet Members to the Board of Directors and the Secretariat;
- c) facilitate the alignment of APFNet’s purpose and organizational objectives with those of Members;
- d) elect a Chair and Vice-Chair of the Council;
- e) review Board decisions with a view to strengthening transparency and accountability; as well as convey support, pose questions or express concern

- about those decisions for the Board's consideration;
- f) receive, consider and provide feedback/advice/input on
 - i. reports of the Executive Director;
 - ii. financial reports.
 - g) consider the annual work plans and annual budgets of APFNet, provide recommendations, as appropriate, and forward the document to the Board of Directors for approval;
 - h) take advantage of any opportunity to nominate well-qualified persons to be member of the Project Appraisal Panel;
 - i) support the efforts of the Secretariat and Board of Directors to synchronize and coordinate APFNet's programs with other relevant regional and global initiatives and events; and
 - j) perform other functions, as needed.

Rule 3 Powers

The Council holds the powers to

- a) adopt its own Rules of Procedure in line with the OF and modify them, as necessary, in accordance with Rule 34 and Rule 35 in Paragraph VII;
- b) screen nominations, and select the Directors who received majority support from the Council, in the order of the number of votes received, from more to less, to fill vacancies on the Board;
- c) alter the size of the Board of Directors within the limit set in the OF, through appointment to vacant positions and/or establishment of additional seats, after consulting the Board;
- d) review and modify the Procedures for the Development of APFNet Membership, if necessary;
- e) decide on Membership applications in accordance with the Procedures for the Development of APFNet Membership; and
- f) perform other functions, as needed.

II. Composition and representation

Rule 4 Composition

The Council should consist of Members of APFNet who joined during APFNet's transitional period or who the Council subsequently approved after reviewing their membership application.

Rule 5 Representation

To perform Council functions and responsibilities, each Member should designate a person who has the authority to represent the Member's views with respect to APFNet policy and programming priorities.

Each Member can also designate one or more contact persons to handle routine communications and administrative matters and, if authorized, to attend Council

meetings when the representative is not able to do so. The contact person(s) may assist the representative to circulate information; review and recommend candidates and project proposals; help with APFNet promotion efforts; inform on progress and difficulties with implementing APFNet programs and activities; and explore potential cooperation with local partners.

Members should notify the Secretariat of any change in its representative and/or contact persons, in writing and in a timely manner to ensure participation in the Council is not interrupted.

Rule 6 Term of office

The term of office is not fixed, but in order to promote a strong, well-informed and stable Council, Members are encouraged to appoint knowledgeable individuals as the representative /contact person(s) , preferably those who are able to attend a series of meetings.

Rule 7 Status of Members

Members are considered to be active at the first meeting of the APFNet Council. However, a Member who does not attend two Council meetings in a row, does not appoint a representative to the Council or does not update the information of new representative or contact persons when needed shall be considered inactive. Inactive Members shall not be included when calculating the quorum as per Rule 17, and shall have their rights suspended until such time as they inform the Secretariat that they wish to resume active Membership, and take the steps required to do so.

III. Officers

Rule 8 Election of Officers

The Officers of the Council (Chair and Vice-Chair) shall be elected from the Members present at the meeting.

Rule 9 Duties and Powers of the Officers

Chair

- a) Ensure observance of these rules of procedure;
- b) Preside over meetings, ensure all views are heard during discussions, maintain the agenda's timetable, and announce decisions and recommendations;
- c) Develop the meeting agenda in consultation with the Executive Director of the Secretariat and the Members of the Council;
- d) Serve as a key channel of communication with the Board of Directors so as to ensure that views on matters within the purview of the Council are transmitted to the Board in a timely manner.
- e) Keep the Council informed of pertinent actions and decisions of the Board of Directors;
- f) Represent the views of his/her Member and exercise full voting rights when

- participating in Council meetings;
- g) Suggest the possible host(s) of the Council's next annual meeting, and assist the Secretariat in communicating with Member(s).

The Chair may assign tasks listed under b), d) and f) to the Vice-Chair, if appropriate.

The Chair should entrust the Secretariat, as appropriate, to liaise with Members between meetings.

Vice-Chair

- a) Carry out the duties and powers of the Chair in the case of his/her unexpected absence;
- b) Serve out the remainder of Chair's term in the case of his/her resignation or termination according to Rule 9;
- c) Represent his/her Member entity at Council meetings, with equal right to offer views;
- d) Carry out other duties of the Chair, if assigned.

Rule 10 Resignation

The Officer should notify the Secretariat of his/her resignation in writing at least three months before the next Council meeting. The Secretariat shall announce the resignation to Members in a timely manner and elections to fill the vacancy will be held at the next meeting of the Council.

Rule 11 Term of office of the Officers

The Chair and Vice-Chair normally serve a three-year term that can be renewed once only.

An Officer shall cease to hold his/her office when he/she is considered no longer qualified for the position by consensus of other Members, has notified the Council of his/her resignation or no longer attends Council meetings.

IV. Meetings

Rule 12 Annual meetings

The Council normally meets once a year usually before the regular meeting of the Board of Directors, and in the same calendar year. This sequence allows the Council to consider and make timely recommendations to the Board. However, if Directors agree, sessions can be convened after Board meetings.

Rule 13 Special meetings

Special meetings for specific purposes can be held

- a) following a Council decision at an annual or special meeting;
- b) upon request of the majority of the Council;
- c) upon request of the Chair and Vice-Chair, in consultation with other Members;

or

- d) upon request of the Board of Directors.

Special meetings can be held via electronic means or in conjunction with other international/regional conferences/fora to save costs and make decisions in an efficient manner.

Rule 14 Special committees of the Council

The Council can, but is not required to, establish standing, temporary and special committees if it judges such actions necessary to carry out its duties. The preferred method of committee meetings is electronic but Members may also meet in person, if necessary, following consultation with the Secretariat as to logistical and financial implications. Committees should proceed in a manner that minimizes costs associated with accomplishing their duties. They shall keep minutes of their discussions, and promptly inform the Officers and the remainder of the Council of their activities.

Rule 15 Venue of meetings

The Council will hold its meetings in the Asia-Pacific region, taking into account the budget and geographical distribution of Members.

Members are encouraged to host the Council's annual meetings on a voluntary basis. The Secretariat shall provide funding for their co-organization, and voluntary financial contributions from hosts are welcome.

Rule 16 Observer status

The following entities and persons are eligible to join Council meetings as observers, upon request

- a) Current signatories of Memorandum of Understanding with APFNet;
- b) Potential future APFNet partners;
- c) Potential future APFNet Members;
- d) Current donors of APFNet;
- e) Directors of the Board, who are not serving on the Council.

Rule 17 Attendance, status and quorum

The Council shall invite the representatives and contact persons of APFNet Members to its meetings, as well as entities and persons eligible to join as observers in accordance with Rule 16.

A majority of active Members, as defined in the Procedures for the Development of APFNet Membership, shall constitute a quorum for the transaction of business at annual meetings of the Council. When there is an even number of active Members, a quorum shall consist of one-half the total APFNet active Members, plus one.

Rule 18 Preparation of provisional agenda

The Secretariat, under the guidance of the Executive Director, and after consultation with the Chair, should prepare the provisional agenda for each meeting, and distribute it to Members and observers. The provisional agenda shall include all items proposed by

- a) The Council;
- b) The Board of Directors;
- c) The Executive Director.

Rule 19 Notification of meetings

The Secretariat, with approval from the Executive Director, shall inform all Members and observers of the date, venue and duration of each meeting.

Rule 20 Communication of provisional agenda

The Secretariat shall disseminate the provisional agenda to all Members and observers after the meeting is announced.

Rule 21 Supplementary items

After the Secretariat communicates the provisional agenda, any Member may propose supplementary items and submit related documentation no later than 14 calendar days before the meeting. The Secretariat shall immediately notify all Members and observers of items and the Council shall decide whether to include them at beginning of the meeting, before the agenda is adopted.

Rule 22 Preparation and distribution of documents

The Secretariat shall collect and prepare the documents needed for any meeting of the Council, including

- a) proposals and amendments to existing documents;
- b) decisions made by the Board of Directors;
- c) APFNet's annual progress report;
- d) APFNet's proposed work plan;
- e) APFNet's annual budget report;
- f) membership applications collected;
- g) nominations to vacant seats of the Board of Directors; and
- h) reports or other documents for the Council's information or action pursuant to the duties described in Rule 2 of these Procedures.

Rule 23 Adoption of agenda

At the opening of each meeting, the Council shall adopt the agenda based on the provisional agenda, any agreed supplementary items and any other amendment approved during discussion.

Rule 24 Meeting records

The Secretariat shall record each meeting in writing and distribute a summary to all Members and participants as soon as possible.

Rule 25 Closed Session

The Council may, by consensus, convene in closed session to discuss sensitive matters such as membership applications or conduct that might be inconsistent with the responsibilities of the Officers or the Membership. The person or entity concerned is excluded from discussions but may provide clarification, upon request. Only the Members and the Secretariat, if invited, can participate in such sessions.

Rule 26 Circulation of documents

Documents which are approved at the Council meetings, but need further editing, can be circulated electronically among Members for comment and be finalised when no suggestions are received within a reasonable timeframe.

V. Decision-making

Rule 27 Effectiveness

Decisions, either by consensus or voting, shall take effect only if a quorum is present at the meeting in question.

Rule 28 Consensus decision-making

To be collaborative, inclusive and participatory, decision taken at meetings shall be by consensus, except for the selection of Directors which is done by voting. Consensus shall be understood to mean the absence of any objection expressed by a participating Member to the adoption of the decision in question. If consensus cannot be reached, both the views of supporters and dissenters will be reflected in the record.

Rule 29 Right to make statements

A representative or participant(s) authorised to express the Member's views at the Council meeting can state his/her agreement or objection to the matter under discussion and abstain when the call for consensus is made. Abstention shall not be considered an objection for purposes of determining whether or not a consensus is reached. A participant with observer status is free to give his/her opinion during discussion but is eligible to make a statement on the decision in question.

Rule 30 Voting rights

Each Member of APFNet has the right to cast one vote. Observers shall have no vote, but are free to make statement during discussion.

Rule 31 Majority support

Any proposal that receives more than 50% of total votes from at Council meetings shall be considered to have majority support. If the number of total votes is even, majority support shall require one-half of the votes, plus one.

Any decision made through voting must receive majority support from the Council to take effect.

VI. Languages and recording

Rule 32 Working language of meetings

The working language for the Council and its meetings shall be English. However, interpretation may be provided if deemed necessary.

Rule 33 Language of documents and meeting outcomes

English shall be the official language of resolutions, recommendations, formal decisions and documents. Chinese may be used when submitting reports to the host economy. In such circumstances, the Secretariat shall translate and forward them to the host economy.

Rule 34 Written record of meetings

The Secretariat shall retain written records of Council meetings as permanent archives of APFNet.

Rule 35 Summary records

The Secretariat shall prepare a summary of Council meetings in English, including decisions and recommendations. The Executive Director shall inform all Directors of the Board of these outputs by suitable means.

VII. Amendments of Rules of Procedure

Rule 36 Amendment

These Rules of Procedure may be amended by decision of the Council. However, amendments which significantly alter items derived from the Operational Framework shall require agreement of the Board of Directors. Where possible, input should be sought from the Board, prior to asking Council to consider them. When this approach is not feasible, the amendment proposed by the Council should be placed on the agenda of the Board's next meeting for ratification or rejection.

Rule 37 Method of amendment

Any Member may propose an amendment to these Rules of Procedure for the Council's consideration. The Secretariat should receive requests no later than 28 calendar days before the Council's annual meeting. Any proposals shall be placed on the agenda and shall require consensus of the Council to be adopted.

After adoption by Council, the Chair and Vice-Chair shall sign and date the revised Rules of Procedure for inclusion in APFNet's permanent archives.

The Rules of Procedure shall be reviewed at least once every five years and reaffirmed or amended as required at that time.

DRAFT



亞太地區永續性 森林經營與恢復網絡組織

APFNet/Council/ENG/2015/03

理事會之程序規則

(草稿)

亞太地區永續性森林經營與恢復網絡組織 (APFNet) 係由中國提出，並於西元 2007 年 9 月在澳洲雪梨舉辦之第 15 屆亞太經濟合作組織 (APEC) 領袖會議中，經澳洲及美國共同倡議，接著在西元 2008 年 9 月於北京召開的一場國際研討會中正式創立。APFNet 係註冊為一獨立、非營利之國際組織，於中國法律下具充份法人格。APFNet 之願景乃在擴展森林覆蓋率，並提高亞洲和太平洋地區森林生態系統之品質，以此方法促進森林的多重功能、幫助緩解及適應氣候變遷、滿足該等地區不斷變化的社會、經濟和環境需求。APFNet 之使命在於促進永續性森林之經營與恢復。

本程序規則旨在規範理事會之作為，並以西元 2013 年 5 月經 24 名成員核可之 APFNet 作業框架 [APFNet/OF/2012/04] (下稱「OF」) 為基礎。APFNet 成員開展程序 [APFNet/Council/ENG/2015-03] 則列出成員之地位、職責與權利。

I. 性質、職責與職權

第 1 條 性質

理事會係根據 OF 第 4.3 條之規定設立，針對 APFNet 活動與發展之觀點，作為 APFNet 之諮詢機構與交流平台。理事會並不具有自己之法律地位或法人格。

第 2 條 職責

除依上述規定提供交流之平台外，理事會此機構亦旨在了解、參與並進一步認識 APFNet 各項長短期計畫與優先事項。其職責包括：

- a) 提供董事會建議、回饋意見及對於主題優先事項之看法；
- b) 將 APFNet 成員之觀點，呈予董事會及秘書處；
- c) 協助使 APFNet 與成員的目的與組織目標協調一致；
- d) 選任理事會之主席與副主席各一名；
- e) 以強化透明度與課責性之角度，審查董事會之決議；並就該等決議提供支援、提出問題或表達顧慮，以供董事會審酌；
- f) 針對下列事項，接受、考量及提供回饋意見、建議、意見：
 - i. 執行董事之報告；
 - ii. 財務報告。
- g) 考量 APFNet 之年度工作計畫與年度預算、提供適當建議並提交相關文件予董事會核可；
- h) 利用任何機會，提名充分合格之人選，來擔任專案評估小組之成員；
- i) 協助秘書處及董事會之相關工作，以使 APFNet 之方案與其他相關地區性及全球性計畫及活動同步與通力合作；
- j) 執行其他必要職責。

第 3 條 職權

理事會賦有下列職權：

- a) 制定自己與 OF 相符之程序規則，並依據第 VII 章第 34 條與第 35 條之規定，於必要時修訂之；
- b) 就提名進行篩選，選定獲理事會過半數支持之董事（按得票數多到少之次序），以填補董事會之缺額；
- c) 於諮詢董事會後，透過任命缺額及/或設立額外席次，於 OF 規定之限度內，變更董事人數；
- d) 於必要時，審查並修改 APFNet 成員開展程序；
- e) 依據 APFNet 成員開展程序，就入會申請案進行決議；
- f) 執行其他必要職責。

II. 組成與代表

第 4 條 組成

理事會之組成應包括在 APFNet 過渡期加入之 APFNet 成員，或者理事會嗣後經審查其會員申請案後核准者。

第 5 條 代表

為執行理事會之功能與職責，各該成員應指派一名代表；該代表應具有足夠權限，得就 APFNet 之政策與計畫優先事項，代表該成員之觀點。

各該成員亦得指派一名或數名連絡人，以處理日常之聯繫與行政事務，且若經授權，得於其代表無法出席時，負責出席理事會之會議。該名（該等）連絡人得協助代表傳達資訊；就候選人及專案提案進行審查與提供建議；協助 APFNet 之推廣作業；就執行 APFNet 之方案與活動，報告相關進度與困難；勘查與當地合作夥伴可能合作之事宜。

成員之代表及/或連絡人若有任何變更，成員應以書面及時知會秘書處，以確使理事會之參與情況不受影響。

第 6 條 任期

任期並非固定，但為建立一穩健、資訊清楚且穩定之理事會，鼓勵成員指派知識淵博之個人擔任其代表/連絡人（可參與多項會議者尤佳）。

第 7 條 成員狀態

成員經出席 APFNet 理事會之第一次會議，即視為有效成員。惟任一成員如連續兩次未出席理事會之會議、未向理事會指派代表、或未於必要時更新新的代表或連絡人資訊，應視為停止活動之成員。按照第 17 條之規定計算出席人數時，不得計入停止活動之成員，且該等成員應暫時停權，直到其通知秘書處其欲恢復為有效成員，並採取一切必要步驟。

III. 幹事

第 8 條 幹事之選任

理事會之幹事（主席及副主席）應自出席會議之成員中選任。

第 9 條 幹事之職責與職權

會議主席

- a) 確保所有成員遵行本程序規則；
- b) 主持會議、確保於討論過程中聽取所有觀點、遵守議程時間表、宣佈作成之決議與建議；
- c) 與秘書處之執行董事及理事會之成員商討後，制定會議議程；
- d) 擔任與董事會間溝通之主要橋梁，以確保理事會權責內事務之各種觀點，得及時傳遞予董事會；
- e) 向理事會知道董事會之有關行動與決議；
- f) 表達所代表成員之立場，於參與理事會之會議時充分行使表決權；
- g) 就理事會下一年度會議建議可能之主辦國，並協助秘書處與成員溝通。

主席得將第 b)、d) 及 f) 所列之職務，於適當情況下指派予副主席。
主席應視情況委託秘書處於會議間隔期間與成員聯繫。

副主席

- a) 於主席意外缺席時，代理其履行職務與行使職權；
- b) 如主席依據第 9 條之規定辭任或委任終止，為其擔任剩餘之任期；
- c) 於理事會之會議中代表其成員機構，並具有同等權利得提出觀點；
- d) 於受指派時，為主席履行其他職務。

第 10 條 辭任

幹事如欲辭任，應於下一次理事會會議前至少三個月前，以書面知會秘書處。秘書處應將其辭任之情事及時向成員發佈，其缺額將於下一次理事會議中補選。

第 11 條 幹事之任期

主席與副主席通常為三年一任，且僅得延展任期一次。
若其他成員一致認為任一名幹事不適任、或任一名幹事已通知理事會表示辭任或其不再出席理事會之會議，得停止該名幹事之任命。

IV. 會議

第 12 條 年度會議

理事會通常每年會於當年度之董事常會召開前，在同一年度召開一次年度會議。此順序讓理事會得以考量並向董事會提出及時建議。然而，若經董事同意，該會議亦得於董事會議結束後再行召開。

第 13 條 特別會議

- 為下列任一特殊目的，得召開特別會議：
- a) 於理事會在常會或特別會議中作出若干決議後；
 - b) 依理事會過半數成員之要求；

- c) 與其他成員商討後，依主席與副主席之要求；
- d) 依董事會之要求。

特別會議得透過電子方式或結合其他國際/區域會議/交流之方式進行，以節省開支並有效作成決議。

第 14 條 理事會之特別委員會

如為執行其職務有此必要時，理事會得（但非必須）設置常設、臨時與特別委員會。委員會之會議方式，應優先採用電子方式進行，但經與秘書處商討相關籌辦與財務影響後，如有必要，成員亦得親自與會。委員會應採用可完成其職務並將開支降至最低之方式進行。委員會應就其討論作成議事錄，並應將其活動盡速知會幹事及理事會之其他成員。

第 15 條 會議地點

理事會應在亞太地區召開會議，並應考量預算及成員地理上之分佈區域。鼓勵成員主動負起主辦理事會年度會議之責任。秘書處應為其合作組織提供資金，並歡迎主辦國主動提供捐款。

第 16 條 觀察員身分

下列機構與人士經提出要求，得以觀察員之身分參與理事會會議：

- a) 現與 APFNet 訂有備忘錄之簽署國；
- b) APFNet 未來可能之合作夥伴；
- c) APFNet 未來可能之成員；
- d) APFNet 目前之捐款者；
- e) 未於理事會任職之董事會董事。

第 17 條 出席、身分與法定人數

理事會應邀請 APFNet 成員之代表與連絡人，以及依據第 16 條之規定符合觀察員資格之機構與人士，出席其會議。

就理事會年度會議中事務之執行，其法定人數應達有效成員之過半數（如 APFNet 成員開展程序所定義）。如有效成員數為偶數，則其法定人數應為 APFNet 有效成員總數之二分之一加一。

第 18 條 臨時議程之備置

秘書處應按執行董事之指示並經與主席商討後，就各該會議備置臨時議程，並將其分發予成員及觀察員。臨時議程應包含由下列各方提案之所有項目：

- a) 理事會；
- b) 董事會；
- c) 執行董事。

第 19 條 會議通知

經執行董事核准，秘書處應將各該會議之日期、地點與持續期間，告知所有成員與觀察員。

第 20 條 臨時議程之傳遞

秘書處應於公告會議後，將臨時議程分送予所有成員與觀察員。

第 21 條 補充事項

於秘書處寄發臨時議程後，任何成員得提議補充事項，並至遲在會議前 14 個日曆天前，提交相關文件。秘書處應立即將該等事項知會所有成員與觀察員，而理事會則應於議程定案前，決定是否將該等事項納入會議。

第 22 條 文件之備置與分發

秘書處應負責收集與備置理事會任何會議所需之文件，包括：

- a) 對現行文件之提案與修正案；
- b) 董事會作成之決議；
- c) APFNet 之年度工作進展報告；
- d) APFNet 之工作計畫提案；
- e) APFNet 之年度預算報告；
- f) 已收到之入會申請案；
- g) 董事會缺額之提名案；
- h) 有關理事會之資訊或依據本程序第 2 條所述職責進行活動之報告或其他文件。

第 23 條 議程定案

於各該會議開始時，理事會應根據臨時議程、任何經同意之補充事項及於討論過程中所核准之任何其他修改，就議程進行定案。

第 24 條 議事錄

秘書處應以書面就各該會議作成記錄，並盡速將其摘要分發予所有成員及與會者。

第 25 條 非公開會議

理事會得經一致決議後，以非公開會議方式討論敏感議題，例如：入會申請案、與幹事或成員職責不合之行為。與該議案有關之人士或機構，不得加入討論，但經要求得提出澄清。僅有受邀之成員與秘書處得參與該等非公開會議。

第 26 條 文件之分發

理事會會議中所核准之文件，如需進一步修訂，得採用電子方式在成員間傳遞，以獲取意見，並於一段合理時間內未收到任何建議時，予以定稿。

V. 決議

第 27 條 生效

經由一致通過或表決作成之決議，均僅限於系爭會議中已達法定人數時，始得生效。

第 28 條 一致通過之決議

為使決議更具合作性、包容性與參與性，會議中除選任董事應採表決方式外，得以一致通過之方式進行決議。一致通過之決議方式，係指與會成員中並無任何成員對於所欲通過之決議，提出反對意見。若無法採用一致通過之方式決議，正反兩方之意見均應列入議事錄中。

第 29 條 陳述權

經授權得在理事會會議中表達成員立場之代表或與會者，得就會中討論事項陳述其同意或反對意見，並得於採行一致通過之方式表決時表示棄權。放棄加入一致通過之表決，於決定是否達成一致之決議時，不得視為反對意見。以觀察員身分與會之人，得就會中討論之事項自由表達其看法，並得就有關決議提出陳述。

第 30 條 表決權

每一 APFNet 成員均具有一票表決權。觀察員並無表決權，但得於討論時自由進行陳述。

第 31 條 過半數支持

任何議案如於理事會會議中，得到總投票數超過 50% 者，即應視作已獲過半數之支持。若總投票數為偶數，則過半數支持應為總投票數之二分之一加一。

經表決而作成之任何決議，應取得理事會之過半數支持，始為有效。

VI. 語言與記錄

第 32 條 會議之進行語言

理事會及其會議之進行語言應為英文，但於必要時得提供口譯。

第 33 條 文件及會議結論之語言

一切決議、建議、正式決定與文件之正式語言應為英文。於提交報告予主辦經濟體時，得使用中文。在此情況下，秘書處應負責翻譯，並將譯稿提供予主辦經濟體。

第 34 條 會議之書面記錄

秘書處應保存理事會議之書面記錄，並歸入 APFNet 之永久檔案庫。

第 35 條 摘要記錄

秘書處應以英文備置一份理事會會議之摘要，包括決議與建議。執行董事應以適當方式，將該結果知會董事會之所有董事。

VII. 本程序規則之修訂

第 36 條 修訂

本程序規則得經理事會決議後修訂，惟修訂內容如將重大影響作業框架所定之

事項，應經董事會同意。如屬可行，修訂案應於提交理事會審酌前，先尋求董事會之意見。若此作法並不可行，理事會所提議之修正案，應列入董事會下一次會議之議程中，以進行追認或否決。

第 37 條 修訂方式

任一名成員均得提出本程序規則之修正案，供理事會審酌。至遲應於理事會之年度會議前 28 個日曆天前，將該修正案送交秘書處。任何修正案均應列入議程，並應經理事會決議一致通過，始得採行。

經理事會採行後，主席與副主席應於該修正後之程序規則簽名並註名日期，以便將其歸入 APFNet 之永久檔案庫。

本程序規則每隔五年應至少重新審視一次，屆時應重新確認或加以修訂（如有必要）。

DRAFT