

**Association of Asia Pacific GDLN Centers
Governing Committee Meeting
Videoconference: April 30, 2008
Sydney and Canberra, 12:00; Bangkok, 9:00**

Governing Committee members:

Present: Maree Tait, Colin Lonergan

Apologies: Madam Xuezhen Sun, Phillip Karp, Dr. Pimrumpai Premssmit, Ryu Fukui

Others present:

Mr. Anirut Pichedpan, Partner, United Solicitors

Mr. Tatpong Boonchote, Partner, United Solicitors

Achara Kuwinpant, Training Coordinator, Chulalongkorn University-GDLN (on behalf of Dr. Pimrumpai Premssmit)

Arist Caruana, Senior Resource Management Analyst, World Bank, Sydney

Peter Yates, Communications Coordinator, Australian National University DLC

Montira Narkvichien, GDLN AP Business Development Manager

Ivia Martinez, GDLN AP Coordinator

Proceedings:

Meeting called to order at 12:00 AEDT by acting Chairperson: Colin Lonergan.

GDLN Asia Pacific legal entity status:

- There is a sense of urgency to set up GDLN Asia Pacific as a legal entity as it is hindering its fundraising efforts. Very satisfactory legal counsel has now been engaged and based on discussions with the lawyers a foundation (versus a company) remains the best structure for GDLN AP. The reasons are:
 - It suits GDLN AP's non-profit orientation
 - There is no question of shareholders and ownership; A Foundation consists of "members"
 - Members may nominate "Directors" who may be employees or other individuals. They do not have the usual liabilities of company directors.
 - A foundation may apply for tax-free status after a few years of operation, but the issue of tax does not really apply in the near future as GDLN AP does not anticipate profits.

Articles of Association:

- The Thai translation of the GDLN Asia Pacific name in the Articles of Association may need to be reviewed. This will be discussed again in the next Governing Committee meeting.
- Chapter 3, clause 5.2: Since the GDLN Asia Pacific does not have any land title deed, this clause will be deleted.

- There is no mention of the current location of the Foundation. This should be included in the Articles of Association along with provisions for a potential change of address in the future. The lawyers will make this change.

Nomination process of Governing Committee members:

- The Thai Government requires a minimum of four “Directors” in a Foundation: President (Chairperson), Vice President, Treasurer, plus one.
- GDLN AP’s Charter does not specify a nomination process of Governing Committee members.
- It is suggested that Governing Committee members discuss nomination processes in another meeting and possibly also in a meeting where DLCs in the region are invited to participate. The legal set up of GDLN AP requires a decision made on the composition of the Governing Committee before moving forward, so this is an important and time sensitive decision.
- The lawyers clarified that Thai law does not require “Directors” (Governing Committee members) to be Thai nationals.

Background clearance of Governing Committee members:

- Foreign Governing Committee members are required to get security clearance from their country of nationality. Since changing directors of a foundation is not a simple exercise, GDLN AP may have to review the provision in its charter which deals with rotation of Governing Committee members. This will be further discussed in the next Governing Committee meeting.
- Background clearances must be submitted with the Foundation application and the Articles of Association, thus it is an important and time sensitive document to obtain from each member.
- Lawyers are obtaining clarification of the exact requirements for this document.

Next steps:

- Follow up Governing Committee meeting to be organized for week of May 5th
- Lawyers to make initial changes to the Articles of Association and clarify the requirements for the background clearances.
- Lawyers to research if a Thai foundation can operate overseas

Next meeting:

Thursday, May 8th, 2008.

Meeting adjourned at 12:45 AEDT