

**Association of Asia Pacific GDLN Centers  
Governing Committee Meeting  
Videoconference: May 8, 2008  
Sydney and Canberra, 16:30; Tokyo, 15:30; Beijing, 14:30; Bangkok, 13:30**

**Governing Committee members:**

Present: Maree Tait, Colin Lonergan, Madam Xuezhen Sun, Phillip Karp, Dr. Pimrumpai Premssmit, Ryu Fukui

**Others present:**

Arist Caruana, Senior Resource Management Analyst, World Bank, Sydney  
Achara Kuwinpant, Training Coordinator, Chulalongkorn University-GDLN  
Peter Yates, Communications Coordinator, Australian National University DLC  
Ivia Martinez, GDLN AP Coordinator

**Proceedings:**

Meeting called to order at 16:30 AEDT by acting Chairperson: Colin Lonergan.

*GDLN Asia Pacific legal entity status:*

As a follow up to the April 30th meeting, Governing Committee members met to discuss the structure of the GDLN Asia Pacific Governing Committee and the requirements of the Thai Government to establish a Foundation. Following is a summary of the discussion:

- The Thai Government requires a minimum of four Foundation Directors. Three of these Directors will be the President, Vice President and Treasurer of the Foundation. The current Articles of Association template from the Thai Government specifies the 'duties' of these three positions.
- The four Directors can be of any nationality, and if foreigners, they will need to undergo a background clearance process which involves obtaining a 'Police clearance' document from their country of nationality and having this document 'certified' by their local Thai embassy or consulate. The specific details of this process are still being clarified by solicitors in Thailand.
- The application to establish a Foundation, the background clearances and all supporting documentation must be submitted together.
- In the interest of speeding up this process, Governing Committee members raised the question of whether these four Directors could act mainly as fiduciary agents of the Foundation while the current six Governing Committee members act as an advisory body to the Directors and the Foundation on all strategic, managerial and operational areas.
- The roles and responsibilities of the four Directors versus those of the advisory body would need to be clearly defined and the Governing Committee would need to know whether the current wording of the 'duties' of the President, Vice President and Treasurer in the Articles of Association could be changed.

- Would the Directors need to be part of the GDLN Asia Pacific network? Or could they be professionals such as accountants and/or consultants that, for example, may have worked with the GDLN Asia Pacific at some point in time, but are not necessarily part of the network? It was also noted that if these four Directors were Thai, the background clearance process would be even faster.
- On the other hand, perhaps these four Directors could be current Governing Committee members. If the Directors were Governing Committee members only four of them would have to undergo the background clearance process.
- The four Directors would ideally hold their positions longer than the two years currently specified in the GDLN Asia Pacific Charter, to avoid having to change Directors and undergoing a background clearance process too frequently.
- Either way, the GDLN Asia Pacific Charter would have to be amended to reflect the change in Directors' nomination process, quantity and rotation. Should this change occur, members of the GDLN Asia Pacific network will be consulted on the decision.
- A nomination for Mr. Arist Caruana to be the GDLN Asia Pacific's Treasurer was made by one Governing Committee member and agreed to by three other Committee members. Two Committee members have not commented on the nomination. Mr. Caruana has indicated that he is in the position to accept this nomination as a World Bank staff member.
- A nomination for Dr. Pimrumpai Premsmi to be the GDLN Asia Pacific's President was made by one Governing Committee member and agreed to by two other Committee members. Two Committee members have not commented on the nomination. Dr. Premsmi has not accepted the nomination.
- Three Governing Committee members have requested additional information from the solicitors in order to nominate Directors and/or accept nominations (see next steps below).

*Other topics:*

- GDLN Asia Pacific regional meeting: July 8, 9, and 10, Jakarta. Agenda will be circulated shortly amongst Governing Committee members for review and comments.

*Next steps:*

- Ivia to resend the "Liability of Directors of a Foundation in Thailand" memo from the solicitors to the Governing Committee members.
- Solicitors to prepare answers to the Governing Committee regarding any limitations of who can be the four Directors of the Foundation, on changing the current 'duties' of the President, Vice President and Treasurer as written on the Articles of Association, on changing the Charter, and on finding out details of operating a Foundation registered in Thailand overseas.
- Follow up meeting with solicitors in Bangkok with Colin Lonergan, Dr. Pimrumpai Premsmi and Arist Caruana on Thursday May 15<sup>th</sup>.

**Next meeting:**

To be announced.

**Meeting adjourned at 18:00 AEDT**