

# INX Bylaws

## 1. Introduction

ISPA has operated Internet exchanges in South Africa since 1996. In 2015, ISPA established an **INX Committee** which is responsible for the strategic and technical oversight of these Internet exchanges. The [INX-ZA Terms of Reference](#) establish it as a formal subcommittee of ISPA's Board of Directors, and provide for the exchange points to operate with high levels of independence. The Internet exchanges exist for the good of the Internet community, and as such there must be a high level of consultation with the participants at the exchange points. These by-laws define the processes by which that consultation happens.

## 2. INX user meetings

At least one annual general meeting of the participants at the INX-ZA exchanges will be convened each calendar year. An INX user meeting must also be convened if at least 26% of the participants at all of the exchanges request a meeting.

## 3. Election of the INX Committee

During the annual general meeting, an INX Committee will be elected to serve until the following annual general meeting. Each participant at one or more of the INX-ZA exchanges will be entitled to one vote, irrespective of the number of exchanges that participant is connected to, or the number of ports used across the exchanges. INX-ZA will support remote participation in elections for INX-ZA participants.

## 4. Disbanding of the INX Committee

Should 66% of the participants at a duly constituted INX user meeting vote in favour of the disbanding of the INX Committee, then a fresh election must take place within six weeks.

## 5. Composition of the INX Committee

The INX Committee shall consist of no fewer than five and no more than seven elected Committee members. The elected Committee members shall be elected at an annual INX user meeting for two-year terms, but notwithstanding this term, at least half of the Committee members must step down at each annual INX user meeting. In the event that no committee members step down voluntarily, the longest serving committee members must step down, or, for committee members serving equally long, those required to step down are determined randomly. Committee members standing are entitled to stand for reelection immediately.

If, for any reason, the number of elected Committee members drops below five, then a by-election must be held within six weeks to increase the number of Committee members to at least five.

The elected Committee members must choose one of their number to serve as Chairperson of the INX Committee.

Members of the Committee serve on a volunteer basis in their individual capacities. All members of the INX Committee must represent the best interests of the exchanges. There is no requirement that INX Committee members are employed by or associated with participants at the exchanges. INX Committee members must declare any conflicts of interest. This should be done during the nominations process for the Committee election. Any change in a Committee member's status during their tenure must also be declared to the other members of the Committee.

## 6. Role of the INX Committee

The INX Committee is responsible for overseeing the operation of the INXes and developing INX policies. The INX Committee must develop the exchanges in the interests of participants at the exchanges, ISPA, and the Internet community.

The INX Committee is required to consult with INX participants when developing policies. Specific policy functions of the INX Committee include:

- Determining appropriate policies for participants at the exchanges.
- Advising on services which are provided to participants at the exchanges.

The INX Committee is also responsible for operational functions, including:

- Determining an annual budget for the INXes, including a schedule of charges to participants at the exchanges, and expected operational costs for approval by the ISPA Board.
- Promoting INX-ZA and the services provided at each of the exchange points.
- Performing an oversight role for staff and service providers.

## 7. INX Committee operating procedures

The INX Committee must hold at least two meetings each year. The agenda for these meetings will be prepared by the INX Manager, and members of the Committee will be entitled to request that any matters of relevant to the operation of the exchanges be added to the meeting agenda.

The INX Committee will also have a mailing list which will be used for ongoing discussion of INX matters. The Committee may make decisions via "round robin" email without necessarily convening a meeting.

#### **Chair and vice-chair**

The Committee will elect a Chair and Vice Chair at its first meeting following the election of the Committee. The Chair chairs the meetings of the Committee. If the Chair is not available, the Vice Chair then chairs the meeting. The Committee may delegate any member of the Committee to represent INX-ZA at other meetings.

#### **Committee meetings**

A quorum for a meeting is a simple majority of elected Committee members. Each member of the Committee shall have one vote on Committee matters. In the event of a tied vote, the INX Manager shall be entitled to cast a deciding vote, except where this creates a conflict of interest, in which case the meeting chair casts a deciding vote.

If a Committee member misses three consecutive Committee meetings without tabling apologies, that member's continued participation in the Committee should be reviewed by the rest of the Committee members, who have the right to sanction the absent member, including removing him or her from the Committee. Meeting participation is not the only way to participate; Committee members also participate and contribute via email.

### **8. Technical Subcommittee**

The INX Committee may establish a Technical Subcommittee, consisting of staff, committee members and volunteers. Participants on the Technical Subcommittee must be approved by the INX Committee, subject to the INX-ZA Committee first seeking the advice of the existing Technical Subcommittee members. Members of the Technical Subcommittee may have access to INX-ZA equipment in order to assist with technical operations.

### **9. INX Manager role**

The role of the INX Manager is to execute the operational plan provided by the INX Committee, and to oversee the day-to-day operation of the exchanges. The INX Manager is an ex-officio member of the INX Committee. The INX Manager reports to the Chairperson and Vice Chairperson of the INX Committee.

### **10. Changes to these By-Laws**

The INX Committee shall be entitled to make changes to these By-Laws, following consultation with INX-ZA participants and subject to the approval of ISPA Board.

*(Version 1.0; 2018-11-01)*