Revision of the ACG Charter

New ACG Charter (Revised)	Current ACG Charter (Original)
Article 1	Article 1
Title and Structure:-	Title and Structure:-
The Group shall adopt the name "Asia-Pacific Central Securities	The Group shall adopt the name "Asia-Pacific Central Securities
Depository Group" (ACG), hereinafter referred to as "the Group",	Depository Group" (ACG), and the Asia-Pacific Central Securities
and the Group shall be formed based on an informal structure.	Depository Group shall be formed based on an informal structure.
Article 2	Article 2
Purpose:-	Purpose:-
a. To facilitate exchange of information and promote mutual	a. To facilitate exchange of information and promote mutual
assistance among members of the Group (hereinafter referred	assistance among ACG Members with a view to develop the
to as "Members") with a view to developing the securities	securities markets in the Asia-Pacific Region. The functioning of
markets in the Asia-Pacific Region. The functioning of the	the ACG, however, is not binding on the activity of any of its
Group, however, is not binding on the activity of any Member.	members.
b. <i>(No change)</i>	b. To encourage the local markets to adopt best practices, with due
	consideration to the specific situation of each market.
c. (No change)	c. To promote efficiency and cost effectiveness in the clearing,
	settlement and depository services, provided in the region's
	securities markets.
d. To establish committees, whether permanent or temporary, to	d. To establish committees, whether permanent or temporary, to
co-ordinate tasks and carry out activities of the Group in	co-ordinate tasks and carry out activities of the ACG in
accordance with its purpose to promote clearing, settlement and	accordance with its purpose to promote clearing, settlement and

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securities depository services. Such committees are to be	securities depository services. Such committees are to be
established by the General Meeting prescribed in Article 4.1	established by ACG Members at the General Meeting or to be
(hereinafter referred to as the "General Meeting")	established on an ad-hoc basis by the Secretariat and ratified at
	the next General Meeting.
e. (No change)	e. To develop channels for dialogue with other international
	organizations.
Article 3	Article 3
Membership:–	Membership:–
3.1 Eligibility	3.1 Eligibility
(No change)	A member shall be an entity in the Asia-Pacific Region with one or
	two of the following roles:
	a. Central depository services for financial instruments.
	b. Central clearinghouses for financial instruments.
3.2 Rights	3.2 Rights
Members shall have the following rights:	ACG Members shall have the following rights:
a. To attend Annual General Meetings prescribed in Article 4.2	a. To attend General Meetings.
(hereinafter referred to as "Annual General Meetings") and	
Extraordinary General Meetings prescribed in Article 4.3	
(hereinafter referred to as "Extraordinary General Meetings")	
b. (No change)	b. To vote as and when required.

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c. To run for a seat in the Executive Committee prescribed in Article	
5.1 (hereinafter referred to as "Executive Committee")	
d. Other rights prescribed in this Charter	
3.3 Admission	3.3 Admission
3.3.1 Membership Application	3.3.1 Membership Application - Membership application must be
Membership applications must be signed by the person authorized	submitted in writing to the ACG Secretariat and signed by the
to represent the applicant entity and submitted in writing to the	person authorized to represent the applicant entity.
Executive Committee Secretariat prescribed in Article 5.5	
(hereinafter referred to as the "Secretariat").	
3.3.2 Approval	3.3.2 Approval - Applications for admission have to be approved by
Applications for admission have to be approved by more than	more than one-half (1/2) of all ACG Members.
one-half (1/2) of <u>Members present at Annual General Meetings or</u>	
more than one-half (1/2) of all Members at Extraordinary General	
Meetings.	
3.4 Loss of Membership	3.4 Loss of Membership
<u>A Member</u> shall lose its membership due to any one of the following	An ACG Member shall lose its membership due to any one of the
reasons:	following reasons:
a. <u>A Member</u> commits acts that adversely affect or seriously	a. The member entity commits acts that adversely affect or
compromise the interests of <u>the Group</u> , and the loss of	seriously compromise the interests of the ACG, and the loss of

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membership is approved by at least two-thirds (2/3) of Members	membership is approved by at least two-thirds (2/3) of all ACG
present at Annual General Meetings or at least two-thirds (2/3) of	Members.
all Members at Extraordinary General Meetings.	
b. (No change)	b. The member entity is dissolved or liquidated.
c. (No change)	c. The member entity ceases to operate as a central securities
	depository and/or a central clearinghouse, or such functions are
	transferred to another securities depository or clearinghouse.
d. <u>A Member</u> voluntarily withdraws its membership by submitting a	d. The member voluntarily withdraws its membership by submitting
written notice to the Secretariat.	a written notice to the ACG Secretariat.
Article 4	Article 4
General Meeting:-	General Meeting <u>/ Voting</u> :–
4.1 General Meeting	4.1 General Meeting
The General Meeting is a supreme decision making body of the	
Group, which is made up of all Members.	
The General Meeting has powers and responsibilities to resolve all	
issues related to administration and management of the Group such	
<u>as:</u>	
a. Select three institutions by vote as the Executive Committee	
Members prescribed in Article 5.2 (hereinafter referred to as	
<u>"Executive Committee Members")</u>	
b. Endorse conveners of the Task Forces prescribed in Article 6	

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(hereinafter referred to as "Task Forces") as Executive	
Committee Members	
c. Endorse the Executive Committee Chairman prescribed in Article	
5.4 (hereinafter referred to as "Executive Committee Chairman").	
who is selected by the Executive Committee	
d. Endorse the Annual General Meeting Chairman prescribed in	
Article 4.2.6 (hereinafter referred to as "Annual General Meeting	
<u>Chairman")</u>	
e. Approve the medium-term activity plan and policies drafted and	
proposed by the Executive Committee	
f. Approve proposals submitted by Members	
g. Permit admission of new Members or termination of membership	
h. Approve establishment of Task Forces and Working Groups	
prescribed in Article 6.2 (hereinafter referred to as "Working	
<u>Groups")</u>	
i. Approve amendments to the Charter of the Group	
j. Dissolve the Group	
k. Dismiss Executive Committee Members, the Executive	
Committee Chairman, or the Secretariat	
The General Meeting can delegate part of its powers to the	
Executive Committee as necessary.	

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4.2 Annual General Meetings	
Annual General Meetings shall be held once a year (from January 1	General meetings shall be held once a year and hosted by an ACG
to December 31 of each year) and be hosted by a Member who is	Member who is chosen on the basis of being the first to apply for
chosen on the basis of being the first to apply for the role of host for	the role of host for that year's meeting.
that year's meeting.	
<u>4.2.1 Summon</u>	
The Annual General Meeting Chairman will summon Members to	
Annual General Meetings.	
<u>4.2.2 Q</u> uorum	4.2 Quorum for the General Meeting
More than one half (1/2) of <u>all Members</u> need to be present at	More than one-half (1/2) of all ACG Members need to be present at
Annual General Meetings in order to satisfy the quorum.	the General Meeting in order to satisfy the quorum.
4.2.3 Resolution	4.3 Voting at the General Meeting
Resolution put to the vote shall be passed if approved by more than	Any resolution put to a vote at the General Meeting shall be
one-half (1/2) of the votes of Members present at Annual General	approved by more than one-half (1/2) of the votes of participants at
Meetings, unless specified otherwise in the Charter of the Group.	the meeting, unless specified otherwise in the ACG Charter.
4.2.4 Voting Rights	
Each Member participating at Annual General Meetings is entitled	Each ACG Member participating at the General Meeting is entitled

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to one vote.	to one vote.
<u>4.2.5</u> Minutes	<u>4.4 Minutes of the General Meeting</u>
All matters taken up during Annual General Meetings shall be	All matters taken up during the General Meeting shall be recorded
recorded in the minutes. The minutes shall be prepared by the	in the minutes. The minutes shall be prepared by the ACG
Member who hosts the Annual General Meeting and circulated to	Secretariat and circulated to all ACG Members.
Members.	
4.2.6 Annual General Meeting Chairman	
The Annual General Meeting Chairman shall be selected as a	
natural person from the hosting member of the Group and shall be	
endorsed by the General Meeting.	
The Annual General Meeting Chairman has powers and	
responsibilities to:	
a. Summon Members to Annual General Meetings	
b. Moderate proceedings at Annual General Meetings	
4.2.7 Annual General Meeting Management Team	
The Annual General Meeting Management Team is a coordinating	
body of Annual General Meetings and formed from two institutions,	
comprising a Member from the host of the previous Annual General	

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Meeting and a Member from the host of the upcoming Annual	
General Meeting.	
The Annual General Meeting Management Team has powers and	
responsibilities to:	
a. Take over and continue preparation items and sequences for	
management of Annual General Meetings	
b. Arrange main themes, program, speakers, etc. and handle	
resolutions to be considered at Annual General Meetings	
c. Prepare and distribute the minutes to Members	
d. Upload presentation materials, minutes and other applicable	
items to the website of the Group	
The Annual General Meeting Management Team may contact and	
coordinate with the Executive Committee as necessary.	
4.3 Extraordinary General Meetings	4.5 <u>Other Decisions</u>
Extraordinary General Meetings shall be held in cases where the	If the ACG Secretariat thinks it necessary and appropriate to make a
need arises to make a decision by vote of Members outside of	decision by members' votes, then after appropriate disclosure of an
Annual General Meetings.	issue to the members, the ACG Secretariat may ask members to
	vote by appropriate means, including e-mail, post or fax, and the
Members requesting Extraordinary General Meetings shall submit	decision made shall be approved by more than one-half (1/2) of the

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their request to the Executive Committee, and if the necessity of the	votes of ACG Members, unless specified otherwise in the ACG
meeting is duly recognized by Executive Committee, physical or	Charter.
non-physical Extraordinary General Meetings shall be held to vote	
on the matter.	
4.3.1 Non-physical Extraordinary General Meeting	
<u>4.3.1.1 Summon</u>	
The Executive Committee Chairman will summon Members to non-	
physical Extraordinary General Meetings.	
<u>4.3.1.2 Quorum</u>	
The quorum for non-physical Extraordinary General Meetings shall	
be satisfied when more than one-half (1/2) of all Members have	
submitted their valid votes under a name of their representatives or	
secondary representatives, whose names are reported to	
<u>Secretariat in advance.</u>	
4.3.1.3 Resolutions	
Resolutions put to the vote at non-physical Extraordinary General	
Meetings shall be passed if approved by more than one-half (1/2) of	
the valid votes of Members, unless specified otherwise in the	

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Charter of the Group.	
4.3.1.4 Voting Rights	
Each Member participating at non-physical Extraordinary General	
Meetings is entitled to one vote.	
Permissible voting methods in non-physical Extraordinary General	
Meetings shall be by email, telephone conference, post and	
facsimile.	
4.3.2 Physical Extraordinary General Meeting	
Physical Extraordinary General Meetings can be held in cases	
where the Executive Committee recognizes that a matter is	
important and therefore required to be discussed at a physical	
meeting.	
<u>4.3.2.1 Summons</u>	
The Executive Committee Chairman will summon Members to	
physical Extraordinary General Meetings.	
<u>4.3.2.2 Quorum</u>	
The quorum for physical Extraordinary General Meetings shall be	

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satisfied if attended by more than one-half (1/2) of all Members.	
4.3.2.3 Resolutions	
Resolutions put to the vote at physical Extraordinary General	
Meetings shall be passed if approved by the majority of Members	
attending physical Extraordinary General Meetings, unless	
specified otherwise in the Charter of the Group.	
4.3.2.4 Voting Rights	
Each Member attending physical Extraordinary General Meetings is	
entitled to one vote.	
4.3.3 Minutes	
All matters taken up during physical or non-physical Extraordinary	
General Meetings shall be recorded in the minutes. The minutes	
shall be prepared by the Secretariat and circulated to Members.	
Article 5	
Executive Committee:-	
5.1 Executive Committee	
The Executive Committee is the principal body responsible for	
managing activities of the Group from a long-term perspective and	

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is comprised of all institutions acting as convener in each Task	
Force along with three (3) other institutions to be voted on by	
Members. No Member shall concurrently hold more than one seat	
on the Executive Committee.	
All Members shall enjoy the right to run for a seat on the Executive	
Committee.	
The Executive Committee has powers and responsibilities to:	
a. Nominate the Executive Committee Chairman and propose to the	
General Meeting for endorsement	
b. Formulate, oversee and review the medium-term activity plan	
c. Draft amendments to the Charter of the Group	
d. Consider proposals submitted by Members and select proposals	
to be discussed by Members	
e. Communicate and cooperate with the Annual General Meeting	
Management Team prescribed in Article 4.2.7 on matters relating	
to Annual General Meetings	
f. Coordinate Extraordinary General Meetings	
g. Examine activities that the Group should participate in, and select	
representatives in charge from among Members	
h. Appoint the acting Chairman among Executive Committee	

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Members for external activities in cases where the Executive	
Committee Chairman cannot represent the Group	
i. Receive applications to join or withdraw from the Group and	
submit them to General Meetings for approval	
5.2 Executive Committee Members	
Executive Committee Members shall be selected or endorsed by	
Members at every third Annual General Meeting. In cases where an	
Executive Committee Member becomes unable to perform the	
necessary duties during the Member's period of duty, the General	
Meeting will select or endorse a new Executive Committee Member	
to fill the vacancy. The new Executive Committee Member will serve	
for the time remaining until the next Executive Committee Members'	
selection at the Annual General Meeting.	
Furgetive Operations Marchana shall be institutions and each	
Executive Committee Members shall be institutions and each	
institution on the committee shall appoint a representative and a	
secondary representative, both natural persons. Executive Committee Members need to report a newly appointed person to	
the Executive Committee in cases where there is a replacement of	
representative or a secondary representative	

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5.3 Executive Committee Meetings	
Executive Committee Meetings shall be held in cases where the	
need arises to make a decision by discussion or vote of Executive	
Committee Members.	
5.3.1 Non-physical Executive Committee Meetings	
<u>5.3.1.1 Summons</u>	
The Executive Committee Chairman will summon Executive	
Committee Members to non-physical Executive Committee	
Meetings.	
<u>5.3.1.2 Quorum</u>	
The quorum for non-physical Executive Committee Meetings shall	
be satisfied when all Executive Committee Members have	
submitted their valid votes under the name of their representatives	
or secondary representatives.	
5.3.1.3 Resolutions	
Resolutions put to the vote at non-physical Executive Committee	
Meetings shall be passed if approved by more than one-half (1/2) of	
the valid vote of all Executive Committee Members, unless	

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specified otherwise in the Charter of the Group.	
In cases of tied votes, the Executive Committee Chairman shall	
have a casting vote. In cases where there are an odd number of	
institutions on the Executive Committee, the Executive Committee	
Chairman will not be allowed to have a casting vote.	
5.3.1.4 Voting Rights	
Each member of the Executive Committee is entitled to one vote.	
Permissible voting methods in non-physical Executive Committee	
Meetings shall be by email, telephone conference, post and	
facsimile.	
5.3.2 Physical Executive Committee Meetings	
5.5.2 Physical Executive Committee Meetings	
5.3.2.1 Summons	
The Executive Committee Chairman will summon Executive	
Committee Members to physical Executive Committee Meetings.	
<u>5.3.2.2 Quorum</u>	
The quorum for physical Executive Committee Meetings shall be	

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satisfied when more than two-thirds (2/3) of Executive Committee	
Members have attended and the rest of the Executive Committee	
Members have submitted their valid votes under the name of their	
representatives or secondary representatives.	
5.3.2.3 Resolutions	
Resolutions put to the vote at physical Executive Committee	
Meetings shall be passed if approved by more than one-half (1/2) of	
the valid votes of all Executive Committee Members, unless	
specified otherwise in the Charter of the Group.	
In cases of tied votes, the Executive Committee Chairman shall	
have a casting vote. In cases where there are an odd number of	
institutions on the committee, the Executive Committee Chairman	
will not be allowed to have a casting vote.	
5.3.2.4 Voting Rights	
Each member of the Executive Committee is entitled to one vote.	
Permissible voting methods for Executive Committee Members not	
attending physical Executive Committee Meetings shall be by email,	
telephone conference, post and facsimile.	

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5.3.3 Minutes All matters taken up during Executive Committee Meetings shall be recorded in the minutes. The minutes shall be prepared by the Secretariat and circulated to Members.	
5.4 Executive Committee Chairman	
The Executive Committee Chairman shall be a natural person,	
selected by and from among Executive Committee Members and	
endorsed by Members at every third Annual General Meeting. In	
cases where the Executive Committee Chairman becomes unable	
to perform the necessary duties during his or her period of duty, the	
Executive Committee will nominate a new Executive Committee	
Chairman and propose the nominee to the General Meeting for	
endorsement. The new Executive Committee Chairman will serve	
for the time remaining until the next Executive Committee Members'	
selection at the Annual General Meeting.	
The Executive Committee Chairman has powers and responsibilities to:	
a. Appoint the Secretariat in consultation with other Executive	
Committee Members	

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b. Lead and organize the overall activities of the Executive	
Committee	
c. Call and moderate Executive Committee Meetings prescribed in	
Article 5.3 (hereinafter referred to as "Executive Committee	
Meetings")	
d. Call and moderate Extraordinary General Meetings	
e. Have the casting vote in tied outcomes as prescribed in Article	
<u>5.3.2.3.</u>	
f. Represent the Group for external activities.	
g. Sign a credential letter for a Member to represent the Group to	
attend external meetings	
5.5 Secretariat:	
Secretariat shall be an Executive Committee Member appointed by	
Executive Committee Chairman following discussions with other	
Executive Committee Members. Executive Committee Chairman	
may appoint its own institution as Secretariat.	
The Secretariat shall be appointed by the Executive Committee	
Chairman at every third Annual General Meetings. In cases where	
the Secretariat becomes unable to perform his or her necessary	
duties during the period of duty, the Executive Committee Chairman	

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will nominate a new Secretariat. The new Secretariat will serve for	
the time remaining until the next Executive Committee Members'	
selection at the Annual General Meeting.	
The Secretariat has powers and responsibilities to:	
a. Draft the medium-term activity plan	
b. Receive proposals from Members	
c. Prepare agendas and materials for and set up Executive	
Committee Meetings	
d. Prepare minutes of Executive Committee Meetings	
e. Prepare agendas and materials for and set up Extraordinary	
General Meetings	
f. Prepare minutes of Extraordinary General Meetings	
Article 6	Article 5
<u>Committees:–</u>	<u>Committees:–</u>
<u>6.1 Task Forces</u>	<u>5.1 Task Forces</u>
A Task Force is a researching body conducting studies and	
researching institutions both internal and external to the Group with	
respect to clearing and settlement systems and related services.	

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All Members may join Task Forces at their discretion and participate	
in activities.	
A Task Force has powers and responsibilities to:	
a. Appoint a convener	
b. Determine objectives of study and research and formulate	
implementation plans	
c. Conduct studies in line with implementation plans	
d. Report on the progress of study activities to the Executive	
<u>Committee</u>	
A Task Force may decide on and implement studies and research	
based on discussions with the Executive Committee as necessary.	
<u>6.1.1 Establishment</u>	
A Task Force shall be established if approved by at least two-thirds	a. A Task Force, covering a period of two General Meetings
(2/3) of Members at Annual or Extraordinary General Meetings.	("term") may be formed by ACG Members if approved by at least
	two thirds (2/3) of ACG Members present at the General Meeting
	or established on an ad-hoc basis by the Secretariat and ratified
	at the next General Meeting.
	b. A Task Force shall undertake studies, projects and activities
	delegated to it at the General Meeting. A Task Force may at any

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	time initiate studies, projects and activities which they consider
	appropriate.
	c. A Task Force shall make reasonable efforts to disseminate
	results and information arising from the studies, projects and
	activities via reports / presentations at the General Meeting,
	newsletters and/or website releases.
6.1.2 Reform and Dissolution	
Reform to or dissolution of Task Forces shall be decided by	
Members at every third Annual General Meeting. Task Forces also	
can dissolve themselves as necessary before their terms are	
completed.	
6.1.3 Task Force Convener	
A Task Force Convener shall be an institution, selected by and from	d. A Task Force convener shall be elected by members of the Task
among Task Force Members at every third Annual General Meeting.	Force for a term (as defined above) and may be re-elected to
	serve a second consecutive term. The General Meeting should
Task Force Conveners shall join the Executive Committee as	be considered as both the beginning and the end of a term.
members and be endorsed by Members at every third Annual	
General Meeting.	
In cases where a Task Force Convener becomes unable to perform	

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the necessary duties during the appointed period of duty, the Task	
Force appoints a new Task Force Convener and proposes this to	
the General Meeting for endorsement. The new Task Force	
Convener serves for the time remaining until the next Executive	
Committee Members' selection at the Annual General Meeting.	
Task Force Conveners have powers and responsibilities to:	
a. Lead and organize the overall activities of Task Forces	
b. Call and moderate Task Force meetings	
	e. All Task Forces will be dissolved at the end of a term (as defined above) and reconstituted as necessary, based on the progress and conclusion of the ACG Members at the General Meeting. General Meeting is to be considered as both the beginning and the end of the term.
<u>6.2</u> Working Groups	<u>5.2</u> Working Groups
A Working Group may be formed by Members as an ad-hoc group,	A Working Group may be formed by ACG Members at the General
focusing on specific issues that are within the scope of the Group's	Meeting as ad-hoc group, focusing on specific issues within the
purpose but are not delegated to Task Forces.	scope of <u>ACG's</u> purpose but are not delegated to Task Forces.
A Working Group shall be established if approved by at least	

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two-thirds (2/3) of Members at Annual or Extraordinary General	
Meetings	
	Article 6
	The Secretariat:-
	A host member of the General Meeting shall be elected as ACG
	Secretariat and the Chairman will be appointed by the General
	Meeting for the functions of organizing meetings of the members
	and coordinating the activities of and disseminating information
	among members of ACG. The term as a Secretariat shall begin
	upon the election of the Secretariat during the General Meeting and
	end upon the election of a new secretariat at the next General
	meeting.
Article 7	Article 7
Amendments to the Charter:-	Amendments to the Charter:-
Any amendment to this Charter shall be valid if approved by at least	Any amendment to this Charter shall be valid if approved by at least
two-thirds (2/3) of Members present at Annual General Meetings or	two-thirds (2/3) of all ACG Members present at the General
by at least two-thirds (2/3) of all Members at Extraordinary General	Meeting.
Meeting.	
Article 8	Article 8

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Dissolution:-	Dissolution:-
The Group shall not be dissolved unless approved by at least	The ACG shall not be dissolved unless approved by at least two-thirds
two-thirds (2/3) of Members present at Annual General Meetings or	(2/3) of all ACG Members present at the General Meeting.
by at least two-thirds (2/3) of all Members at Extraordinary General	
Meeting.	