

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	January 24, 2024 (Wednesday) 12:00 PM – 13:03 PM (HKT)
Location:	DotAsia Zoom Meeting Room: http://aji.asia/zoomboardgov
Attendees:	Satish BABU Jordan CARTER Edmon CHUNG Jose LAY Akinori MAEMURA Timothy LI (DotAsia Team) Apologies: Nicole CHAN Maureen HILYARD

No.	Action Items:	Owner	Remarks
G2023.12.A01	Propose technical and administrative processes for the Board Elections nominations	Edmon, Kelvin & BoardSec	Completed.
G2024.01.A01	Adjust Nomination and Voting Period lengths to meet Companies Ordinance requirements for closing the register of members.	Edmon CHUNG	Completed.
G2024.01.A02	Study option of hosting a public archive of the Nominations mailing-list for the Board Elections.	BoardSec	Completed.
G2024.01.A03	Study implementation of voting of Members at the EGM.	BoardSec	Completed.

Discussions:

1. Roll Call

- 1.1. Satish BABU chaired the BGC meeting on January 24, 2024.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Adoption of last BGC Meeting minutes (December 18, 2023)

- 2.1. Draft 1 of BGC meeting minutes 2023.12.18 and action items were presented.

2.2. BGC meeting minutes 2023.12.18 was adopted.

3. Proposed Amendments to DotAsia Articles

- 3.1. Two changes to the draft of Proposed Amendments to DotAsia Articles were presented:
 - Termination of membership
 - Future amendment of articles irrespective of membership category
- 3.2. It was suggested and agreed that legal advice on the specific language to be used should be received before finalizing the draft.
- 3.3. It was noted that the addition of Article 33(3) on future amendment of articles is new and was not included in the package of materials provided to Members previously.
- 3.4. It was suggested that the new addition be unbundled from the adoption of all the other changes already presented before. It was further commented that the matter should be specifically flagged for Member consideration and that the addition was based on legal advice received. There was agreement that 2 resolutions will be proposed for Member adoption: one on all the proposed changes presented previously; and, a separate resolution for the new Article 33(3).

4. Board Elections Procedures (BGC-004) update

- 4.1. Three changes to the draft Board Elections Procedures (BGC-004) were presented as follows:
 - i. Membership processing “quiet period” during Board Elections
 - ii. Nomination form and voting ballot not being sent to Membership who have not confirmed their voting representative
 - iii. Public archive of nominations mailing list
- 4.2. It was reported that legal advice received explained the requirements of closing the register of members for the “quiet period”. It was highlighted that the Companies Ordinance requires that the notice for such closure must be given by an advertisement in a newspaper circulating generally in Hong Kong, and that the total number of days of such closure should not exceed 30 days in a year.
 - 4.2.1. It was suggested that the “quiet period” be applied only during the Nomination Period and Voting Period, and not in between, and that the respective periods be shortened from 28 days (4 weeks) to 20 days, and from 14 days (2 weeks) to 10 days to fit within the 30-day limit.
 - 4.2.2. A question was raised on whether membership changes had been a recurring problem in the past. It was explained that besides the problem experienced with the membership termination request last year, there had been ambiguities experienced in the past as well for previous membership termination requests as well as voting eligibility for new Members joining.
 - 4.2.3. A suggestion was raised on whether a policy could be implemented in that new Members do not have voting rights until a few months

after joining to avoid potential ambiguities. It was noted that it is uncertain whether such a policy would require changes to the DotAsia Articles.

- 4.2.4. Comment was raised on the importance of implementing this measure identified as a problem by the Election Committee. There was agreement that closing the register of members is the appropriate approach.
- 4.2.5. It was noted that the adjustments to the length of the Nomination and Voting Periods will be included in the final draft of the Board Elections Procedures. (G2024.01.A01)
- 4.3. It was noted and agreed that the description of the process for confirmation voting representative should not deny Members of their right to vote, but be clear that unless voting representatives are confirmed in time, nomination form and voting ballot will not be sent to the Member, and that requests for such after the Nomination Period begins will be decided on by the Election Committee.
- 4.4. It was reported that after some preliminary internal discussions, the team suggests that a redacted version of the Nominations Report, which is normally sent only to the Board, be published on the DotAsia website, instead of maintaining public archive of a nominations mailing-list.
 - 4.4.1. It was suggested that Member representatives could decide on their own whether or not to include their name and contact in the nomination email, and that with the privacy setting of mailman, maintaining a public archive of the nominations should be acceptable.
 - 4.4.2. It was noted that the team will study the implementation of such a public mailing-list and report further to the Board. (G2024.01.A02)

5. Procedures for Member Resolution(s) on Amendments of Articles

- 5.1. It was reported that based on legal advice received, separate member meetings for each of the classes (i.e. Sponsor and Co-Sponsor categories) of membership will need to be conducted before the EGM, which will be for full member approval.
- 5.2. The updated timeline incorporating was presented as follows:
 - Jan 26 (Fri) Close of Member feedback for 2nd Draft
 - Feb 1 (Thu) Final Proposed Amendments package for Member
 - Feb 2 (Fri) Call for Separate Member Category General Meetings
 - Feb 5 (Mon) Call for EGM (21 days before EGM)
 - Feb 23 (Fri) Sponsor Member General Meeting
Co-Sponsor Member General Meeting
 - Feb 26 (Mon) DotAsia EGM @APRICOT

6. AOB

- 6.1. It was reported that the team is looking into two main approaches to carry out a Members ballot at a general meeting:
 - Polling function in Zoom

- Third-party voting platform, with ballot links sent via email
- 6.2. It was noted that the Zoom polling function may be too informal, and that the utilization of third-party voting platform maybe problematic if Members say they were unable to receive the ballot via email.
- 6.3. It was suggested that Zoom polling may be simpler than setting up a third-party voting platform, and that the utilization of Zoom reaction functionalities, such as the ticks and crosses may also be possible.
- 6.4. It was noted that the team will study the implementation of member voting during the EGMs and report further to the Board. (G2024.01.A03)