

DotAsia Board Meeting Minutes

Date(s) & Time:	Sep 24, 2020 (Thursday) 14:05 – 15:45 (UTC+8)
Location:	Zoom Meeting Room: https://aji.asia/zoomboard
Attendees:	<p>Satish BABU * Nicole CHAN Edmon CHUNG Lianna GALSTYAN ** Maureen HILYARD LIM Choon Sai Tommy MATSUMOTO Alireza SALEH *** Rebecca CHAN (DotAsia Team) Freda CHEUNG (DotAsia Team)</p> <p>Apologies: THAM Yiu Kwok</p> <p>Absent: Billy CHEON</p> <p>* Left meeting during Discussion Item 9.2.1. ** Joined meeting during Discussion Item 3. *** Joined meeting during Discussion Item 4.1.</p>

No.	Action Items:	Owner	Remarks
2020.01.A01	Follow up with MONIC and CTT on obtaining clarification and voting representative for .MO.	DotAsia Team	To be followed up through virtual meeting.
2020.06.A06	Obtain legal advice on next step of "Invitation to the Board of Namesphere Limited to allot share".	Edmon CHUNG	Completed. Refer to Discussion Item 9.1.
2020.06.A07	Obtain legal advice on modifying decision making process between Directors of Namesphere.	Edmon CHUNG	Completed. Refer to Discussion Item 9.2.
2020.07.A02	Continue to obtain legal advice as agreements with ASWPC are drafted.	Edmon CHUNG	Ongoing.
2020.07.A05	Bring discussion of Nov F2F Board Meeting to BGC for further consideration.	Edmon CHUNG	Discussions deferred to next meeting.
2020.09.A01	Draft updates of Code of Conduct to BGC for discussion and seek legal advice to prevent similar cases in the future.	Edmon CHUNG	

No.	Action Items:	Owner	Remarks
2020.09.A02	Clarify the mechanism of issuing shares of Namesphere with legal counsel.	Edmon CHUNG	

No.	Resolutions / Decisions:
2020.09.001	<p>Board Meeting Minutes (Aug 27, 2020)</p> <ul style="list-style-type: none"> Approval of Board Meeting minutes of Aug 27, 2020. <p>Approved unanimously.</p>
2020.09.002	<p>Board Committee Membership Changes, the Board:</p> <ul style="list-style-type: none"> Welcomes Satish BABU as a new member to BGC. Expresses thanks to Maureen HILYARD for her tenure as BGC Chair. Appoints Satish BABU as the new BGC Chair. Expresses thanks to Satish BABU for his tenure as BCC Chair. Appoints Lianna Galstyan as the new BCC Chair. <p>Resolved unanimously.</p>
2020.09.003	<p>Appointment of Financial Services Provider</p> <ul style="list-style-type: none"> Furthering from the Request for Quotation (RFQ) for financial services (Resolution 2020.05.006) Appointment of Fusion CPA as Financial Services Provider for DotAsia Organisation. <p>Approved unanimously.</p>
2020.09.004	<p>Board Confidentiality Guidelines</p> <ul style="list-style-type: none"> Approval of Board Confidentiality Guidelines Updates. <p>Approved unanimously.</p>
2020.09.005	<p>Resolution of DotAsia as the sole member of Namesphere for increasing capital of Namesphere and authorizing Namesphere to allot shares</p> <p>RESOLVE as an Ordinary Resolution THAT the capital of the Company be altered by increasing it from HK\$10,000 divided into 10,000 shares of HK\$1.00 each to HK\$33,335 by the creation of an additional 23,335 shares of HK\$1.00 each.</p> <p>RESOLVE as an Ordinary Resolution THAT general and unconditional approval for the purposes of section 140 and 141 of the Companies Ordinance be given to the directors of the Company to exercise any power of the Company to allot shares in the capital of the Company and to make or grant offers, agreements and options which would require shares to be allotted after expiration of this approval.</p> <p>Resolved unanimously.</p>
2020.09.006	<p>Resolution of DotAsia as the sole member of Namesphere for the appointment of additional Board Director</p>

No.	Resolutions / Decisions:
	<p>RESOLVE as an Ordinary Resolution THAT the Namesphere directors are forthwith requested to appoint an additional director to the Namesphere board, failing which to convene a general meeting per Companies Ordinance s.566.</p> <p>Resolved unanimously.</p>

Correspondence Items:	Receipt Date	Response Actions
Letter from Mildred R. Ramos (RT&Co.).	Oct 24, 2019	Received. Awaiting legal advice for whether further actions are required.
Letter from ASWPC received on Mar 23, 2020 (erroneously dated Oct 28, 2019). Further response received on May 12, 2020.	Mar 23, 2020 (May 12, 2020)	Response issued from Dundons Solicitors on Mar 27, 2020 and on June 10, 2020, response from ASWPC received verbally. Further response issued from Dundons Solicitors on Sep 15, 2020.
Letter from So Lung regarding setup of NSPH Ltd. and DotSpa Ltd.	Aug 25, 2020	Pending legal advice for further actions.
Letter from So Lung regarding DotAsia having Shareholders' Meeting of Namesphere.	Sep 23, 2020	Response issued from Dundons Solicitors on Sep 24, 2020.
Draft note from So Lung to several individual Board Members regarding the interest of DotAsia in .SPA.	Sep 21, 2020	Pending legal advice and confirmation from Directors and Officers (D&O) insurer for further actions.

Discussions:

1. Roll Call

- 1.1. Maureen HILYARD chaired the Board Meeting as Board Chair on Sep 24, 2020.
- 1.2. Roll call. Those present for all or part of the meeting are included in the Attendees section.

2. Review / Amend Agenda

- 2.1. Added an agenda of Correspondences update from So Lung and Associate.

3. Updates of SOI (Statement of Interest)

- 3.1. No further updates since last Board Meeting.

4. Approval of Board Meeting Minutes (Aug 27, 2020)

- 4.1. Latest version of Draft 1 was presented and action items were briefed to the Board.

- 4.2. There was discussion on whether including statements from Board members who are not present at a Board meeting to the corresponding Board minutes is appropriate.
 - 4.2.1. It was agreed that meeting minutes should only reflect what was discussed during the corresponding meeting collectively, individual comments received via email would be archived in the mailing list.
 - 4.2.2. It was suggested and agreed to only state “Resolved” in the last sentence for resolution 2020.08.004.
- 4.3. It was suggested that the BGC should review the Code of Conduct to see if additional description should be included, and to seek legal advice for such additions, to prevent similar cases in the future. (2020.09.A01)
- 4.4. The Aug 27, 2020 Board Meeting minutes were approved unanimously. (2020.09.001)

5. Correspondences Update

- 5.1. Letter to ASWPC sent on Sep 15, 2020.
- 5.2. Letter from So Lung and Associates
 - 5.2.1. Letter from So Lung was received on Sep 23, 2020.
 - 5.2.2. Draft response from legal counsel was presented to the Board for consideration.
 - 5.2.3. Concern was raised regarding confidentiality of Board materials. It was reemphasized that Board members strictly adhere to the Board Confidentiality Guidelines and Code of Conduct in handling confidential Board materials.
- 5.3. Further correspondence received from So Lung regarding .SPA was discussed.

6. Board Committee Membership Changes

- 6.1. The Board:
 - 6.1.1. Welcomes Satish BABU as a new member to BGC.
 - 6.1.2. Express thanks to Maureen HILYARD for her tenure as BGC Chair.
 - 6.1.3. Appoints Satish BABU as the new BGC Chair.
 - 6.1.4. Express thanks to Satish BABU for his tenure as BCC Chair.
 - 6.1.5. Appoints Lianna GALSTYAN as the new BCC Chair.
- 6.2. Resolved unanimously. (2020.09.002)

7. Appointment of Financial Services Provider

- 7.1. Comparison of 3 financial firms (Fusion CPA, Eden & Co, CPAs, and LK Accounting Services) was presented and briefed to the Board.

- 7.2. It was explained that Fusion CPA team was present at the Sep 2020 BFC meeting to introduce themselves.
- 7.3. BFC proposed to appoint Fusion CPA as the financial service provider and start the term with Fusion CPA on Oct 1, 2020.
- 7.4. Approved unanimously. (2020.09.003)

8. Board Confidentiality Guidelines update

- 8.1. This is in furtherance of Board Member's request on assistant's or representative's access to confidential information as discussed at the June 2020 Board meeting and recorded in items 11.2.3 and 11.2.4.
- 8.2. Updated draft was presented and briefed to the Board for consideration.
 - 8.2.1. It was highlighted that the Board Member shall be responsible for ensuring that such person keep the confidential information in strict confidence in accordance with the Guidelines.
 - 8.2.2. The starting of the term of the Guidelines was updated to the date of acceptance as a Board Member elect or officially become a Board Member, whichever is earlier.
- 8.3. It was explained that the BGC has reviewed the updates and recommends them for approval by the Board.
- 8.4. Approved unanimously. (2020.09.004)

9. Namesphere Matters

- 9.1. Written resolution by DotAsia as the sole member of Namesphere for increasing capital of Namesphere and authorizing Namesphere to allot shares.
 - 9.1.1. Draft written resolution was presented to the Board for consideration.
 - 9.1.2. It was suggested to clarify with legal counsel on the mechanism of issuing shares. (2020.09.A02)
 - 9.1.3. Unanimously approved. (2020.09.005)
- 9.2. Appointment of additional Board Director
 - 9.2.1. Based on the received legal advices, proposed approach were presented and briefed to the Board for consideration.
 - 9.2.2. The Namesphere Directors are forthwith requested to appoint an additional director to the Namesphere Board, failing which to convene a general meeting per Companies Ordinance s.556.
 - 9.2.3. Approved unanimously. (2020.09.006)

10. DotAsia Board Elections Procedures 2021

- 10.1. Draft 0.2 was presented to the Board for consideration, major changes were highlighted and briefed to the Board.

- 10.2. It was reported that based on feedback from AC members, the APNIC EC elections process was studied and features therein adapted into the draft BEP 2021.
- 10.3. Key updates on BEP2021 draft 0.2 (from draft 0.1 tabled at the Aug 2020 Board meeting) includes:
- BEP 2021 timeline
 - Third-party online voting platform
 - Description on responsibility to also serve as a DotAsia Foundation Board member
 - Appointment of Election Committee Chair from DotAsia Board
 - Added acceptance of responsibilities (BGC-001, BGC-002 & Confidentiality Guidelines) if elected upon acceptance of candidacy
 - Added Dispute resolution process
- 10.4. It is planned to discuss the Draft BEP at the Nov 2020 AC Meeting.

11. Board Committees Updates

- 11.1. Updates deferred to next Board Meeting.

12. Registry Operations Updates

- 12.1. .Asia Registry Operations (Monthly Scorecard)
- 12.1.1. Updates deferred to next Board Meeting.
- 12.2. .Asia Market & Community Development Updates
- 12.2.1. Updates deferred to next Board Meeting.

13. Financial Updates

- 13.1. Financial update was sent to the Board via email.

14. Next Board Meeting Schedule

- 14.1. Upcoming Regular Board Meeting at UTC 06:00 (HKT 14:00)
- 14.1.1. Oct 29 (ICANN Hamburg: Oct 17 – 22)