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DotAsia Annual General Meeting (AGM) Minutes

Date & Time:	February 17, 2020 (Monday) 16:30 – 18:00 Melbourne Time (UTC+11)
Location:	Face to Face: Crown Promenade Melbourne, Australia Zoom Meeting Room: https://agm.dot.asia/zoom
Member Representative Attendees:	**Onsite:** Satish BABU (APRALO) Billy Mooho CHEON (.KR/KISA) CHING-Heng Ku (.TW/TWNIC) Lianna GALSTYAN (.AM/ ISOC Armenia) Hiro HOTTA (.JP/JPRS) * Ole JACOBSEN (APIA) Prof. Kanchana KANCHANASUT (.TH/THNIC) Paul WILSON (APNIC) **Online:** SC LEUNG (APCERT) Tommy MATSUMOTO (APNG) Alireza SALEH (.IR/IRNIC) ** Raj SINGH (ISOC APAC) *** Yudho Giri SUCAHYO (.ID/PANDI) ****
Other Attendees:	**Member Representatives & Board Members Onsite/Online:** Pensri ARUNWATANAMONGKOL (.TH/THNIC) – online Molly CHEAM (APIA) Yi Ping DING (.TW/TWNIC) Atsushi ENDO (.JP/JPRS & DotAsia Board) * Maureen HILYARD (DotAsia Board) Kenny HUANG (.TW/TWNIC) ***** Duncan MACINTOSH (APNIC) Dr. THAM Yiu Kwok (DotAsia Board) Adrian WAN (ISOC APAC) ** **Other Attendees:** A number of public attendees from the community also attended the meeting onsite and online. **Backend Registry Services Provider:** Joseph YEE (Afilias) – online **DotAsia Team:** Pavan BUDHRANI (DotAsia Team) Clement CHAN (DotAsia Team) Rebecca CHAN (DotAsia Team) Leona CHEN-BIRKNER (DotAsia Team) Freda CHEUNG (DotAsia Team) Edmon CHUNG (DotAsia Team) – onsite Jenna FUNG (DotAsia Team) – onsite June LAU (DotAsia Team) Christine OR (DotAsia Team) Kelvin TRUONG (DotAsia Team) Karry YU (DotAsia Team) * Hiro HOTTA left meeting after completion of Discussion Item 8, Atsushi ENDO

continued as a representative of JPRS
** Joined meeting during Discussion Item 3
*** Raj SINGH left meeting during Discussion Item 5.2.2, Adrian WAN continued as a representative of ISOC APAC
**** Joined meeting during Discussion Item 3 and left meeting during Discussion Item 7
***** Joined meeting during Discussion Item 7, left meeting after completion of Discussion Item 8

Discussions:

1.   **Member Representative Roll Call**

1.1.   As the Chair of the DotAsia Board Meetings, Atsushi ENDO chaired the DotAsia Annual General Meeting on Feb 17, 2020.

1.2.   Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.

1.3.   According to DotAsia M&A, the quorum of the Annual General Meeting is 10. A quorum of members was present and the meeting was duly convened.

2.   **Agenda**

2.1.   It was proposed that the agenda be reordered to start with "Member Resolutions (Ratification of Board Elections & Reappointment of Audit)" before following the remainder of the proposed agenda.

2.2.   No objections were received on the proposed agenda, new agenda accepted.

3.   **Ratification of Board Elections 2020**

3.1.   The development process and highlights of Board Elections Procedures 2020 was presented.
- Draft Circulated to Board   Oct 23, 2019 (Wed)
- Posting of Draft of Board Elections Procedure   Nov 13, 2019 (Wed)
- Posting of Final Board Elections Procedure   Nov 27, 2019 (Wed)
- Nomination Period (5 weeks)   Dec 4, 2019 (Wed) – Jan 8, 2020 (Wed)
- Voting Period (if req. 2weeks)   Jan 15 (Wed) – Jan 29, 2020 (Wed)

3.2.   Nomination Results (for Board Elections 2020) was presented.

3.3.   It was explained that the number of nominations received in the Co-Sponsor Member category was equal to the number of vacancies in that category, therefore no voting was required.

3.4.   The balloting and vote counting process for the Sponsor Member category and Geographical Diversity requirement as specified in the DotAsia M&A and implemented in the Board Elections Procedures 2020 were explained.

3.5.   Voting Results (for Board Elections 2020) were presented:

3.5.1.   23 ballots were sent to each of the DotAsia Sponsor Members, 14 ballots were received with 51 votes casted in total.

3.5.2.   Elected Board Members (to be serving until AGM 2022)
- Nicole CHAN   – North & North East Asia
- Billy Mooho CHEON   – North & North East Asia
- Maureen HILYARD   – Australia and Pacific Asia
- Alireza SALEH   – Middle East, Asia Minor, Eurasia
- Satish BABU   – Co-Sponsor Member Seat

3.6.   It was explained that the DotAsia management sought an audit by RSM (the auditors of DotAsia) to look at: the Procedures set out and the DotAsia M&A to see that the elections were conducted properly; and, the ballots received and the email server log to check against the ballots. With respect to the Procedures, the ballots received and the report to the Members, the RSM audit found that there was no discrepancy found.

3.7.   A question was raised on whether 23 ballots issued means that there are only 23 members. It was confirmed that there were 23 Sponsor Members on record as of the beginning of the voting period.

3.8.   A congratulations and welcome was extended to incoming Board Members and a vote of thanks extended to outgoing members. It was also expressed that it is important and healthy for the governance of an organization to introduce new blood from time to time to the board.

3.9.   A concern was raised on whether the nomination process complied with Article 40(b) in the DotAsia M&A: "*(b) Not less than fourteen (14) but not more than twenty-eight (28) days before the day appointed for the annual general meeting, there shall have been sent to the Board a notice in writing signed by the proposer and endorsed by the seconder of their intention to propose such candidate for election and also a notice in writing signed by that candidate of his willingness to be elected.*" It was explained that the same comment was raised during the DotAsia Board review of the Board Elections Procedures 2020 and correspondingly updated[1] in the Draft Board Elections Procedures posted for Member comments. Furthermore that all the nomination details as specified were sent to the Board within the said period on Jan 31, 2020[2]. A further question was raised on whether the raised concern amounted to any negative impact or unfairness to the elections. No discernable problem aside from the alternate interpretation of the Articles was identified.

3.10.   It was further clarified that the actual nomination and voting procedures were the same as the previous DotAsia elections. A further step to circulate the nomination result at the end of the nomination period to the Board was done to satisfy the Articles of Association as raised (in 3.9 above, Article 40(b)).

3.11.   Dr. Tham Yiu Kwok suggested if it is a problem to be rectified, to call for a re-election within 90 days.

3.12.   A motion to ratify the voting result of Board Elections 2020 by show of hands was moved. The vote for ratification concludes:

- 8 in favor
  - 6 onsite: ISOC AM (.AM), APNIC, APRALO, JPRS (.JP), KISA(.KR), TWNIC (.TW)

[1] In particular last paragraphs 5 & 6 in section 2.2 (middle of page 5) of the Board Elections Procedures 2020 (https://www.dot.asia/policies/DotAsia-BoardElections2020_FINAL--2019-11-27.pdf)
[2] Jan 31, 2020 being at least 14 days before and not more than 28 days before the AGM 2020 set for Feb 17, 2020.

- 2 online: APNG, ISOC APAC

- 0 against

- 1 abstention
  - 0 onsite: NOTE: .TH (THNIC) and APIA did not vote
  - 1 online: APCERT

The election result of the Board Elections 2020 (3.5 above) is ratified.

3.13. Thank you to Joel DISINI and Yong Wan JU for serving as DotAsia Board Directors.

4. Reappointment of Auditors RSM Hong Kong

4.1. RSM is DotAsia's current appointed auditor.

4.2. Motion to ratify the reappointment of Auditors RSM was conducted by voice vote. Reappointment of Auditors RSM is carried.

5. Board Meeting Chair & Board Committee Chair Remarks

5.1. It was explained that while an official Board Chairman has not been appointed, Atsushi ENDO has been elected at each board meeting to act as the Chair of Board meetings since May 2019. Atsushi made remarks to Members as the Board Meeting Chair. Board activities were reported:

5.1.1. Significant governance reforms in response to challenges along with formalization of Board minutes since May 2019.

5.1.2. Formalization of Board Statement of Interests (SOI) process and Appointment of Legal Counsel (Agnes Wong & Co. in association with Dundons)

5.1.3. Formation of Board Committees and development of Board and organizational policies and

5.2. Maureen HILYARD presented the Board Governance Committee (BGC) Chair Remarks as the Chair of BGC.

5.2.1. Roles and responsibilities between Board, Board Chair, Directors, CEO and Staff are being developed which drives also towards official appointment of Board Chairman.

5.2.2. Board Governance Framework, DotAsia Onboarding Program, DotAsia Code of Conduct and other documents under development introduced.

5.2.3. Acknowledgements made to regional and global Internet organizations (ICANN Board & Community, APNIC Executive Council & Community, ISOC Board and APrIGF) for which similar documents were taken as reference in the development of the DotAsia Code of Conduct

5.3. With apologies from LIM Choon Sai, Edmon CHUNG presented the Board Finance Committee (BFC) Chair Remarks on behalf of the Chair of BFC.

5.3.1. Standard Operating Procedures (SOP) on Finance & Procurement developed from Jun 2019 and adopted in Oct 2019.

5.3.2. Company Documents Director Request Process to support request for Company documents for inspection, in alignment with the DotAsia M&A which also safeguards the interest of DotAsia against any abuse of such request and usage of the documents is being finalized and will be tabled to the Board for consideration and adoption.

5.3.3. Enhancements of the DotAsia budget framework.

5.4. Satish BABU presented the BCC Chair Remarks as the Chair of Board Community Projects Committee.

5.4.1. DotAsia's expressed Vision and Mission statements (https://www.dot.asia/dotasia-organisation/about-dotasia/#visionmission) were reviewed and reaffirmed in Oct 2019.

5.4.2. The DotAsia Core Values and Core Competencies developed by DotAsia Team are being reviewed and will be tabled to the Board for formal consideration and adoption.

5.4.3. Stocktaking of community projects undertaken by DotAsia and the development of Social Impact Assessment (SIA) and measurements are being considered.

6. DotAsia Highlights 2019

6.1. DotAsia Team reported on the development of the .Asia Registry as well as community projects supported by DotAsia.

7. .Asia Registry Technical Updates (Afilias)

7.1. .Asia Registry Technical Update was presented by Joseph YEE of Afilias.

8. Financial Report (Fiscal Year: Oct 1, 2018 – Sep 30, 2019)

8.1. Audited Financials of the DotAsia group (including DotAsia Organisation, DotAsia Foundation and DotAsia's associates/ subsidiaries) for the accounting period ending Sep 30, 2019 were presented by the DotAsia team.

8.2. It was highlighted that the DotAsia Foundation is the charity arm of DotAsia Organisation. DotAsia Organisation injects funds into DotAsia Foundation to subsidize its operation, which supports DotAsia community initiatives.

9. Strategic Plans & Direction 2020

9.1. The Draft Budget 2020 Allocation was presented to Members.

9.2. It was highlighted that since 2012 DotAsia engaged in the ICANN new gTLD program and supported a number of new gTLDs with a vision to contribute its knowledge and experience from the ICANN process to support new gTLD applications. It was further noted that as the ICANN applications and related processes for the new gTLDs supported are successfully completed, the historical mission of DotAsia in new gTLDs may be coming to a closure. DotAsia will focus on reprioritization in 2020 by ensuring that the fundamental values of DotAsia being Asia Pacific at heart, economically viable, and community driven are met.

10. **Open Discussions**

10.1. Dr. Tham Yiu Kwok raised a comment that a new member's right on nominating candidates for Board Elections may have been denied during the concerned period mentioned in Discussion Item 3.9 if the DotAsia M&A was not properly implemented. It was reiterated that the DotAsia M&A Article 40(b) was incorporated into the Board Elections Procedures 2020 and complied with, and it was confirmed that no new Members were added during the concerned period.

11. **Adjournment**

11.1. The DotAsia AGM 2020 was duly adjourned at around 18:08 Melbourne time.