

DotAsia Board Governance Committee (BGC) Meeting Minutes

Date(s) & Time:	September 05, 2023 (Tue) 14:00 PM – 15:01 PM (HKT)
Location:	DotAsia Zoom Meeting Room: <a href="http://aji.asia/zoomboardgov">http://aji.asia/zoomboardgov</a>
Attendees:	Satish BABU Jordan CARTER Edmon CHUNG Maureen HILYARD Akinori MAEMURA  Phyo Thiri LWIN (DotAsia Team)  Apologies: Nicole CHAN  Absent: Joel DISINI

No.	Action Items:	Owner	Remarks
G2023.05.A01	Study practices of other organizations regarding remedies to violation of code of conduct.	Edmon CHUNG	To be presented to Complaints Committee.
G2023.07.A01	Putting Election Reform Board Paper on Google Doc	Edmon CHUNG/ BoardSec	Completed.
G2023.09.A01	Finalized draft version of the amendments to DotAsia Articles of Association for Members.	Edmon CHUNG/ BoardSec	Completed.

**Discussions:**

**1. Roll Call**

- 1.1. Satish BABU chaired the BGC meeting on September 05, 2023.
- 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 (August 22, 2023)**

- 2.1. Draft 1 of BGC meeting minutes 2023.08.22 and action items were presented.

- 2.2. BGC meeting minutes 2023.08.022 adopted.

### **3. Articles of Association Amendments and Board Election Procedures**

- 3.1. An updated Board Paper for the amendments to the DotAsia Articles was presented. It was highlighted that an additional section on risk consideration and mitigations was included.
- 3.2. A rough timeline of the adoption of the proposed amendments to the DotAsia Articles in relation to the Board Elections Procedures was presented.
- 3.3. A question was raised about access to the document on Google drive. It was noted and explained that a word document version of the same had also been circulated.
- 3.4. A suggestion was raised on planning to circulate the draft amendments to Members immediately after the F2F meeting on the 19th of Sep. It was agreed that the draft should be circulated to members for feedback as soon as possible after the F2F meeting.
- 3.5. A suggestion was made regarding the circulation of this draft document on 19<sup>th</sup> of September right after Board meeting instead of 22<sup>nd</sup> of September. So, it was revised accordingly. (G2023.09.A01)
- 3.6. A draft resolution for consideration by the Board was presented and reviewed.
- 3.7. A question was raised on the process for the Board to propose the amendments to the DotAsia Articles to the Members. It was clarified that a major majority resolution by the Board was required and that in the past the threshold for such resolution was understood to be 75% of Board Directors present at a quorate Board meeting.
- 3.8. The process of an EGM for the adoption of the proposed amendments to the DotAsia Articles was discussed. It was noted that a virtual meeting via zoom would be acceptable for such meeting. It was further noted that the eligibility of member representatives at a Members' meeting be better established. Legal advice on the matter should be sought.
- 3.9. The changes from the current DotAsia M&A to the updated Companies Registry template due to the Companies Ordinance update in 2014 was presented. It was highlighted that certain provisions are added based on the Companies Registry template in accordance with the Companies Ordinance requirements, and that for the removal of Board Directors, legal advice received noted that regardless of the DotAsia Articles specification, an ordinary resolution would be upheld by the Companies Ordinance. Hence it is recommended that the DotAsia Articles specifications be updated from requiring a "special resolution" to an "ordinary resolution".
- 3.10. There was a discussion about EGM and members vote to adopt the updated version of Governance framework. It was noted to be held the EGM in the virtual format using Zoom Platform.