

DotAsia Board / Governance / Policy Document:		Doc ID:	BGC-004
DotAsia Board Elections Procedures			
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NOTE: (THIS SECTION IS INCLUDED FOR CONTINUITY FROM BEP2021 AND WILL BE REMOVED IN THE NEXT DRAFT)

Since the first DotAsia Board Elections in 2008 (<https://www.dot.asia/dotasia-board-elections-2008/>) this set of procedures have been updated for each election with a process of drafting through the DotAsia Board, public comments process inviting members' participation, and finalization by the DotAsia Board. This year, the procedures have been updated more substantially based on the feedback from AGM 2020 (<https://www.dot.asia/dotasia-files/board/meeting-minutes/agm/DotAsia-AnnualGeneralMeetingMinutes-20200217.pdf>), the governance enhancements (<https://www.dot.asia/dotasia-announces-organizational-governance-enhancements/>), as well as feedback from the Advisory Council and DotAsia Members. It has also been suggested that this document be separated into a more stable portion with the election process that will not expected to be updated as frequently as annually, and another portion, including dates and Directors whose terms are expiring, etc., which are expected to be updated annually. Given the substantive changes this year (2021) from last (2020), this procedures will remain in the "old" format such that Members can better follow the changes from previous years, with the Board Elections Procedures for 2022 expected thereupon to be established with two documents as suggested.

This document sets out the rules and procedures for the DotAsia Organisation Board Elections. The general specifications have been laid out in the Memorandum and Articles of Incorporation. This document provides clarifications, interpretations and additional details for the implementation of the Board Elections for DotAsia.

Each eligible Member may nominate, second and vote for an individual as a candidate in the Board Elections. Each eligible Member may make a total number of nominations, seconds and votes which is equal to the number of vacancies to the Board for the relevant category (Sponsor Member and Co-sponsor Member). Voting ballots are non-transferrable and a maximum of one vote can be applied to any candidate on a ballot.

The candidate receiving the greatest number of votes in his/her favour within his/her category will be declared to be elected to the Board for such category. Elected Directors representing each category shall serve on the board for 2 years.

1. Memorandum and Articles of Association

The Board Elections Procedures (BEP) are consistent and comply with the clauses as set out in the Memorandum and Articles of Association ("M&A") of DotAsia Organisation Limited ("DotAsia").

2.1. Term of Elected Directors

According to the M&A, Article 37, the terms for the elected Directors will be determined as follows:

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“...all Directors serve on the Board for two (2) years and expire upon the conclusion of an annual general meeting. If such annual general meeting concludes within ninety (90) days of, before or after, the completion of two (2) years served by the Director, the term of the Director shall expire upon the conclusion of such annual general meeting. Otherwise, the Director shall serve until the next annual general meeting after the two (2) years served.”

2.2. Nomination of Candidates

According to Article 40 (a) of the M&A:

“Each candidate standing for election to the Board for each category of Members must be a natural person proposed by an existing Member of the Company and seconded by another existing Member of the Company. Both proposer and the seconder must be from the same category of Members as the category for which the candidate is standing for election.”

Furthermore, Article 40 (c) of the M&A specifies that:

“A candidate for election to the Board cannot stand for more than one category of Members at the same election.”

2.3. Voting by Members

As described in Article 40 (d) of the M&A, if on the close of the nomination period, the number of candidates standing for election is equal to or less than the number of vacancies for such category, no voting would be required. Where voting is necessary, the requirements are specified in the M&A, Article 40 (e)-(g) as follows:

“(e) If the number of candidates standing for election to the Board for a category is greater than the number of vacancies in the Board for such category, the election to the Board shall be made by way of a ballot.

(f) Each Member of a category is entitled to a number of votes which is equal to the number of vacancies to the Board for the relevant category. No Member so voting may cast more than one (1) vote in favour of each candidate.

(g) The candidate receiving the greatest number of votes in his favour within his category will be declared to be elected to the Board for such category. In case of an equality of votes, the election shall be decided by way of lot.”

2. Rules and Procedures

In addition to the specifications already laid out in the M&A, this section will provide further details to the election rules, procedures and requirements.

For clarification purpose, in accordance with the DotAsia M&A, all elected Directors representing each category shall serve in the capacity as individuals on the DotAsia Board. A candidate standing for

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election to the Board must be proposed and seconded by an existing Member of the Company, however the elected Director shall serve as an independent individual representing the Members as a collective. For the avoidance of doubt, candidates and elected Directors do not need to be a staff or a representative of any particular Member.

2.1. Nomination

In order to be eligible to propose or to second a nomination for a candidate, a Member must be listed on the DotAsia website, at: <http://www.dot.asia/dotasia-organisation/community-governance/> on or before the opening of the Nomination Period, as specified in Section 3 below.

In addition to the specifications as set out in the M&A and described in section 1.3 above, each Member of a category is entitled to make a total number of nomination proposals equal to the number of vacancies to the Board for the corresponding category. Similarly, each Member of a category is entitled to make a total number of seconds, which is equal to the number of vacancies to the Board for the corresponding category.

The Board Secretariat shall work under the supervision of the Board Secretary on the administration of the Board Elections. Nominations, including the proposer and the seconder shall be submitted via email by the Member to the Board Secretariat at [DotAsiaBoardElection\[at\]gmail.com](mailto:DotAsiaBoardElection@gmail.com). Before the Nomination Period, the Board Secretariat will send a notice to all members indicating the operational email address on the Board Secretariat's record. Members may notify the Board Secretariat to confirm or update the email address from which a Member would be using to make nominations, seconds, and to cast votes. A member is not required to respond if there is no change to the email address, and in such case the Board Secretariat will continue to utilize the email address on record until further instructions and confirmation from a member. If a member is considered unreachable, for example when the outreach email from the Board Secretariat is undeliverable to all the contacts listed for the member, then efforts should be made to identify reachable contacts for that member, and cases reported to the Board if still no contacts are available after such efforts. All submissions will be confirmed by the Board Secretariat by email back to the submitter and thereupon a confirmation reply email from the submitter must be received by the Secretary to complete the confirmation.

If a submission is received from an email address other than the email address on record for a Member, DotAsia will email all representatives of the Member that are on its members mailing list, and such submission will be considered valid if confirmation is received from the voting representative or no objection is received from any representatives of the Member by the end of the nomination period.

A template for the nomination proposer and seconder is included in Appendix A.

Once a nomination and a second is received for a specific candidate, the Board Secretariat will email the candidate for his/her confirmation of acceptance of candidacy. Such email will also include an information package detailing the roles and fiduciary responsibilities of being a DotAsia Board director (as included in the DotAsia Board Governance Framework – <https://dot.asia/BGC-001>, Code of Conduct – <https://dot.asia/BGC-002> and Board Confidentiality Guidelines) for the candidates reference. Each candidate is requested to confirm his/her willingness to act in

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accordance with these provisions by return email, as well as their nomination and their willingness to serve as a DotAsia Board director, if elected.

Elected Board directors are obliged to act in accordance with the DotAsia M&A (<https://www.dot.asia/dotasia-memorandum-articles-of-incorporation/>) and in accordance with relevant provisions of the Companies Ordinance in Hong Kong as they apply to Board directors of a Hong Kong corporation. Accordingly, each candidate should be prepared, if elected to the DotAsia Board, to serve as an individual, not as a representative of any other party, and as a member of the DotAsia Board, must act at all times in the best interests of DotAsia.

DotAsia Organisation has a charity arm, namely DotAsia Foundation, and both entities are governed and operated as one organization. Both organizations are setup as not-for-profit limited-by-guarantee corporations, while DotAsia Foundation has obtained a charity status. For accounting and corporate purposes, DotAsia Organisation is the “parent” organization which operates the .Asia gTLD registry, and is the sole member of DotAsia Foundation. The Board Community Projects Committee of DotAsia oversees the charitable community activities of DotAsia, and such activities are carried out under DotAsia Foundation. Given this corporate background, the candidate is to be reminded that, being a director of DotAsia means that s/he will be a director of DotAsia Organisation Limited as well as a director of DotAsia Foundation Limited.

All nominations and seconds must be submitted before the end of the nomination period, and all confirmation procedures, including confirmation on nomination/second and acceptance of candidacy must be completed within 48 hours following the end of the nomination period in order for the nomination to be considered effective.

During the Nomination Period, the Board Secretariat will provide Members updates on nominations and seconds on a weekly basis. Under the guidance of the Elections Committee, more updates will be provided in between the weekly updates, if it is considered useful based on level of nomination activities. A web link will also be provided to members showing updates on nominations, seconds and acceptances, as they are received. The Board Secretariat will only display to Members one Nominator and one Secunder even if multiple nominations and/or seconds are received. If more than one nomination is received for a specific candidate, the first nominator will be considered the Nominator and the second nominator will be considered a Secunder. If more than one seconds are received for a specific candidate, the first secunder will be considered the Secunder and subsequent seconds received will not be displayed.

In the case where a fraudulent or defective nomination is received and confirmed by the proposer, the Board Secretariat shall notify the Election Committee and the Board and the disqualification of such nomination shall be determined by resolution of the Board.

In accordance with the M&A Article 40 (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.”

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The nomination results, along with the nominations, secondings and candidacy acceptances, undersigned and endorsed via emails by the proposers, seconders and candidates respectively (“Nominations Report”), will be submitted to the Board not less than fourteen (14) but not more than twenty-eight (28) days before the day appointed for the AGM.

2.2. Voting

In the case where voting is necessary, in order to be eligible to cast a ballot for the Board Elections, a Member must be listed on the DotAsia website, at: <http://www.dot.asia/dotasia-organisation/community-governance/> on or before the opening of the Voting Period, as specified in Section 3 below.

The voting process will be done through a third-party online voting platform. At the opening of the Voting Period, the voting credentials will be emailed to the voting representative of each eligible Member. Eligible Members should cast their vote online during the voting period. Voting ballots are non-transferrable and a maximum of one vote can be applied to any candidate on a ballot.

2.3. Election Chair, Election Committee and Third Party Scrutineer

The DotAsia Board will appoint an independent individual to be the Election Chair and 2 other Election Committee members to oversee the election process, declare the election results and resolve disputes. Only elected members of the Board not standing for election in this election (or those who are not Board members) may serve on the Election Committee.

The two individuals, one from the Sponsor Members community to be recommended by the Board, the other from the Co-Sponsor Members community to be suggested by the Advisory Council, who have no direct conflict of interest in the elections will be appointed to examine the nomination and voting processes. The individual invited from the Sponsor Members community shall be responsible for examining the processes of the elections for the seat(s) to be returned by the Co-Sponsor members, while the individual invited from the Co-Sponsor Members community shall be responsible for examining the processes of the elections for the seat(s) to be returned by the Sponsor members.

If the elections proceed into voting, DotAsia will also appoint a third party scrutineer to perform an agreed-upon procedures on the voting results. The Election Committee and the third-party scrutineer will have access to the voting ballots to perform their monitoring and agreed procedures.

The third-party scrutineer will perform the following procedures:

1. Report on the third-party online voting platform by reviewing the third-party online voting platform.
2. Obtain the results of the votes cast for the Board election, included in the poll results from the third-party voting platform, and will check the additions of the voting totals included in the summary.

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3. Obtain email confirmation from voters and compare the individual details of votes cast included in the summary to the email confirmation received.

The third-party scrutineer's work will be carried out in accordance with the early adoption of Hong Kong Standard on Related Services (HKSRs) 4400 (Revised) "Engagements to Perform Agreed-upon Procedures" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The report will be provided for the information of the Election Committee members, DotAsia Board and DotAsia Members only and it should not be copied, referred to or disclosed in whole or in part to any other persons and the third-party scrutineer will expressly disclaim any liability to any such party in this respect.

2.4. Dispute Resolution

Any complaint, disputes and appeals regarding the conduct of the election must be lodged in writing with the Election Chair ([dotasiaelectioncommittee\[at\]gmail.com](mailto:dotasiaelectioncommittee@gmail.com)). Such notices must be lodged no later than 96 hours after the closing of the Voting Period or the Nomination Period if no voting is required. The dispute resolution process is intended for complaints and appeals against the process and not the results of the election.

Members may lodge notices of a dispute and appeals through their voting representatives. Candidates may lodge a notice of dispute directly with the Election Chair. No other party is entitled to lodge a notice of dispute.

The Election Chair, in consultation with the Election Committee, will resolve the dispute at his or her discretion. The Election Chair will provide notice of all lodged disputes and the Election Chair's decision before announcing the election results.

2.5. Report of Election Results

According to Article 18 of the M&A:

"The quorum for a general meeting shall be ten (10) or 50 percent of the total number of Members (whichever is less) and the quorum must continue to be present throughout the meeting. A member may attend a meeting in person or via available electronic means including telephone conference or video conference."

In accordance with section 2.3 above, the results of the Board Elections will be declared by the Election Chair and reported at the upcoming AGM.

For the purposes of quorum for a General Meeting, Members listed on the DotAsia website, at: <http://www.dot.asia/dotasia-organisation/community-governance/> shall be considered.

2.6. Geographical Diversity Requirement

In addition to the maximum number of Directors to be returned from each category, a geographical diversity requirement is specified in Article 33. of the M&A:

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“Among the eight (8) Directors elected by the Sponsor Members, there shall be at least one (1) Director from each of the four (4) areas within the Pan-Asia and Asia Pacific region, namely, North and Northeast Asia, South and Southeast Asia, Middle East, Asia Minor and Eurasia and, Australia and Pacific.”

A more detailed description of the 4 areas (“Sub-Regions”) and the corresponding economies and countries included is provided in Appendix B.

A candidate will need to declare his/her Sub-Region based on his/her nationality or residency, and such declaration shall be made when the candidate accepts his/her candidacy.

In the case where upon the expiration of the term for the Directors at an AGM, no Director coming from a Sub-Region remains, and only one candidate is nominated from that Sub-Region by the close of the nomination period, by interpretation of Article 40(d), the nominated candidate shall be deemed to be elected.

In the case where upon the expiration of the term for the Directors at an AGM, no Director coming from a Sub-Region remains, and no candidate is nominated from that Sub-Region by the close of the nomination period, the Board shall make a suggestion of an individual satisfying the Geographical Diversity Requirement to Sponsor Members for their consideration. Thereupon, and before the close of the voting period, an eligible Sponsor Member should propose and another eligible Sponsor Member should second the nomination for a candidate who must also accept such nomination to allow for the candidate to be officially accepted.

2.7. By-Election in case of Vacancies

According to Article 40(d) of the M&A:

“If there is any vacancy in the Board for any categories of Members, such vacancy shall be filled by a by-election by the Members of such category within one month of the occurrence of such vacancy in accordance with procedures set out in this Article 40.”

In the case where the total number of elected board members is less than the vacancies in a particular category, the Board shall make suggestions of individuals to be considered by the Members in the particular category. Thereupon an eligible Member should propose and another eligible Member should second the nomination for a candidate who must also accept such nomination to allow for the candidates to be officially accepted. Members in the particular category may also nominate additional candidates in the by-election nomination period.

In the case a by-election is required, the following time schedule should be used:

- Day 0 – Identification and determination of a vacancy by the Board
- Day 1 – Extraordinary General Meeting called for Day 30
- Day 3 – Nomination Period Begins (5 days)
- Day 8 – Nomination Period Ends
- Day 22 – Voting Period Begins (if necessary, 5 days)
- Day 27 – Voting Period Ends
- Day 30 – Extraordinary General Meeting (if necessary)

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Appendix A

*The following form/text may be used by a **proposer to nominate a candidate**:*

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Subject: DotAsia Board Elections Nomination

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Dear DotAsia Board Secretariat,

Our organization is proposing a nomination in the DotAsia Board Elections 2021, with the following details:

Proposing Organization’s Name:	
Member Category:	[Sponsor Member or Co-Sponsor Member]
Candidate’s Name:	
Candidate’s Email Address:	

Sincerely,

_____ (Name of Voting Representative)
 _____ (Title/Position)
 _____ (Organization)

=====

*The following form/text may be used by a **second in the nomination of a candidate**:*

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Subject: Seconding of a Nomination for the DotAsia Board Elections

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Dear DotAsia Board Secretariat,

_____ (Member), will second the nomination of: _____ (Candidate) proposed by _____ (proposer) to run as a candidate in the [Sponsor Member / Co-Sponsor Member] category of the DotAsia Board Elections in 2021.

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Our organization is seconding a nomination in the DotAsia Board Elections 2021, with the following details:

Seconding Organization's Name:	
Proposing Organization's Name:	
Member Category:	[Sponsor Member or Co-Sponsor Member]
Candidate's Name:	

Sincerely,

_____ (Name of Voting Representative)
 _____ (Title/Position)
 _____ (Organization)

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Appendix B

The DotAsia “Sub-Regions” are defined as the following 4 Areas:

1. North and Northeast Asia (North & East Asia)
2. Middle East, Asia Minor and Eurasia (Middle East & Western Asia)
3. South and Southeast Asia (Central & South East Asia)
4. Australia and Pacific (Australia & Pacific Asia)

The included economies and countries along with the corresponding categorization for the table below are based on the following 3 sources:

*Economies in ICANN AP Region (<http://www.icann.org/montreal/geo-regions-topic.htm>)

**Based on: <http://unstats.un.org/unsd/methods/m49/m49regin.htm>

***Middle East based on: <http://www.un.org/Depts/Cartographic/english/htmain.htm>

Economy / Country*	TLD	DotAsia SubRegion	UN**	Middle East***
China	CN	North East Asia	Eastern Asia	
Hong Kong	HK	North East Asia	Eastern Asia	
Japan	JP	North East Asia	Eastern Asia	
Macau	MO	North East Asia	Eastern Asia	
Mongolia	MN	North East Asia	Eastern Asia	
North Korea	KP	North East Asia	Eastern Asia	
South Korea	KR	North East Asia	Eastern Asia	
Taiwan	TW	North East Asia	N/A	
Afghanistan	AF	Middle East & Western Asia	South-central Asia	Middle East
Armenia	AM	Middle East & Western Asia	Western Asia	
Azerbaijan	AZ	Middle East & Western Asia	Western Asia	
Bahrain	BH	Middle East & Western Asia	Western Asia	Middle East
Cyprus	CY	Middle East & Western Asia	Western Asia	Middle East
Georgia	GE	Middle East & Western Asia	Western Asia	
Iran	IR	Middle East & Western Asia	South-central Asia	Middle East
Iraq	IQ	Middle East & Western Asia	Western Asia	Middle East
Israel	IL	Middle East & Western Asia	Western Asia	Middle East
Jordan	JO	Middle East & Western Asia	Western Asia	Middle East
Kuwait	KW	Middle East & Western Asia	Western Asia	Middle East
Lebanon	LB	Middle East & Western Asia	Western Asia	Middle East
Oman	OM	Middle East & Western Asia	Western Asia	Middle East
Palestinian Territories	PS	Middle East & Western Asia	Western Asia	Middle East
Qatar	QA	Middle East & Western Asia	Western Asia	Middle East
Saudi Arabia	SA	Middle East & Western Asia	Western Asia	Middle East
Syria	SY	Middle East & Western Asia	Western Asia	Middle East
Turkey	TR	Middle East & Western Asia	Western Asia	Middle East
U.A.E.	AE	Middle East & Western Asia	Western Asia	Middle East
Yemen	YE	Middle East & Western Asia	Western Asia	Middle East
Bangladesh	BD	Central & South East Asia	South-Central Asia	
Bhutan	BT	Central & South East Asia	South-Central Asia	
Brunei	BN	Central & South East Asia	South-Eastern Asia	
Burma (Myanmar)	MM	Central & South East Asia	South-Eastern Asia	
Cambodia	KH	Central & South East Asia	South-Eastern Asia	

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Economy / Country*	TLD	DotAsia SubRegion	UN**	Middle East***
India	IN	Central & South East Asia	South-Central Asia	
Indonesia	ID	Central & South East Asia	South-Eastern Asia	
Kazakhstan	KZ	Central & South East Asia	South-Central Asia	
Kyrgyzstan	KG	Central & South East Asia	South-Central Asia	
Laos	LA	Central & South East Asia	South-Eastern Asia	
Malaysia	MY	Central & South East Asia	South-Eastern Asia	
Maldives	MV	Central & South East Asia	South-Central Asia	
Nepal	NP	Central & South East Asia	South-Central Asia	
Pakistan	PK	Central & South East Asia	South-Central Asia	
Philippines	PH	Central & South East Asia	South-Eastern Asia	
Singapore	SG	Central & South East Asia	South-Eastern Asia	
Sri Lanka	LK	Central & South East Asia	South-Central Asia	
Tajikistan	TJ	Central & South East Asia	South-Central Asia	
Thailand	TH	Central & South East Asia	South-Eastern Asia	
Timor-Leste	TL	Central & South East Asia	South-Eastern Asia	
Turkmenistan	TM	Central & South East Asia	South-Central Asia	
Uzbekistan	UZ	Central & South East Asia	South-Central Asia	
Vietnam	VN	Central & South East Asia	South-Eastern Asia	
Antarctica	AQ	Australasia & Pacific	N/A	
Australia	AU	Australasia & Pacific	Oceania	
Christmas Island	CX	Australasia & Pacific	N/A	
Cocos (Keeling) Islands	CC	Australasia & Pacific	N/A	
Cook Islands	CK	Australasia & Pacific	Oceania	
Fiji	FJ	Australasia & Pacific	Oceania	
Heard Island and McDonald Islands	HM	Australasia & Pacific	N/A	
Kiribati	KI	Australasia & Pacific	Oceania	
Marshall Islands	MH	Australasia & Pacific	Oceania	
Micronesia, Federated States of	FM	Australasia & Pacific	Oceania	
Nauru	NR	Australasia & Pacific	Oceania	
New Zealand	NZ	Australasia & Pacific	Oceania	
Niue	NU	Australasia & Pacific	Oceania	
Norfolk Island	NF	Australasia & Pacific	Oceania	
Palau	PW	Australasia & Pacific	Oceania	
Papua New Guinea	PG	Australasia & Pacific	Oceania	
Samoa	WS	Australasia & Pacific	Oceania	
Solomon Islands	SB	Australasia & Pacific	Oceania	
Tokelau	TK	Australasia & Pacific	Oceania	
Tonga	TO	Australasia & Pacific	Oceania	
Tuvalu	TV	Australasia & Pacific	Oceania	
Vanuatu	VU	Australasia & Pacific	Oceania	