

DotAsia Organisation Policies & Processes			
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Executive Summary			

This document sets out the rules and procedures for the DotAsia Organisation Board Elections in 2008. 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 first 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).

The vacancies in this Board Election for each Member category are:

- Sponsor Member: 8
- Co-Sponsor Member: 2

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. In this first Board Elections, half of the elected Directors representing each category who received most votes shall serve on the board for 2 years. The remaining elected Directors shall serve for 1 year.

The timeline for the elections is as follows:

- April 2, 2008 (Wed) – Nomination Period Begins (2 weeks)
- April 16, 2008 (Wed) – Nomination Period Ends
- April 30, 2008 (Wed) – Voting Period Begins (2 weeks)
- May 14, 2008 (Wed) – Voting Period Ends
- May 21, 2008 (Wed) – Extraordinary General Meeting (If Necessary)
- June 6, 2008 (Fri) – New elected Board assumes office

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Policy

1 Memorandum and Articles of Association

The Board Elections are consistent and comply with the clauses as set out in the Memorandum and Articles of Association (“M&A”) of DotAsia Organisation Limited (“DotAsia”), incorporated on the 12th day of September, 2006.

1.1 Timeframe of Board Elections

According to the M&A, Article 36:

“All the first Directors will retire within 18 months after the date of execution of the contract between Internet Corporation for Assigned Names and Numbers (“ICANN”) and the Company granting the Company the right to operate the registry of .Asia”

Subsequently, the Registry Operator Agreement for .ASIA was executed between DotAsia and ICANN on December 6, 2006. As such, the first Directors shall retire on or before June 6, 2008.

1.2 General Meeting for Board Elections

According to the M&A, Article 32:

“Unless otherwise determined by the Company in general meeting, the Board of Directors shall consist of not more than eleven (11) persons. A maximum of eight (8) Directors shall be nominated and elected by the Sponsor Members and a maximum of two (2) Directors shall be nominated and elected by the Co-sponsor Members at the annual general meeting of the Company in accordance with the provisions of Article 40.”

As presented during the Annual General Meeting held in Taipei in conjunction with the APRICOT meetings (Asia Pacific Regional Internet Conference on Operational Technologies), on February 24, 2008, the Board Elections will take place in 2008 between March and May, 2008, satisfying the requirements for the expiration of the first Directors as specified in Article 36 and explained above in Section 1.1. Instead of confirming the elections during the Annual General Meeting therefore, an Extraordinary General Meeting will be called and held in May 2008 to confirm, if necessary, the results of the Board Elections.

More specifically, according to Article 40(d):

“If on the close of the nomination period, the number of candidates standing for election to the Board for a category is equal to or less than the number of vacancies for such category, the nominated candidates shall be deemed to be elected.”

As such no further convening of an Extraordinary General Meeting would be required as there would be no voting required.

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1.3 Term of Elected Directors

The Board Elections for 2008 will be the first such held for DotAsia. According to the M&A, Article 34, the terms for the elected Directors will be determined as follows:

“The four (4) elected Directors representing the Sponsor Members who received most votes shall serve on the Board for two (2) years. The remaining elected Director(s) representing the Sponsor Members shall serve on the Board for one (1) year. The elected Director representing the Co-sponsor Members who received most votes shall serve on the Board for two (2) years while the remaining elected Director representing the Co-sponsor Members shall serve on the Board for one (1) year.”

In the case where no voting is necessary, the result will be interpreted based on Article 40(g) where it specifies that: *“In case of an equality of votes, the election shall be decided by way of lot.”* More specifically, the Term for a particular Director, whether 2 years or 1 year will be decided by way of lot.

1.4 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.”

1.5 Voting by Members

As described above in Section 1.3, 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.”

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2 Rules and Procedures

In addition to the specifications already laid out in the M&A, this section will provide some clarifications to the Nomination and Voting rules and procedures. More specifically on the eligibility of Nomination, Voting and participation in the ratification process through the Extraordinary General Meeting. Furthermore, a set of rules for satisfying the Geographical Diversity Requirement as described in Article 33 of the M&A will be described.

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.dotasia.org/about/members.html> 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 1.4 above, Each Member of a category is entitled to make a total number of proposals, which is 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 vacancies in this Board Election for each Member category are:

- Sponsor Member: 8
- Co-Sponsor Member: 2

Before the Nomination Period, the company secretary shall confirm the email address from which a Member would be using to make nominations. Nominations, including the proposer, the seconder as well as the confirmation of the candidate on the acceptance of its candidacy, shall be submitted via email by the Member to the company secretary: secretary@dotasia.org. All submissions will be confirmed by the company secretary 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.

A template of the nomination proposer, seconder and the acceptance of candidacy is included in Appendix A.

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

Furthermore, given, as described in Section 1.3 above, that an Extraordinary General Meeting may be convened, Article 40 (b) will no longer apply. Except, that the nomination proposer, seconder as well as the acceptance of the candidate will be received and confirmed and submitted to the Board not less than fourteen (14) but not more than twenty-eight (28) days before the opening of the Voting Period.

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.dotasia.org/about/members.html> on or before the opening of the Voting Period, as specified in Section 3 below.

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Before the Voting Period, the company secretary shall confirm the email address from which a Member would be using to cast its votes.

At the opening of the Voting Period, the company secretary shall send, via email, ballots to each eligible Member. Ballots shall be casted via email by the Member to the company secretary at an email address to be provided in the ballot, within the Voting Period. All ballots will be confirmed by the company secretary by email back to the Member and thereupon a confirmation reply email from the Member must be received by the company secretary to complete the confirmation.

A template of the voting ballot is included in Appendix B.

In the case where a fraudulent or defective ballot is received and confirmed, the company secretary shall notify the Board and the disqualification of such ballot shall be determined by resolution of the Board.

2.3 Quorum and Ratification 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 the case where voting is necessary, an Extraordinary General Meeting shall be called and convened according to the M&A to ratify the results of the Board Elections.

For the purposes of quorum for a General Meeting, only fully subscribed Members of DotAsia shall be considered. The list of fully subscribed members will be provided to all Members upon the opening of the Voting Period.

2.4 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:

“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-Region”) and the corresponding economies and countries included is provided in Appendix C.

In the case where only one candidate is nominated from a particular 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 no candidate is nominated from a particular 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 an eligible Sponsor Member should propose and another eligible Sponsor Member should second

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the nomination for a candidate who must also accept such nomination to allow for the candidate to be officially accepted.

2.5 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.

The nomination and voting procedures will follow those set out in Sections 1.4, 1.5, 2.1 and 2.2, with the time frame set out in Section 3 below.

3 Board Election Schedule

The development of the Board Elections Procedures:

- March 12, 2008 (Wed) – First Draft of Board Elections Procedures posted for comments
- March 25, 2008 (Mon) – Second (FINAL) Draft of Board Elections Procedures posted
- March 31, 2008 (Mon) – Finalized Board Elections Procedures (this document)

The following is the time schedule for this Board Election in 2008:

- April 2, 2008 (Wed) – Nomination Period Begins (2 weeks)
- April 16, 2008 (Wed) – Nomination Period Ends
- April 30, 2008 (Wed) – Voting Period Begins (if necessary, 2 weeks)
- May 14, 2008 (Wed) – Voting Period Ends
- May 21, 2008 (Wed) – Extraordinary General Meeting (if necessary)
- June 6, 2008 (Fri) – New elected Board assumes office

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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Appendices

Appendix A: Template Nomination Forms

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

=====
Subject: DotAsia Board Elections Nomination
=====

Dear DotAsia Secretary,

_____ (Member) will propose the nomination of: _____ (Candidate) to run as a candidate in the [Sponsor Member / Co-Sponsor Member] category of the DotAsia Board Elections in 2008.

Sincerely,

_____ (Name)

_____ (Title/Position)
_____ (Organisation)

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

=====
Subject: Seconding of a Nomination for the DotAsia Board Elections
=====

Dear DotAsia Secretary,

_____ (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 2008.

Sincerely,

_____ (Name)

_____ (Title/Position)
_____ (Organisation)

=====

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The following form/text may be used by a **candidate to accept a nomination**:

=====

Subject: Acceptance of Nomination for the DotAsia Board Elections

=====

Dear DotAsia Secretary,

I _____ (Candidate) hereby accepts the nomination proposed by _____
 (proposer) and seconded by _____ (seconder), to run as a candidate in the
 [Sponsor Member / Co-Sponsor Member] category of the DotAsia Board Elections

Sincerely,

_____ (Name)
 _____ (Title/Position)
 _____ (Organisation)

=====

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Appendix B: Template Ballot used for Voting

This is a formal email ballot that will be recorded. You may vote via email by replying to this message.

DotAsia Board Election Ballot
SERIAL NUMBER: #####
BALLOT NUMBER: #####
PASSCODE: #####
MEMBER: *****
BALLOT:

(CANDIDATE NAME)
 (CANDIDATE NAME)
 (CANDIDATE NAME)
 ...

BRIEF INSTRUCTIONS:

1. A call for nominations was held between April 2 and April 16, 2008 for [#] vacancy(ies) on the DotAsia Board of Directors in the [Sponsor Member / Co-Sponsor Member] category. A total of [#] qualified nominations were received and confirmed.
2. Each [Sponsor Member / Co-Sponsor Member] should fill out the ballot received and should either return it by email to *****@DotAsia.Org. Please do not copy your returned ballot to any list.
3. All ballots must be received no later than Wednesday, May 14, 2008 24:00 UTC.
4. Please edit the ballot above to make the appropriate selections by putting an "X" between the "[]" characters in the choices above, and return the email as a PLAIN TEXT message. It is important that your email client be configured to send TEXT only. HTML, or any other format, will likely not be correctly parsed. It is also important to do no other editing of the reply except for the addition of the 'X' characters.
5. You may only cast a total number of votes equal to the number of vacancies in your category. Ballots containing a total number of votes more than that will be disqualified and discarded.
6. You will receive a confirmation email from the company secretary. At which time, you must reply to the confirmation retaining the entire content of the confirmation email you received.
7. If you have any difficulties, please contact the DotAsia Secretary: secretary@dotasia.org

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Appendix C: Description of Sub-Regions

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	
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	

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Economy / Country*	TLD	DotAsia SubRegion	UN**	Middle East***
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	

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