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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 2017. 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 2017 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 the Board Elections 2017 for each Member category are:

- Sponsor Member: 4
- Co-Sponsor Member: 1

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 Board Elections, all elected Directors representing each category shall serve on the board for 2 years.

The timeline for the elections is as follows:

- December 7, 2016 (Wed) – Nomination Period Begins (5 weeks)
- January 11, 2017 (Wed) – Nomination Period Ends
- January 25, 2017 (Wed) – Voting Period Begins (2 weeks)
- February 8, 2017 (Wed) – Voting Period Ends
- February 26, 2017 (Sun) – Annual General Meeting
- February 26, 2017 (Sun) – New elected Board members assume 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”).

1.1 Timeframe of Board Elections

According to the M&A, Article 37:

“...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”

Based on this clause, 4 Directors representing the Sponsor Members and 1 Director representing the Co-Sponsor Members who were elected on the March 1, 2015 Annual General Meeting (“AGM”) with 2-year term, shall retire on or before the upcoming AGM which is scheduled to be held on February 26, 2017. Directors whose current term is to be expired on February 26, 2017:

Director	Representing	From Sub-Region
Atsushi ENDO	Sponsor Members	North and Northeast Asia
Xiaodong LEE	Sponsor Members	North and Northeast Asia
LIM Choon Sai	Sponsor Members	South and Southeast Asia
Dr. THAM Yiu Kwok	Sponsor Members	North and Northeast Asia
Tommy MATSUMOTO	Co-Sponsor Members	N/A

Further details of the Board Elections 2016 can be found at: <http://www.dot.asia/dotasia-board-elections-2016>.

1.2 Term of Elected Directors

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

“...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

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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'

1.3 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."

1.4 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 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 Annual 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.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 1.4 above, each Member of a category is entitled to make a total number of nomination proposals equal to the

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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: 4
- Co-Sponsor Member: 1

Nominations, including the proposer and the seconder shall be submitted via email by the Member to the company secretary: secretary@dot.asia. Before the Nomination Period, the company secretary will send a notice to all members indicating the operational email address on the company secretary's record. Members may notify the company secretary to confirm or update the email address from which a Member would be using to make nominations, seconds, and to cast votes. If no response is received from a member, the company secretary will continue to utilize the email address on record until further instructions and confirmation from a member. 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.

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 company secretary will email the candidate for his/her confirmation of acceptance of candidacy.

During the Nomination Period, the company secretary will from time to time provide to Members an update on nominations and seconds received. The company secretary will only display to Members one Nominator and one Seconder 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 Seconder. If more than one seconds are received for a specific candidate, the first seconder will be considered the Seconder and subsequent seconds received will not be displayed.

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.

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 ten (10) 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.dot.asia/dotasia->

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organisation/community-governance/ on or before the opening of the Voting Period, as specified in Section 3 below.

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, results of the Board Elections will be ratified 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.

2.4 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-Regions”) and the corresponding economies and countries included is provided in Appendix C.

As explained in Section 1.1 above, the remaining Board of Directors from the Sponsor Members category (from the Board Elections 2016) include:

Director	Representing	From Sub-Region
Joel DISINI	Sponsor Members	South and Southeast Asia
Maureen Hilyard	Sponsor Members	Australasia and Pacific
Alireza SALEH	Sponsor Members	Middle East, Asia Minor and Eurasia
Dr. SIR Jae-Chul	Sponsor Members	North and Northeast Asia

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Given that there is one Director from each Sub-Region in the remaining Board of Directors, the geographical diversity requirement will be met, regardless of which Sub-Regions the nominated candidates are from.

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 1.3, 1.4, 2.1 and 2.2, with the time frame set out in Section 3 below.

3 Board Election Schedule

The following is the time schedule for this Board Election in 2017:

- December 7, 2016 (Wed) – Nomination Period Begins (5 weeks)
- January 11, 2017 (Wed) – Nomination Period Ends
- January 25, 2017 (Wed) – Voting Period Begins (2 weeks)
- February 8, 2017 (Wed) – Voting Period Ends
- February 26, 2017 (Sun) – Annual General Meeting (voting results ratification)
- February 26, 2017 (Sun) – New elected Board members 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 2017.

Sincerely,

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

=====
*The following form/text may be used by a **second 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 2017.

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
BALLOT NUMBER: #####
SERIAL NUMBER: #####

MEMBER: *****
BALLOT:

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

BRIEF INSTRUCTIONS:

1. Each [Sponsor Member / Co-Sponsor Member] should fill out the ballot received and should return it by email to secretary@dot.asia. Please do not copy your returned ballot to any list.
2. All ballots must be received no later than Wednesday, Feb 8, 2017 24:00 UTC.
3. Please edit the ballot above to make the appropriate selections by putting an "X" between the "[]" characters in the choices above, and return the ballot by email. It is important to do no other editing of the reply except for the addition of the "X" characters. Note that you may not cast more than 1 vote for each candidate.
4. 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.
5. Upon receiving your completed ballot, the company secretary will send you a confirmation email. At which time, you must reply to the confirmation retaining the entire content of the confirmation email you received.
6. If you have any questions, please contact the DotAsia Secretary: secretary@dot.asia.

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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	

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

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