

Summary of Proposed Amendments to DotAsia Articles of Association

2023.12.28 (2nd Draft)

#	Aspect	Proposed Changes	Objective	Amendment(s)
1.	Term and Rotation	<ul style="list-style-type: none"> ● Modify length of director term from 2 years to 3 years ● Introduce a term limit of 3 consecutive terms ● (As a result) alter the rotation cycle from half (1/2) of elected directors' term expiring each year to one-third (1/3) 	Enhance stability and continuity of knowledge on the DotAsia Board while encouraging new contributors	Article 3(5), 4(2) & 4(3) – c.f. M&A Articles 34, 37 & 38.
2.	Board Composition	<ul style="list-style-type: none"> ● Adjust Sponsor Member seats from 8 to 6 ● Adjust Co-Sponsor Member seats from 2 to 3 ● Add 1 seat to be nominated by a Nomination Committee 	Given the nature of DotAsia as an Asia Pacific regional organization and not local interest focused, to expand participation from regional Internet organizations, and enhance ability to identify and obtain knowledge and skills, especially where there may be gaps, on the Board.	Articles 2(3), 3(3) & 3(5) – c.f. M&A Articles 42, 32 & 34.
3.	Nominee Eligibility Requirements	<ul style="list-style-type: none"> ● Include basic eligibility requirements for persons standing as candidates to the Board: <ul style="list-style-type: none"> ○ Not DotAsia employee ○ Not in breach of Election Code of Conduct established by the Nomination Committee ○ Not a person who would detrimentally impact DotAsia's ability to fulfil its obligations ○ Not a litigant against DotAsia 	Ensure DotAsia Board Directors do not have an inherent and unmanageable conflict of interest.	Article 23(1) – c.f. M&A Article 40(a).

<p>4.</p>	<p>Nomination Committee</p>	<ul style="list-style-type: none"> ● Formation of a Nomination Committee <ul style="list-style-type: none"> ○ All members will be independent, and will be appointed annually, with the decision about who to appoint being made by directors not involved in that particular election To be formed annually for each election by Board Directors not involved in the particular election ○ Include independent individuals from the community and Board Directors as liaison(s) <u>While the Nomination Committee is appointed annually, it is expected that Committee members serve for multiple years for continuity, knowledge and experience on the Nomination Committee</u> ○ <u>No more than 1 person from the same organization shall serve on the Nomination Committee</u> ● Responsibilities of Nomination Committee <ul style="list-style-type: none"> ○ Nominating candidate for appointment by the Board ○ Confirming candidates as eligible nominees ○ Establishing, updating, and enforcing an Election Code of Conduct and a set of Eligibility Assessment Rules ● Powers of Nomination Committee <ul style="list-style-type: none"> ○ Determine the eligibility of a candidate <ul style="list-style-type: none"> ▪ based on the DotAsia Articles (Eligibility Requirements) ▪ based on the Election Eligibility Assessment Rules and Election Code of Conduct ○ Confirming candidates as eligible nominees ○ Establishing, updating, and enforcing a set of Eligibility Assessment Rules and an Election Code of Conduct for Board Elections ○ All members will be independent, and will be appointed annually, with the decision about who to appoint being made by directors not involved in that particular election 	<p>The DotAsia Board will be responsible to establish a Nomination Committee with oversight responsibilities for the Board Elections and appointments.</p>	<p>Articles 23(1) & (2) – c.f. M&A Articles 40(a) & (b).</p>
-----------	-----------------------------	---	--	--

#	Aspect	Proposed Changes	Objective	Amendment(s)
5.	Geographical Diversity Requirements	<ul style="list-style-type: none"> Expand scope of requirement to include the whole Board rather than only within Sponsor Member elected Directors Ensure geographical diversity by specifying that there should be <u>at least</u> 1 director from at least 3 out of 4 sub-regions in Asia Pacific 	Ensure meaningful participation from across a diversity of persons coming from different parts of Asia Pacific.	Article 3(4) – c.f. M&A Article 33.
6.	Transition Considerations	<ul style="list-style-type: none"> Transition period from current election cycle to the proposed term and rotation cycle: <ul style="list-style-type: none"> Current cycle: <ul style="list-style-type: none"> 4 Sponsor Member seats 1 Co-Sponsor Member seat per year Proposed cycle: <ul style="list-style-type: none"> 2 Sponsor Member seats 1 Co-Sponsor Member seat per year (no change) 	Ensure a smooth transition from the current rotation and Board terms to the proposed structure.	Article 4(1) – c.f. M&A Article 36.
7.	Clarifications on “Major majority”, Termination of Membership, and, CEO’s position on the Board	<ul style="list-style-type: none"> Define “major majority” of the Board as 75% in alignment with the Companies Ordinance’s definition on majority beyond a simple majority at 75% for Member resolutions <u>Clarify that the termination of Membership can be initiated by a Member</u> at anytime but is only effective upon confirmation by the primary contact on record <u>Clarify that the Members may by resolution at a General Meeting expel a particular Member</u> Maintaining the status quo, explicitly indicate that the CEO’s position on the Board does not expire and is seated as ex-officio 	Address ambiguities of current text in the DotAsia M&A.	Articles 1, 3(2), 35(1) & 4(2) – c.f. M&A Articles 1, 9, 31 & 37.