



Board Elections <boardelections@board.dot.asia>

## Re: [DotAsia Board Elections] DotAsia Board Elections Nomination

Tue, Apr 9, 2024 at 10:47 AM

To: Board Elections <elections@board.dot.asia>

I confirm the nomination.

Regards,

On Tue, Apr 9, 2024 at 8:25 AM Board Elections <elections@board.dot.asia> wrote:

Dear Member,

To complete your nomination, please reply to this email and confirm at your earliest convenience.

Board Elections Compliance Administrator, on behalf of DotAsia Board Secretariat (Elections Team)

On Tue, Apr 9, 2024 at 10:30 AM [Redacted] wrote:

Dear DotAsia Board Secretariat,

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

Proposing Organization's Name:	South Asian Network Operators Group (SANOG)
Member Category:	Co-Sponsor Member
Candidate's Name:	RUPESH BHAKTA SHRESTHA.
Candidate's Email Address:	[Redacted]

Sincerely,

[Redacted]  
SANOG (Organization)



Board Elections <boardelections@board.dot.asia>

**[DotAsia Board Elections] Re: DotAsia Board Elections 2024 - Seconding**

Tue, Apr 9, 2024 at 12:02 PM

To: Board Elections <elections@board.dot.asia>

"elections@board.dot.asia" <elections@board.dot.asia>

I confirm, thank you.

Best,

**From:** Board Elections <elections@board.dot.asia>

**Date:** Tuesday, 9 April 2024 at 2:01 PM

elections@board.dot.asia <elections@board.dot.asia>

**Subject:** DotAsia Board Elections 2024 - Seconding

Dear Member,

To complete your seconding for Rupesh Bhakta SHRESTHA, please reply to this email and confirm at your earliest convenience.

Board Elections Compliance Administrator, on behalf of DotAsia Board Secretariat (Elections Team)

On Tue, Apr 9, 2024 at 11:56 AM [Redacted] wrote:

Dear DotAsia Board Secretariat,

APNIC will second the nomination of: Rupesh Shrestha proposed by SANOG to run as a candidate in the Co-Sponsor Member category of the DotAsia Board Elections.

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

Seconding Organization's Name:	APNIC
Proposing Organization's Name:	SANOG

Member Category:	Co-Sponsor Member
Candidate's Name:	Rupesh Bhakta Shrestha

Sincerely,



APNIC



Board Elections &lt;boardelections@board.dot.asia&gt;

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**[DotAsia Board Elections] Re: DotAsia Board Elections 2024 - Acceptance of Candidacy - Rupesh Bhakta SHRESTHA**

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Rupesh Shrestha [REDACTED]  
To: Board Elections <elections@board.dot.asia>

Tue, Apr 9, 2024 at 9:26 PM

Dear Election Committee,  
I have marked my confirmations and replied in this email in bold blue highlighted text. Also, I have attached documents requested as attached in conformity to the requirements of the Election. Kindly suggest if anything missing. Thanking you.

Regards,  
Rupesh Shrestha

Dear Rupesh Bhakta SHRESTHA,

You have been nominated by SANOG and seconded by APNIC to run as a candidate in the Co-Sponsor Member category.

An [Election Code of Conduct](#) is put in place by the Nomination Committee in accordance with the DotAsia Articles of Association, which confers upon the Nomination Committee, “the power to establish and enforce an Election Code of Conduct for nominees (including the determination of criteria to satisfy the provisions of Article 23(1)(b)), and the power to exclude a nominee from the relevant election for non-compliance with the Election Code of Conduct.”

**Eligibility of Nominee**

According to Article 23(1) of the DotAsia AA:

*To be eligible to be nominated as a candidate for the Board, a person must:*

- a. *Be eligible to be appointed as a Director of a corporation under the laws of Hong Kong;*
- b. *Have demonstrable participation in community events or activities coordinated, organized or regularly attended by the Company, and/or collaborated with the Company on community events or activities, and/or demonstrate familiarity with the community activities of the Company;*
- c. *Submit a declaration that the person:*
  - i. *Agree to abide by these Articles as well as the rules and procedures governing the relevant election;*
  - ii. *Satisfy all eligibility requirements to be nominated and to stand for election to the board, which if later found to be false or misleading will result in their election being deemed invalid and their term coming to an immediate end;*
  - iii. *Waive any and all claims the nominee may have against the Nomination Committee or its members as set forth in Article 23(1)(g) of these Articles, other than in circumstances where the Nomination Committee has acted in bad faith; and,*
  - iv. *Submit to the decisions of the Nomination Committee, which will be final and binding.*

And that,

*The following persons are not eligible to be nominated as a candidate nor stand for election to the board:*

- d. *An employee of the Company or any of its related entities, unless that person agrees as a condition of their nomination that they will resign from such employment if elected;*
- e. *A person who is involved in current litigation or proceeding against the Company in a court or tribunal (or equivalent) anywhere in the world (or, where the litigant party is an organisation, an individual who is a director, controlling shareholder, or employee of such organisation or its related bodies corporate), except where such litigation or proceeding was commenced by the Company, is not eligible to be nominated nor stand for election to the board;*

Please indicate:

1. If you accept your nomination to stand as a candidate for the DotAsia Board Elections 2024.

I accept.

I do not accept.

2. That you have read, understood the following documents and if elected, you will accept the roles and fiduciary responsibilities of being a DotAsia and DotAsia Foundation Board director and must act at all times in the best interests of DotAsia:

DotAsia Board Governance Framework - <https://dot.asia/BGC-001>

Code of Conduct - <https://dot.asia/BGC-002>

Board Confidentiality Guidelines (included herein below)

I have read and understood the role and fiduciary responsibilities and accept them.

I do not accept.

3. Based on your nationality or residency, your declaration on which Sub-Region in the DotAsia Community you are from (for detailed description of the 4 Sub-Regions and the corresponding economies and countries, please refer to Appendix B of the Board Election Procedure [BEP2024](#)):

North and Northeast Asia (North & East Asia)

Middle East, Asia Minor and Eurasia (Middle East & Western Asia)

South and Southeast Asia (Central & South East Asia)

Australia and Pacific (Australasia & Pacific)

Not in Asia Pacific

4. That you have read, understood the Eligibility of Nominee above and specifically, you will make the declarations set out in Article 23(1) of the [DotAsia AA](#):

v. *Agree to abide by these Articles as well as the rules and procedures governing the relevant election;*

vi. *Satisfy all eligibility requirements to be nominated and to stand for election to the board, which if later found to be false or misleading will result in their election being deemed invalid and their term coming to an immediate end;*

vii. *Waive any and all claims the nominee may have against the Nomination Committee or its members as set forth in Article 23(1)(g) of these Articles, other than in circumstances where the Nomination Committee has acted in bad faith; and,*

viii. *Submit to the decisions of the Nomination Committee, which will be final and binding.*

I have read and agree to making the declaration from Article 23(1)(c) of the DotAsia AA.

I do not agree..

5. To be eligible to be appointed a director of a company in HK, you must:

- (i) Be at least 18 years old;
- (ii) Not be in undischarged bankrupt;
- (iii) Not be subject to a disqualification order; and,
- (iv) Consent to act as a director.

I confirm I am eligible to be appointed as a director of a company in HK.  
 I am not eligible..

6. Please provide example(s) of your participation in community events or activities coordinated, organized or regularly attended by DotAsia, and/or collaborated with DotAsia on community events or activities, and/or demonstrate familiarity with the community activities of DotAsia.

**I have been leading various organizations successfully and in community I have been Chair of SANOG (South Asian Network Operators Group) since 2018 and also working as a CEO of NPIX (Internet Exchange Nepal). Apart from those roles, I have also been Co-chair of APRICOT Fellowship Committee and an Advisory Council member of DotAsia. I have been participating in various APNIC events since 2016. I was co-chair of APNIC Routing Security SIG as the founding member.**

7. Are you an employee of the DotAsia or any of its related entities, or agree as a condition of your nomination that you will resign from such employment if elected.

I confirm I am not an employee of DotAsia.

8. Are you involved in current litigation or proceeding against DotAsia in a court or tribunal (or equivalent) anywhere in the world (or, where the litigant party is an organisation, an individual who is a director, controlling shareholder, or employee of such organisation or its related bodies corporate)?

I confirm I am not in current litigation or proceeding against DotAsia in a court or tribunal (or equivalent) anywhere in the world, or otherwise ineligible to be nominated as a candidate or stand for election to the Board by reason of Article 23(1)(e).

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In order for the Nomination Committee to be more familiar with the candidates, we would like to request for you to submit the below information to us. If you become an eligible candidate, the details will be posted on our elections page (<https://www.dot.asia/board-elections-2024/>) and voting platform for our members' voting considerations:

- Bio (200 words or less) hyperlink of additional bio can be accepted (**attached**)
  - Photo size of 400x400px (headshot) in jpeg (**attached**)
  - Candidacy Statement (**attached**)
  - Statement of Interest (template attached) (**attached**)
  - Optional: Email Address for members to outreach to you for questions/support
- 

**Please indicate your acceptance and provide your personal details to the above at your earliest convenience, and in any event before the end of the Nominations Confirmation Period on April 9, 2024 (Tue).**

Regards,  
Board Elections Compliance Administrator, on behalf of DotAsia Board Secretariat (Elections Team)

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Board Confidentiality Guidelines  
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These Confidentiality Guidelines ("Guidelines") are provided by DotAsia Organisation for the members of its Board of Directors ("Board Members") in specific relation to the receipt and possession of confidential information disclosed to such Board Members in the execution of their duties. These Guidelines shall form part of the Board Members' general duties to DotAsia and applicable alongside with other directors duties prescribed by law.

In this Guideline, DotAsia Organisation, whose registered address is 12/f Daily House, [35-37 Haiphong Road, Tsim Sha Tsui, Hong Kong](#), is the disclosing party ("Disclosing Party"/"DotAsia") and each Member of the DotAsia Board of Directors is the receiving party ("Receiving Party") (each individually a "Party" or collectively the "Parties").

#### 1. Confidential Information.

(a) The term "Confidential Information" as used in these Guidelines means non-public information that the Disclosing Party designates as being proprietary and/or confidential or which, due to its nature or the circumstances under which it is disclosed to the Receiving Party, whether oral, written or in any other medium, ought to be treated as confidential. Confidential Information includes, but is not limited to:

(i) know-how, trade secrets, tools, methods, methodologies, techniques, designs, specifications, computer source code, customer lists, customer information, marketing plans, personnel information, financial information, business strategies, and information relating to released or unreleased software, hardware or technology;

(ii) information received by the Disclosing Party from third parties under confidential conditions which information is identified by the Disclosing Party as being subject to such conditions, and

(iii) the Disclosing Party's "Trade Secrets" which means information which

(a.) derives economic value, actual or potential, from not being generally known to, or readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use, and which is the subject of efforts that are reasonable under the circumstances to maintain its secrecy, or

(b.) is otherwise a trade secret as defined by governing law.

(b) Confidential Information disclosed to the Receiving Party by any Disclosing Party subsidiary, affiliate and/or agents ("Representative") is covered by these Guidelines.

(c) Confidential Information also includes all discussions within the Board of Directors meetings, mailing-lists and other mediums whether oral, written or in any form that has not been published publicly.

(d) The term "Confidential Information" shall not include any information that:

(i) is or subsequently becomes publicly available without the Receiving Party's breach of any obligation owed the Disclosing Party;

(ii) became known to the Receiving Party prior to the Disclosing Party's disclosure of such information to the Receiving Party;

(iii) became known to the Receiving Party from a source other than the Disclosing Party other than by the breach of an obligation of confidentiality owed to the Disclosing Party; or

(iv) is independently developed by the Receiving Party as evidenced by its written records.

## 2. Use of Confidential Information and Obligations. Subject to the exception stated in Section 3 below:

- (a) The Receiving Party shall keep the Disclosing Party's Confidential Information confidential and shall use all reasonable efforts to preserve the secrecy and confidentiality of the Confidential Information, including without limitation, implementing reasonable physical security measures and operating procedures, and shall not disclose such Confidential Information to any third party.
- (b) The Receiving Party agrees not to make copies of any Confidential Information without the prior written approval of the Disclosing Party.
- (c) The Receiving Party shall return all originals, copies, reproductions and summaries of Confidential Information at the Disclosing Party's request, or at the Disclosing Party's option, certify destruction of these materials.
- (d) The Receiving Party may not reverse engineer, decompile or disassemble any software, hardware or technology disclosed to the Receiving Party.
- (e) The Receiving Party shall use such Confidential Information solely for the purposes of promoting the objects of DotAsia in the interest of DotAsia.
- (f) Further to 1(b) and 2(b) above, any Board Member who engages with an assistant, agent or otherwise ("Representative"), may provide them with access to Confidential Information in the execution of their duties but must firstly disclose such engagement to DotAsia before the access is granted. The Board Member shall then be responsible for ensuring that such person(s) keep the Confidential Information in strict confidence in accordance with these Guidelines, including but not limited to Section 2(c) on the return and destruction of materials.

## 3. Exception and Limitations.

- (a) **Compliance with Legal Requirements.** In the event that the Receiving Party is required by law, regulation or court order to disclose any of the Confidential Information, the restrictions on the Receiving Party laid down in Clause 2 hereof shall not apply and the Receiving Party shall notify the Disclosing Party promptly so that the Disclosing Party may seek a protective order or other appropriate remedy. Regardless of whether such protective order or other remedy is obtained, the Receiving Party shall furnish only that portion of the Confidential Information which is required, and will exercise all reasonable efforts to obtain reliable assurance.
- (b) The Receiving Party's obligations hereunder shall not apply to such portions of the Confidential Information which:
  - (i) are or have become generally available to the public (other than as a result of a disclosure by a Receiving Party or its Representatives in violation of these Guidelines or any other obligations of such person or entity),
  - (ii) are or have become available to the Receiving Party on a non-confidential basis from a source which is entitled to disclose it,
  - (iii) were in the possession of the Receiving Party prior to the date of receipt of the Confidential Information and which were not acquired or obtained from the Disclosing Party, or
  - (iv) are developed independently by the Receiving Party.

4. **Duration and Term.** The term of these Guidelines and the restrictions on use and disclosure of Confidential Information shall begin on the date the Receiving Party accepts the Guidelines as a Board Member elect, or officially becomes a Board Member, whichever is earlier and shall survive for a period of five (5) years after the Receiving Party has ceased to be a Board Member of DotAsia. However, with respect to Confidential Information that constitutes a Trade Secret, the restrictions set forth in these Guidelines shall continue in effect for so long as such information remains a trade secret.

5. **No Rights to Intellectual Property.** Nothing herein shall grant to the Receiving Party any intellectual property rights in the Disclosing Party's Confidential Information. No commercial use rights or any licences under any patent, patent application, copyright, trade mark, know-how, trade secrets or any other proprietary rights are granted by the Disclosing Party to the Receiving Party by these Guidelines or by any disclosure of any Confidential Information to

the Receiving Party under these Guidelines. The Receiving Party agrees not to make any derivative works based on the Confidential Information.

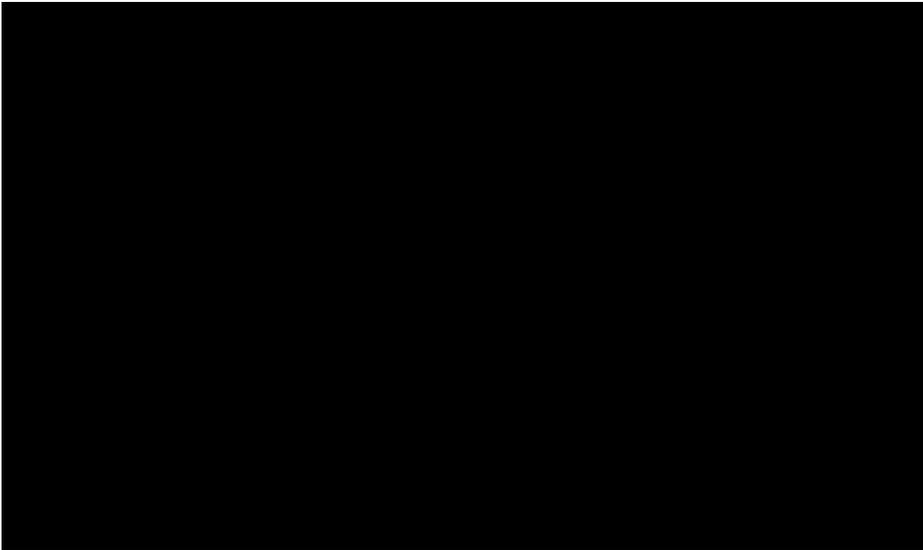
6. Remedies. Each of the Parties, as the Receiving Party, acknowledges that, in the event of any breach of these Guidelines by it, the Disclosing Party would be irreparably and immediately harmed and could not be made whole by monetary damages. It is accordingly agreed that, in addition to any other remedy to which it may be entitled, the Disclosing Party shall be entitled to seek an injunction to prevent breaches of, and to compel specific performance of, these Guidelines, without prejudice to any other remedy the Disclosing Party is entitled to in law or equity. In the event of litigation relating to these Guidelines, if a court of competent jurisdiction determines that these Guidelines have been breached by either one of the Parties, then such breaching Party will reimburse the non-breaching Party its costs and expenses (including, without limitation, legal fees and other expenses of any nature whatsoever) incurred or suffered by the non-breaching Party in connection with such litigation.

7. Governing Law and Application. These Guidelines shall be governed by the laws of Hong Kong SAR, without regard to the conflict of laws principles thereof, and shall inure to the benefit of and be binding upon each Party and its respective affiliates, successors and assigns, including, without limitation, any successor to all or substantially all of such Party's assets or business. Any claims or legal actions by one Party against the other shall be commenced and maintained in any court located in Hong Kong SAR, and both Parties hereby submit to the jurisdiction and venue of any such court.

8. Relationship. Participation in the DotAsia Board of Directors, in accordance with the Memorandum and Articles of Association of DotAsia, is on an individual and voluntary basis and does not incur any payment, reimbursement or exchange of funds or in kind. Upon the receipt of the Confidential Information, Recipient Party should disclose, if any, conflict of interests regarding any material.

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### 3 attachments



<b>Final - DotAsia Board Candidate Checklist</b>				
Name of Nominee: Rupesh Bhakta SHRESTHA				
Category: Co-Sponsor				
<b>Factors according to Article 23(1) of the DotAsia AA</b>	<b>N/A</b>	<b>Yes</b>	<b>No</b>	<b>Not Sure</b>
Eligible to be appointed as a Director of a corporation under the laws of Hong Kong (i) At least 18 years old; (ii) Not be in undischarged bankrupt; (iii) Not be subject to a disqualification order; and, (iv) Consent to act as a director.		X		
Have demonstrable participation in community events or activities coordinated, organized or regularly attended by DotAsia, and/or collaborated with DotAsia on community events or activities, and/or demonstrate familiarity with the community activities of DotAsia		X		
Submitted declaration according to Article 23(1)(c) of the DotAsia AA		X		
Not an employee of the DotAsia or any of its related entities, unless that person agrees as a condition of their nomination that they will resign from such employment if elected		X		
Not a person who is involved in current litigation or proceeding against DotAsia in a court or tribunal (or equivalent) anywhere in the world (or, where the litigant party is an organisation, an individual who is a director, controlling shareholder, or employee of such organisation or its related bodies corporate), except where such litigation or proceeding was commenced by DotAsia, is not eligible to be nominated nor stand for election to the board		X		
Reviewed by DotAsia Nomination Committee on April 12, 2024				
Nomination Committee Eligibility Statement:	The Nominations Committee has determined, based on the information available to it as at April 12, 2024, that the Nominee meets the eligibility criteria to be nominated for the DotAsia Board Election 2024.			