

DotAsia Annual General Meeting (AGM) Minutes	
Date & Time:	May 23, 2024 (Thu) 16:00pm – 16:47pm HKT (UTC +8)
Location:	Zoom Meeting Room: https://agm.dot.asia
Member Representative Attendees:	Pensri ARUNWATANAMONGKOL (.TH) Thomas BARRETT (.PW & Incoming DotAsia Board Elect) Jordan CARTER (.AU & DotAsia Board) Joyce CHEN (APNIC) Atsushi ENDO (.JP) Hiro HOTTA (.JP) Md Mahfuzus KHAN (APNG) Boyoung KIM (.KR & Incoming DotAsia Board Elect) Jose LAY (.TL & DotAsia Board) Holmes LEONG (.MO) Vivien MAIDABORN (.NZ) ^a Jungsup PARK (.KR) Shah RAHMAN (APRALO) ^b Rupesh SHRESTHA (SANOG & Incoming DotAsia Board Elect) Jo-Fan YU (.TW & Incoming DotAsia Board Appointee)
Other Attendees:	Other Representatives of Member Organizations & Board Members Satish BABU (DotAsia Board) ^c Edmon CHUNG (DotAsia CEO & Board) Maureen HILYARD (DotAsia Board) Akinori MAEMURA (DotAsia Board) Election Committee: Cheryl LANGDON-ORR (Election Chair) Nomination Committee: Bertrand CHERRIER Heather FORREST (NomCom Chair) Pua HUNTER DotAsia Team: Rebecca CHAN (DotAsia Team) Timothy LI (DotAsia Team) ^a Joined meeting during Discussion Item 3.2. ^b Joined meeting during Discussion Item 2.3. ^c Joined meeting during Discussion Item 3.2.

Discussions:

1. Member Representative Roll Call

- 1.1. As the Chair of the DotAsia Board, Jordan CARTER chaired the DotAsia Annual General Meeting on May 23, 2024.
- 1.2. Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.

- 1.3. According to DotAsia's M&A, the quorum of the Annual General Meeting is 10. A quorum of members was present and the meeting was duly convened.

2. Board Chair Opening Remarks

- 2.1. Jordan welcomed DotAsia Members to the AGM on behalf of the Board.
- 2.2. The Chair provided an overview of the Board's work over the past year, highlighting the achievements and challenges faced.
- 2.3. The Chair expressed appreciation to Cheryl and Heather for their respective reports from the Election Committee and Nomination Committee, and expressed that the election process this year has been more calm and orderly compared to the previous year.

3. Board Election Chair Report

- 3.1. The Election Chair reported on the Election procedures and processes.
- 3.2. The Election Chair presented the Board Elections report.
 - 3.2.1. It was noted that the 2024 Board Elections had 2 seats up for election in the sponsor member category and 2 in the co-sponsor member category.
 - 3.2.2. It was noted that the Board Elections Procedures (BEP) was updated and finalized by the end of February 2024 upon the Members' adoption of the amended Articles, which the Election Committee operated within. The election timeline included a 20-day nomination period, a nomination report on April 25, and a 10-day voting period from Apr 29 to May 8.
 - 3.2.3. It was highlighted that there was no requirement for geographic diversity in this election since the remaining Board Directors already satisfied the criteria.
 - 3.2.4. It was reported that a third-party scrutineer was involved to ensure compliance and transparency.
 - 3.2.5. Nomination period results were presented:
 - 3.2.5.1. It was also highlighted that since the number of candidates standing for the election in the Co-Sponsor Member category is equal to the number of vacancies in that category (i.e. there are 2 candidates and 2 seats), no voting was required.
 - 3.2.5.2. For the Sponsor Member category, three (3) nominations were received for two (2) vacancies.
 - 3.2.6. The Third-Party Scrutineer Report was presented to Members:
 - 3.2.6.1. It was reported that the email voting details sent from the voting platform were ratified, with no missing emails and the final results matching the email vote tallies. No irregularities were found by the scrutineer.
 - 3.2.6.2. It was reported that the electorate size was 22 voters, and 15 of them exercised their vote and confirmed with the scrutineer within the required 48-hour timeframe. A total of 26 valid votes

were counted from the 15 voters, as some voters did not cast votes for both available seats.

3.2.7. It was noted that for the Co-Sponsor Member category, because no voting was required, due to the election procedures for transition to the new DotAsia articles, a random draw was performed by the voting platform to determine the term length between the two candidates (2-year or 3-year term).

3.3. Results (for Board Elections 2024) were presented:

Elected Director	Category	Sub-Region	Serving Until
Satish BABU	Co-Sponsor	South & SE Asia	AGM 2026
Thomas BARRETT	Sponsor	n/a	AGM 2027
Boyoung KIM	Sponsor	North & NE Asia	AGM 2027
Rupesh Bhakta SHRESTHA	Co-Sponsor	South & SE Asia	AGM 2027

4. Nomination Committee Chair Report

4.1. The Nomination Committee Chair reported on the Nomination procedures and eligibility vetting processes.

4.2. The Nomination Committee Chair presented the Nomination Committee Chair Report.

4.2.1. It was reported that the Nomination Committee was established as part of the recent amendments to the DotAsia Articles with several important duties:

- Establish and enforce an Election Code of Conduct
- Vetting and confirming eligible nominees in a DotAsia Board Election
- Selection for appointment one individual to the DotAsia Board
- Compiling a Nominations Report

4.2.2. Nomination Period Results:

4.2.2.1. It was reported that the NomCom operated independently from the DotAsia board and has delegated authority to determine candidate eligibility without interference. Candidates are required to waive rights to damages from the Committee's decisions.

4.2.2.2. It was noted that the nomination and vetting process involved a review of candidate declarations, DotAsia team report on validity of declarations on a best efforts basis, confirmation of eligibility based on the DotAsia Articles, and publication of the Nominations Report prior to the voting period.

4.2.2.3. All 5 Member nominated candidates in the Board Elections 2024 were identified as eligible candidates.

4.2.3. NomCom Appointed Board Director:

4.2.3.1. It was reported that the NomCom identified potential candidates, ranked them based on criteria and obtained from the Board a Board Skills Matrix in the selection process.

4.2.3.2. The NomCom thereupon approached shortlisted candidates in priority order and proceeded through a similar vetting process

for the person's eligibility.

- 4.2.3.3. In accordance with the Composition of the Board of Directors specified in Article 3(5) of Part B(2) of the DotAsia Articles of Association, one (1) Director shall be nominated by the Nomination Committee and appointed by the Board of Directors and seated at the annual general meeting of the Company in accordance with the provisions of Article 23, the NomCom has nominated Jo-Fan YU (North & NE Asia) to the DotAsia Board to serve until AGM 2027.

5. **Votes of Thanks**

- 5.1. The Chair expressed thanks to the outgoing board members:
- 5.2. The Chair expressed thanks to the Election Committee.
- 5.3. The Chair expressed thanks to the NomCom.

6. **Member Resolution: Re-appointment of Mazars as Auditors for DotAsia**

- 6.1. Resolution on continuing to appoint Mazars as auditors for DotAsia was tabled for Member adoption.
- 6.2. It was approved unanimously.

7. **DotAsia Strategic Plan 2024-2027**

- 7.1. The timeline of Strategic Plan Development at the DotAsia Board and related Member Engagement & Consultation from Jun 2023 to May 2024 was reported.
- 7.2. It was highlighted that this is the first time DotAsia has formalized a multi-year strategic plan, moving beyond an annual statement of strategic direction in previous years.
 - 7.2.1. The plan is structured around 4 main areas of DotAsia works: Internet Governance/Community Engagement; operations of the .Asia registry; other works including the support for a multilingual Internet, enhancement of DNS, etc.; and governance/organizational development.
 - 7.2.2. For each focus area, specific measures of success have been identified to track progress.
- 7.3. It was noted that the plan will be published on the DotAsia website for stakeholders to refer to, and that there will be an annual progress report presented at the AGM, starting next year at APRICOT.