

**.au Domain Administration Limited**  
**ACN 079 009 340**

**Minutes of a Meeting of the Board of Directors**

<b>Date/Time:</b>	Monday, 3 September 2018 10.00 am – 12.00 noon (Melbourne Time)	
<b>Venue:</b>	By Phone and in person at Level 17, 1 Collins Street, Melbourne, Vic, 3000	
<b>Directors:</b>	Chris Leptos AM (CL) Cameron Boardman (CB) Erhan Karabardak (EK) James Deck (JD) Suzanne Ewart (SE) Sandra Hook (SH) Joe Manariti (JM) Nigel Phair (NP) Holly Raiche (HR) Damian Smith (DS) Grant Wiltshire (GW)	Independent Director and Chairman Director and CEO Supply Director Supply Director Independent Director Independent Director Supply Director Demand Director Demand Director Demand Director by phone Supply Director by phone
<b>Attendees:</b>	James Shady Richard Bullock  Daniel Reid Rebecca Mickelfield	CFO Department of Communication and Arts (DoCA) Link Company Secretary / Boardroom Pty Limited
<b>Chairman:</b>	Chris Leptos AM (CL)	

**Apologies:**

**1. OPENING REMARKS**

The Chairman **NOTED** that a quorum was present and declared the meeting open at 10.05 am (Melbourne time).

**2. DECLARATION OF INTEREST**

The Board **NOTED** the Declaration of Interest and that Mr Deck had completed his qualification with the Australian Institute of Company Directors and would qualify for the GAICD designation.

**3. DIRECTORS UPDATE**

**Item 3.1 Proposed new auDA constitution - Proposed Resolution and Item 3.2 Notice and Proposed Resolution**

The Board **RESOLVED** to:

1. Endorse the new Constitution of .au Domain Administration Ltd and recommend to members that the Company adopt the constitution at the general meeting scheduled to be held on the 27th of September 2018 or any adjournment thereof;
2. Approve the Notices of General Meeting and Class meetings, explanatory material and form of proxy for those meetings, including the proposed 3 resolutions, substantially in the form considered at the meeting (**Meeting Materials**);

3. Authorise the Chair and CEO to make any minor amendments of a technical or drafting nature that are not inconsistent with the substance or the form of the Constitution and Meeting Materials approved at the meeting.

#### **Item 3.2 Nominations Committee Charter**

The Board **RESOLVED** to adopt the Nominations Committee Charter, subject to the adoption of the proposed constitution by the company.

#### **Membership Fees**

The Board **RESOLVED** to:

1. that upon the new Constitution being passed by members, that membership fees for Associate Members be set at zero, effective from the new constitution taking effect; and
2. Offer existing Supply and Demand members a refund of up to 9 months of membership fees for the financial year 2018/9, up to a value of \$75+GST for Supply members and \$15+GST for Demand members upon application by the (former) member, and if such member has not applied for a refund by 31 December 2018, any outstanding membership fees will be donated to the auDA Foundation.

#### **Item 3.4 Strategic Plan – For Public Consultation**

The Board **RESOLVED** to:

1. Approve the draft auDA Strategic Plan be released for public comment; and
2. Approve the draft auDA Stakeholder Engagement Plan be released for public comment, subject to further board consideration and final approval by the Chair.

*Mr. Daniel Reid and Mr. James Shady joined the meeting at 10:12 am.*

#### **Proxy Voting System**

Mr. Reid spoke to the Proxy voting system via Link Share Registry's online portal, noting that a number of Members may prefer to use the paper option. It was noted that Members could amend their proxy votes until 24 hours before the meeting commenced.

It was **AGREED** that KPMG would be engaged to conduct a review of the meeting procedure process.

*Daniel Reid and James Shady left the meeting at 10:32 am.*

### **4. CEO UPDATE**

#### **Item 4.1 CMWG UPDATE**

The Directors **NOTED** the CMWG Update.

### **5. COMMITTEE REPORTS**

#### **Item 5.1 Governance Committee**

It was noted there were no items to report at this time.

**Item 5.2 Security and Risk Committee (SRC)**

It was noted there were no items to report at this time.

**Item 5.3 Finance, Audit and Chairman's (FAC) Committee**

It was noted there were no items to report at this time.

**6. STAKEHOLDER ENGAGEMENT**

**Item 6.1 Membership – Non-Payment of Renewal Fees**

The Board **RESOLVED** to approve the termination of the auDA membership of the members listed in the provided report who had not paid their overdue membership fees, and authorises their removal from auDA's register of members subject to each member being called via telephone prior to their removal.

**Item 6.2 EuroDNS as an .au accredited registrar**

The item was held over.

**7. OTHER BUSINESS**

Mr Bullock reported that the Government was looking to provide the Company with guidance regarding the proposed governance reforms.

It was **AGREED** that Mr Boardman and Mr Bullock would discuss the matter further via teleconference this afternoon at a time to be confirmed.

**8. REVIEW MEETING – FEEDBACK TO THE CHAIR**

It was noted that this item would be deferred to the next meeting.

**9. BOARD CALENDAR AND NEXT MEETING**

**Item 9.1 Draft Board Calendar for 2019**

It was noted that this item would be deferred to the next meeting.

**Item 9.2 Next Board meeting**

The next Board meeting was scheduled to be held on Thursday, 27 September 2018.

**10. CLOSE OF BUSINESS**

There being no further business the chair closed the meeting at approximately 12.00 pm (Melbourne time).

**Confirmed and signed as a true and correct record:**

---

**Chair**

**Date**