

Board Minutes - 22 October 2003

Public Version

Meeting of the .au Domain Administration Board

22 October 2003 - 1.00pm

.au Domain Administration Limited, 107 Faraday Street, Carlton VIC 3053

Present:

Peter Dean, Chris Disspain, Jo Lim, Josh Rowe and Tony Staley

Teleconference:

Ric da Paz, Kim Davies, Kim Heitman, David Keegel, Cheryl Langdon-Orr, Peter Nissen and Peter Shilling

Observers:

Allan Lebusque (NOIE) and Craig Ng (Maddocks)

Apologies:

Greg Crew and Greg Watson

1. Proposed amendments to the auDA Constitution

Action from the board meeting on 13 October 2003: "Maddocks to recommend possible amendments to the Constitution that would help to prevent membership stacking in future, with any amendments to be put to members at the AGM."

The board discussed the amendments proposed by Maddocks.

1. RESOLVED as a Special Resolution that the Constitution be amended by inserting the following after clause 11.1:

'11.2 Prohibition on Voting Agreements A Member must not enter into or give effect to any contract, arrangement or understanding under which the Member (or any associate of the Member) has or will receive any material benefit in consideration for voting in a particular way (including not voting) on any matter before a general meeting including any election.'

Motion (proposed PD, seconded JR): That the above special resolution be put to members at the AGM. Carried.

2. RESOLVED as a Special Resolution that the Constitution be amended by deleting clause 16.1 and replacing it with the following:

'16.1 Entitlement to Vote Every Member who:

a) was a Member on 14 October 2003 and has continuously been a Member since that date; or

b) has been a Member for not less than six (6) months,

present at a general meeting in person or represented by proxy or representative has one vote, whether by show of hands or on a poll.'

The board supported the intent of the amendment, but thought that a 6 month qualifying period was too long, especially given that it can take up to 2 months for applications to be approved. It was agreed to reduce the qualifying period from 6 to 3 months.

Motion (proposed CLO, seconded PS): That the above special resolution (amended as agreed) be put to members at the AGM. Carried.

3. RESOLVED as a Special Resolution that the Constitution be amended by deleting clause 19.4.a and replacing it with the following:

'19.4 Nomination for Election

a. Each candidate for election as a Director by a Class in accordance with clause 19.2 or 19.3 must be proposed by a Member of auDA in that Class and seconded by another Member of auDA in that Class.

aa. A Member may only propose or second a candidate for Election as a Director if they have:

(i) paid their entrance fee (if any) and their membership fees as at the time that the proposal takes place; and

(ii) in respect of a candidate for election by a Class with 4 or more Members, not proposed or seconded any other person for election as a Director at that election.'

Motion (proposed PD, seconded JR): That the above special resolution be put to members at the AGM. Carried.

4. RESOLVED as a special resolution that the Constitution be amended by deleting clause 13.2 and replacing it with the following:

'13.2 Termination of Membership for Non-Payment of Membership Fees The Board may at any time terminate the membership of a Member for non-payment of membership fees if:

a. the membership fees payable by the member have remained unpaid for a period of not less than three (3) months after the due date for payment; and

b. after the end of that (3) month period, a notice of default has been given to the Member by the Secretary; and

c. the membership fees payable by the member remain in arrears for a period of one (1) month after the date of service of the notice of default upon the Member in relation to those outstanding fees.'

Motion (proposed CLO, seconded KD): That the above special resolution be put to members at the AGM. Carried.

2. Special resolution regarding Guy & Associates

Action from the board meeting on 13 October 2003: "Subject to Mr Guy being given an opportunity to explain his conduct, the board agreed that a special resolution be proposed at the AGM to terminate the membership of Guy and Associates."

The board noted Mr Guy's responses to letters from Maddocks regarding his conduct.

Motion (proposed CLO, seconded KH): That in the opinion of directors, Guy & Associates may have been guilty of conduct detrimental to the interests of auDA or to the objects of auDA. Carried.

Motion (proposed CLO, seconded KH): That the following special resolution be put to members at the AGM. Carried.

RESOLVED as a special resolution that the membership of Guy & Associates be terminated under clause 13.3 of the Constitution.