DotAsia

DotAsia Co-Sponsor Member General Meeting Minutes	
Date(s) & Time:	February 24, 2024 (Sat) 11:00 AM – 11:15 AM (BKK Time, UTC +7)
Location:	https://egm.dot.asia
Attendees (2024.02.24):	Babu Ram ARYAL (APSIG) [a.] Joyce CHEN (APNIC) Pablo HINOJOSA (APNIC) Ole JACOBSEN (APNOG) Otto LEE (HKCERT) Shah RAHMAN (APRALO) Rupesh SHRESTHA (SANOG) Aftab SIDDIQUI (APNOG) Andrew SULLIVAN (ISOC) Sagarika WICKRAMASEKERA (APSIG) Sunyoung YANG (APNG) Satish BABU (DotAsia Board) Jordan CARTER (DotAsia Board Chair) Nicole CHAN (DotAsia Board) Edmon CHUNG (DotAsia CEO) Maureen HILYARD (DotAsia Board) Jose LAY (DotAsia Board) Akinori MAEMURA (DotAsia Board) Rebecca CHAN (DotAsia Team) June LAU (DotAsia Team) Timothy LI (DotAsia Team) Kelvin Truong (DotAsia Team) [a.] Joined meeting during Discussion 2.1

DotAsia Sponsor Member General Meeting Minutes	
Date(s) & Time:	February 24, 2024 (Sat) 12:00 PM – 12:15 PM (BKK Time, UTC +7)
Location:	https://egm.dot.asia
Attendees (2024.02.24):	Pensri ARUNWATANAMONGKOL (.TH) Jordan CARTER (.AU and .NZ) Atsushi ENDO (.JP) Russell Deka HARADA (.PG) Kenny HUANG (.TW) Boyoung KIM (.KR) Jose LAY (.TL) Ser Pheng QUEH (.SG) Jiankang YAO (.CN) Satish BABU (DotAsia Board) Jordan CARTER (DotAsia Board Chair) Nicole CHAN (DotAsia Board) Edmon CHUNG (DotAsia CEO) Maureen HILYARD (DotAsia Board)

	Jose LAY (DotAsia Board) Akinori MAEMURA (DotAsia Board) Rebecca CHAN (DotAsia Team) June LAU (DotAsia Team) Timothy LI (DotAsia Team) Kelvin Truong (DotAsia Team)

DotAsia Extraordinary General Meeting (EGM) Minutes

Date & Time:	February 26, 2024 (Mon) 4:00 PM – 6:00 PM (BKK Time, UTC +7)
Location:	Online: https://egm.dot.asia Venue: Meeting Room – Atheneum 3, The Athenee Hotel Bangkok
Member Representative Attendees:	Babu Ram ARYAL (APSIG) [a.] Pensri ARUNWATANAMONGKOL (.TH) Tom BARRETT (.PW) Jordan CARTER (auDA & DotAsia Board Chair) Joyce CHEN (APNIC) Russell Deka HARADA (.PG) [b. c.] Hirofumi HOTTA (.JP) Kenny HUANG (.TW) Ole JACOBSEN (APNOG) Boyoung KIM (.KR) Jose LAY (.TL & DotAsia Board) Otto LEE (APCERT) Ai-chin LU (APTLD) Vivien MAIDABORN (.NZ) [e.] Shah RAHMAN (APRALO) Ser Pheng QUEH (.SG) Rupesh SHRESTHA (SANOG) [f.] Andrew SULLIVAN (ISOC) Jiankang YAO (.CN) [h.] Sunyoung YANG (APNG) [i.]
Other Attendees:	**Other Representatives of Member Organizations & Board Members Onsite/Online:** Nicole CHAN (.TW & DotAsia Board) Manju CHEN Billy CHEON (.KR) Edmon CHUNG (DotAsia CEO) Satish BABU (APRALO & DotAsia Board) Atsushi ENDO (.JP) Maureen HILYARD (APRALO & DotAsia Board) Akinori MAEMURA (DotAsia Board) Khan Md. Mahfuzus SALAM Ian SHELDON Yuri TAKAMATSU (.JP) Sagarika WICKRAMASEKERA (APSIG) [j.] Jo-Fan Yu (.TW) **Election Committee Members:**

Kuo-wei WU

Financial Services Provider:
Tony HON (Fusion Financial Services) [k.]

Backend Registry Services Provider:
Jitender KUMAR (Identity Digital)

DotAsia Team:
Pavan BUDHRANI (DotAsia Team)
Rebecca CHAN (DotAsia Team)
June LAU (DotAsia Team)
Timothy LI (DotAsia Team)
Phyo Thiri LWIN (DotAsia Team)
Kelvin TRUONG (DotAsia Team)

[a.] Joined meeting during Discussion Item 4.1
[b.] Joined meeting during Discussion Item 4.3
[c.] Left meeting during Discussion Item 9.1
[e.] Left meeting during Discussion Item 6.2
[f.] Joined meeting during Discussion Item 3.2
[g.] Left meeting during Discussion Item 9.1
[h.] Left meeting during Discussion Item 8
[i.] Joined meeting during Discussion Item 4.1
[j.] Left meeting during Discussion Item 9.1
[k.] Left meeting during Discussion Item 10

No.	Co-Sponsor Member & Sponsor Member Meeting Resolutions / Decisions:
2024.02.001	Consent for tabling for Member Adoption Resolution 1: • Adoption of the proposed amendments to the DotAsia as circulated to Members and posted on the DotAsia website at: https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/ Resolved unanimously among Co-Sponsor Members.
2024.02.002	Consent for tabling for Member Adoption Resolution 2: • Adoption of the proposed amendment adding Article 33(3) to clarify that future amendments to the DotAsia Articles should require a majority of 75% of all Members irrespective of categories of Membership. Resolved unanimously among Co-Sponsor Members.
2024.02.003	Consent for tabling for Member Adoption Resolution 1: • Adoption of the proposed amendments to the DotAsia as circulated to Members and posted on the DotAsia website at: https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/ Resolved unanimously among Sponsor Members.
2024.02.004	Consent for tabling for Member Adoption Resolution 2:

No.	Co-Sponsor Member & Sponsor Member Meeting Resolutions / Decisions:
	• Adoption of the proposed amendment adding Article 33(3) to clarify that future amendments to the DotAsia Articles should require a majority of 75% of all Members irrespective of categories of Membership. Resolved unanimously among Sponsor Members.

No.	EGM Resolutions / Decisions:
2024.02.005	Member Resolution 1: • Adoption of the proposed amendments to the DotAsia as circulated to Members and posted on the DotAsia website at: https://www.dot.asia/proposed-amendments-to-the-dotasia-articles-of-association-2023/ The motion was moved by Hirofumi HOTTA (.JP), and seconded by Sunyoung YANG (APNG). Resolved unanimously.
2024.02.006	Member Resolution 2: • Adoption of the proposed amendment adding Article 33(3) to clarify that future amendments to the DotAsia Articles should require a majority of 75% of all Members irrespective of categories of Membership. The motion was moved by Jose LAY (.TL), and seconded by Hirofumi HOTTA (.JP). Resolved unanimously.

Co-Sponsor Member General Meeting (2024.02.24):

1.   Member Representative Roll Call

1.1.   Jordan CARTER chaired the Co-Sponsor Member General meeting, as DotAsia Board Chair, on Feb 24, 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.   A quorum of the Co-Sponsor Member General Meeting in accordance with the DotAsia Articles of Association was duly met and announced.

2.   Members Consent on Proposed Amendments

2.1.   The Chair presented the timeline of the drafting of Proposed Amendments, and explained the two-step Member adoption process, along with proposed changes in the two resolutions: Resolution 1 & Resolution 2, for consideration before the Members.

2.2.   Consent for tabling of Resolution 1 for Member adoption at the scheduled EGM was called.

2.2.1.   No objections or abstentions were received.

2.2.2.   The Chair declared that the consent for tabling of Resolution 1 for Member adoption was adopted by Co-Sponsor Members unanimously (2024.02.001)

2.3.   Consent for tabling of Resolution 2 for Member adoption at the scheduled EGM was called.

   2.3.1.   A comment was raised suggesting that the further action to remove classes of membership be considered in the future as such structures are not conducive to the collaborative workings of the Internet.

   2.3.2.   No objections or abstentions were received.

   2.3.3.   The Chair declared that the consent for tabling of Resolution 2 for Member adoption was adopted by Co-Sponsor Members unanimously. (2024.02.002)

Sponsor Member General Meeting (2024.02.24):

3.   Member Representative Roll Call

3.1.   Jordan CARTER chaired the Sponsor Member General meeting, as DotAsia Board Chair, on Feb 24, 2024.

3.2.   Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.

3.3.   A quorum of the Sponsor Member General Meeting in accordance with the DotAsia Articles of Association was duly met and announced.

4.   Members Consent on Proposed Amendments

4.1.   The Chair presented the timeline of the drafting of Proposed Amendments, and explained the two-step Member adoption process, along with proposed changes in the two resolutions: Resolution 1 & Resolution 2, for consideration before the Members.

4.2.   Consent for tabling of Resolution 1 for Member adoption at the scheduled EGM was called.

   4.2.1.   No objections or abstentions were received.

   4.2.2.   The Chair declared that the consent for tabling of Resolution 1 for Member adoption was adopted by Sponsor Members unanimously. (2024.02.003)

4.3.   Consent for tabling of Resolution 2 for Member adoption at the scheduled EGM was called.

   4.3.1.   No objections or abstentions were received.

   4.3.2.   The Chair declared that the consent for tabling of Resolution 2 for Member adoption was adopted by Sponsor Members unanimously (2024.02.004)

Extraordinary General Meeting (2024.02.26):

1.   Member Representative Roll Call

1.1.   Jordan CARTER chaired the DotAsia Extraordinary General Meeting (EGM) as the DotAsia Board Chair on Feb 26, 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.   A quorum of the DotAsia EGM in accordance with the DotAsia Articles of Association was present and the meeting was duly convened.

2.   Board Chair Opening Remarks

2.1.   Jordan welcomed DotAsia Members to the EGM 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.

3.   Resolutions on Proposed Amendments to the DotAsia Articles of Association

3.1.   The Chair provided an update on the proposed amendments to the DotAsia Articles, emphasizing that consent has been given by the Co-Sponsor Members and Sponsor Members at the respective General Meetings earlier in accordance with the current DotAsia Articles and Hong Kong law regarding the matter, fulfilling step 1 of the 2-step process for Member adoption of the amended Articles.

3.2.   The proposed changes in five areas and two considerations (Resolution 1), along with the Additional Proposed change for future amendments to only require special resolution of all Members irrespective of category of membership (Resolution 2) were presented.

3.3.   It was highlighted that an affirmative majority of 75% by the Membership present at the meeting is required for the adoption of the resolutions, and that as such, any abstention will effectively be similarly counted as a "no" vote.

3.4.   Resolution 1 was tabled for Member adoption:

   3.4.1.   A question was raised on whether any discussions were had at the respective member category general meetings earlier. It was explained that some clarification questions were raised and addressed, and that expressions of support for the resolutions were received from Members at the meetings.

   3.4.2.   A question was raised on whether Election Committee members may vote at this DotAsia EGM. It was explained that only DotAsia Member votes will be counted for resolutions at a DotAsia General Meeting.

   3.4.3.   The motion was moved by Hirofumi HOTTA (.JP), and seconded by Sunyoung YANG (APNG). Resolved unanimously. (2024.02.005)

3.5.   Resolution 2 was tabled for Member adoption:

   3.5.1.   The motion was moved by Jose LAY (.TL), and seconded by Hirofumi HOTTA (.JP).

   3.5.2.   A question was raised on the difficulty for utilizing the "green tick" and "red cross" in some version of the Zoom app. It was clarified that if Members have difficulty with expressing their intentions through the Zoom tools that they can put their hand up or speak up. It was further confirmed that no objections or abstentions were received.

   3.5.3.   Resolved unanimously. (2024.02.006)

4. Board Chair Report

4.1. Jordan CARTER presented the Board Report as the Board Chair, highlighting the strategic plan development, conclusion of one set of lawsuits, as well as governance reforms, election committee report and process improvements.

4.2. It was noted that the Board is pursuing mediation and settlement of all remaining lawsuits and places a high priority in moving forward to resolve Namesphere's future while protecting DotAsia's interests.

4.3. It was highlighted that governance reforms included not only the proposed amendments to the DotAsia Articles, but also recommendations from the Elections Committee (EC) Report on the Board Elections 2023, which explains the deferral of the filling of the casual vacancies as a result of director resignations, as well as the shifting of the regular Board Election cycle to immediately after, rather than before, the DotAsia General Meeting at APRICOT.

4.4. It was reported that formal complaints were received and a Complaints Committee was duly formed to consider the matters in accordance with the DotAsia Code of Conduct (BGC-002).

5. Board Governance Committee (BGC) Report

5.1. Satish BABU presented the Board Governance Committee (BGC) Report as the BGC Chair.

5.2. A brief recap of the now completed amendments to the DotAsia Articles was presented.

5.3. It was highlighted that the BGC worked to improve the effectiveness of corporate legal support to contain cost and enhance efficiencies by consolidating legal counsel support as well as clarified instructions to legal counsel through the Board and CEO.

5.4. The timeline for the Board Elections 2024 was presented. It was noted that EC Report recommendations have been incorporated into the updated Board Election Procedures (BGC-004).

6. Board Finance Committee (BFC) Report

6.1. Akinori MAEMURA presented the Board Finance Committee (BFC) Report as the BFC Chair.

6.2. It was highlighted that the frequency of formal financial reporting to the Board has been normalized (from monthly to quarterly) freeing up management to provide better notes to the report as well as adding back operational income reporting and budget-to-actual reports.

6.3. An enhanced budget structure is developed considering the addition of operations for the .KiDS community gTLD, as well as more granularity for allocation of resources to community contributions.

6.4. It was further noted that formalization of arrangements and agreements between DotAsia and Namesphere is being pursued.

7. Board Community Projects Committee (BCC) Report

7.1. Maureen HILYARD presented the Board Community Projects Committee (BCC) Report as the BCC Chair.

7.2. It was highlighted that an outreach plan to relevant government representatives around Asia Pacific was developed to enhance engagement with APAC GAC representatives relevant to DotAsia works.

7.3. It was reported that the BCC drove the development of the DotAsia Strategic Plan which expands from the strategic directive reported usually at DotAsia AGM to Members, into a more comprehensive multi-year plan.

7.4. In conjunction with the Strategic Plan, the BCC is maintaining a Position Paper with the DotAsia team which provides guidance on the DotAsia position and inputs in response to various Internet governance issues.

8. .Asia Registry Backend Provider Report

.Asia Registry Technical Update was presented by Jitender KUMAR of Identity Digital.

9. Financial Report 2022-2023

9.1. Financial Report for fiscal period Oct 1, 2022 – Sep 30, 2023 for DotAsia Organisation was presented.

9.2. Financial Report for fiscal period Oct 1, 2022 – Sep 30, 2023 for DotAsia Foundation was presented.

9.3. It was noted that in the wake of the previous disruptions, auditors are catching up on the audit and preparing the audit report for 2022.

10. DotAsia Highlights 2023

10.1. Operations updates on the .Asia registry as well as community work were presented.

10.2. It was reported that the Total Domains Under Management (DUM) rallied from about 200,000 to over 300,000 over the last year.

10.3. It was highlighted that .KiDS has been successfully launched and is growing steadily with real usage by tutoring programs, summer camps, parenting tips and other kids related content and services.

10.4. Social Impact Assessment (SIA) Reports from core DotAsia Community Projects, including NetMission, APrIGF and other IG engagements were presented.

10.5. Congratulation was given to Jennifer Chung from the DotAsia team who was elected to the ICANN GNSO Council through the Registries Stakeholder Group.

10.6. It was emphasized that a collaborative approach defines the core of the DotAsia works and that the team is dedicated to supporting community initiatives such as APSIG, APNG, by staying flexible while remaining true to the vision and mission of DotAsia for a collaborative Asia Pacific Internet community.

10.7. A heartfelt thanks was expressed acknowledging the gratefulness of the team for the steady support from the community even through the difficult times and especially seeing through the overwhelming approval for the strengthening of the DotAsia governance structures.

11. DotAsia Strategic Plan Discussion

11.1.   It was reported that the draft DotAsia Strategic Plan is posted on the DotAsia website.

11.2.   The Chair thanked all those who have been engaged and provided feedback, and further invited Members and the wider community to review and provide feedback to the draft Strategic Plan before the Board proceeds to adopt the plan shortly hereafter.

12. Joint Dinner with AP* Retreat

The Joint Dinner with AP* Retreat was held at Thai Niyom Cuisine at Mahatun Plaza, Pathumwan.