

Building auDA 2.0

Notices of Meeting and Explanatory Material for Constitutional Reform

04 September, 2018

.auDA
AU DOMAIN ADMINISTRATION LTD

www.auda.org.au

PO Box 18315
Melbourne VIC 3001

info@auda.org.au

Table of Contents

<i>Building auDA 2.0</i>	2
<i>KEY INFORMATION FOR MEMBERS</i>	4
Proposal to replace the constitution	4
Meetings and necessary approvals	4
Entitlement to vote	4
When will the proposed constitution take effect?	4
Appointment of proxies.....	5
Lodgement of proxies.....	5
Bodies Corporate	5
<i>SUMMARY OF NEW CONSTITUTION AND GOVERNANCE ARRANGEMENTS</i>	6
<i>EXPLANATORY NOTES</i>	6
Membership	6
Associate Members	6
Guarantee amount and Membership fees.....	6
Expelling Members and removing Associate Members	7
General Meetings.....	7
Directors	7
Nomination Committee	8
Board Meetings.....	8
Officers' indemnity.....	8
Transitional arrangements.....	9
<i>FREQUENTLY ASKED QUESTIONS</i>	10
<i>ANNEXURE A: Notice of Extraordinary Meeting</i>	16
<i>ANNEXURE B: Notice of Class Meeting of Supply Class Members</i>	17
<i>ANNEXURE C: Notice of Class Meeting of Demand Class Members</i>	18



Dear auDA Member

Building auDA 2.0

The Minister for Communications and the Arts, Senator the Hon Mitch Fifield, requires auDA to significantly reform its governance arrangements.

The required changes are outlined in a report by his Department titled Review of the .au Domain Administration, and published on 18 April 2018 (the **DoCA Report**). Your Board has been working to implement these recommendations since April.

Following significant consultation with members, led by the Consultation Model Working Group (**CMWG**), the Board has developed a new constitution for consideration by members.

The proposed constitution takes into account principles of best practice governance, models of comparable organisations such as the Canadian Internet Registration Authority (**CIRA**), and feedback from the CMWG and the Department of Communications and the Arts (**DoCA**).

Your Board believes the proposed constitution will meet the recommendations of the DoCA Report, satisfy the company's obligations under its terms of endorsement as the .au domain administrator, and will contribute to stability, good governance and the achievement of auDA's objects.

The Board will consist of 4 "Elected Directors" and 6 "Independent Directors" (including the chair), all of whom will have been approved by a Nomination Committee, having been selected on the basis of the board skills matrix. The Nomination Committee will initially consist of those persons appointed by the Board on the recommendation of DoCA, initially comprising the auDA Board chair (as chair of the Nomination Committee) and representatives from each of industry, the business sector, consumers, auDA members and government. Following this, the Board will be responsible for reviewing the makeup, performance and operation of the Nomination Committee and will have the power to appoint or remove Nomination Committee members subject to DoCA's oversight.

This board composition and nomination process will ensure that the auDA Board effectively represents stakeholders and possesses the skills, experience and background to make decisions in the best interests of the broader Australian internet community.

The General Advisory Standing Committee, Technical Advisory Standing Committee, and other ad hoc advisory committees established by the Board to advise the Board and seek input from stakeholders, will improve stakeholder engagement, ensuring that auDA's policies and actions best balance the public interest with the interest and views of auDA's many stakeholders.

Pursuant to the terms of the DoCA Report and auDA's revised terms of endorsement, auDA will report annually to its members and stakeholders on the Board's performance against the Board Charter, and the organisation's performance against a KPI framework, a transparency and accountability framework, membership diversification initiatives, and the stakeholder engagement strategy. auDA will also report quarterly to DoCA on its implementation of reforms, work agenda and key work priorities. DoCA will independently verify some or all of auDA's reporting and may provide a senior executive officer to sit as a non-voting observer at Board meetings.

auDA has faced significant instability over the past two years. The existing model under which a small group of members can requisition general meetings calling for the removal of directors, has been a substantial factor in this instability.

Broadening auDA's membership base (as recommended by the DoCA Report) will reduce the factors that contribute to this instability by increasing the number of members who must support requisitioning a general meeting before such a meeting must be called under the Corporations Act.

Recognising that diversification of the membership will take some time, there will be a "transitional period" during which there will be a closed group of "Governing Members" and an open group of "Associate Members". During the transitional period, which will be a maximum of two years (and may be shorter if the number of Associate Members reaches 12,500), Associate Members will be able to vote on a ballot of "Elected Directors" but not to requisition a meeting or call for the removal of directors. After the transitional period, Associate Members (and anyone else who meets the eligibility criteria) will be entitled to become Governing Members.

Becoming an Associate Member (or a Governing Member) will be free during the transitional period and generally open to any person who is eligible to hold a .au domain name licence under the policy published by auDA. auDA will use the transitional period to undergo a recruitment drive to broaden the membership base to give a greater voice to all Australians who rely on or benefit from a strong .au domain space.

Together, these constitutional and governance arrangements will put auDA in the best possible position to achieve its purpose in a stable, representative and effective manner that exemplifies a multi-stakeholder approach to governance.

Notices convening a general meeting of .au Domain Administration Limited (ACN 079 009 340) to be held at the Grape Room, Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne VIC 3000 on Thursday, 27 September 2018 at 10.00am (Melbourne time), with separate class meetings of each of the Supply Class Members and Demand Class Members immediately following the general meeting are contained at the end of this explanatory material. There will be an initial meeting of the members of the Company, at which auDA members will vote together to adopt the new constitution, followed by separate meetings of Supply Class Members and Demand Class Members to approve the changes being made. Members who are eligible to vote will be asked to vote twice – once at the meeting of the Company and again at their relevant class meeting. Registration for the meetings will commence at 9.30am.

At the commencement of the first meeting, there will also be a general update on recent activities of auDA and The auDA Foundation.

Your Board of Directors unanimously recommends that members vote **FOR** the proposed resolutions.

Yours faithfully



Chris Leptos AM
Independent Chair
.au Domain Administration

KEY INFORMATION FOR MEMBERS

These notes form part of each of the Notices of Meeting in Annexures A, B and C.

Proposal to replace the constitution

It is proposed that the Company will replace its current constitution with the new constitution to be tabled at the Meeting of the Company.

Key features of the proposed constitution and other relevant governance arrangements are summarised in the section titled "Summary of New Constitution and Governance Arrangements" and the full constitution is available here: <https://www.auda.org.au/assets/public-comment/auDA-Constitution-Final.pdf>

Meetings and necessary approvals

Replacing the Company's existing constitution will have the effect of cancelling each of the Supply Class and Demand Class of Members and will therefore also require approval by special resolution at separate class meetings of Supply Class Members and Demand Class Members.

The constitution will only be replaced if the necessary resolutions are passed at separate meetings of:

- a) the Company;
- b) the Supply Class Members; and
- c) the Demand Class Members.

The meetings will be held concurrently on Thursday, 27 September 2018 at 10.00am (Melbourne time). A separate Notice of Meeting for each meeting is annexed to this document.

Entitlement to vote

Under the Company's Constitution, 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 three months,

present at a meeting in person or represented by proxy or representative has one vote.

Additionally, only Supply Class Members may vote at the meeting of Supply Class Members and only Demand Class Members may vote at the meeting of Demand Class Members.

The proposed constitution will impact current Directors in a different manner to other members because Directors will become the initial Governing Members of the Company as an interim measure. Therefore, no Director who is a member will vote at any of the proposed meetings. Each Director who is a member has provided written consent to the proposed resolutions in their capacity as a member of the Company.

When will the proposed constitution take effect?

The adoption of the new constitution is anticipated to take effect on 28 October 2018, being one month after the date of the meetings.

Appointment of proxies

Each member entitled to vote at a meeting may appoint a proxy to attend and vote at the meeting. A proxy need not be a member of the Company and can be an individual or a body corporate.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Lodgement of proxies

To ensure secure, streamlined and timely counting of ballots, auDA has engaged Link Market Services Limited (Link) to manage the meeting process. Members are encouraged to lodge their appointments of proxies electronically using Link's "Investor Centre" platform.

Each member will receive an email from Link, within the next 24 hours, inviting them to lodge their appointments of proxies online. The URL contained in each email is unique to each member. Appointments of proxy will be immediately and securely registered in Link's system, and confirmation receipts will be sent to the Member's registered email address.

A proxy form is also available on request by emailing companysecretary@auda.org.au and may be submitted by email to companysecretary@auda.org.au or by mail to:

The Company Secretary
.au Domain Administration Limited
PO Box 18315
Melbourne VIC 3001.

For an appointment of a proxy to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company (directly or through submission to Link) at least 24 hours before the commencement of the meeting – 10am Wednesday 26 September.

Proxies received later than this time will be invalid.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one, and includes an individual nominee appointed by a Member at the time of joining the Company. Unless that appointment states otherwise, the representative may exercise all of the powers that the appointment body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. A form of an appropriate Certificate of Appointment of Corporate Representative may be obtained at www.linkmarketservices.com.au.

SUMMARY OF NEW CONSTITUTION AND GOVERNANCE ARRANGEMENTS

This summary forms part of each of the Notices of Meeting in Annexures A, B and C.

EXPLANATORY NOTES

The explanatory notes below describe key changes proposed in the new constitution. The constitution has generally been updated to reflect contemporary governance practice. This is a high level summary only and does not contain details of every change (e.g. procedural, technical and other less material or clarifying changes are not listed).

As part of its governance reform program, the Board has also developed other governance documents that it has adopted or intends to adopt, including (without limitation) a Board Charter, Board Skills Matrix, Nomination Committee Charter and a proposed meeting schedule for 2019. Key governance documents are available for review here: <https://www.auda.org.au/public-comment>. Members are not being asked to vote on these governance documents.

Membership

The members of the Company will be the "Governing Members".

Following the Transition Date, the Governing Members will be the members of the Nomination Committee (other than the Government Representative, who will be a member of the Nomination Committee but not a Governing Member) and any other person admitted by the Board. The Board may only admit as a Governing Member a person (including a corporation or other legal entity) who is:

- a) eligible to hold a .au domain name licence under the policy published by auDA;
- b) not disqualified from managing a corporation under *Part 2D.6 of the Corporations Act 2001 (Cth)* (unless the Board determines otherwise); and
- c) not a Related Body Corporate of another Governing Member.

Before the Transition Date, the Governing Members will be the members of the Nomination Committee other than the Government Representative.

Associate Members

Before the Transition Date, there will be "Associate Members" who may vote on a ballot of Elected Director candidates who have been approved by the Nomination Committee.

The Board may permit a person to be an Associate Member if the person is:

- a) eligible to hold a .au domain name licence under the policy published by auDA;
- b) not disqualified from managing a corporation under *Part 2D.6 of the Corporations Act 2001 (Cth)* (unless the Board determines otherwise); and
- c) not a Related Body Corporate of another Associate Member.

Guarantee amount and Membership fees

The amount of the Members' Guarantee has been reduced from \$100 to \$10. It is a legal requirement that the members of a company limited by guarantee provide a "members' guarantee".

The Members' Guarantee is an obligation on each member to contribute a specified sum to the property of auDA in the event that auDA is wound up and its assets are not sufficient to meet its liabilities.

There will be no membership fees charged prior to the Transition Date.

Expelling Members and removing Associate Members

The Board will have the power to expel a member who:

- (a) does not comply with the constitution or any by-laws, rules or regulations of the Company;
- (b) engages in conduct which, in the opinion of the Board, is prejudicial to the interests of the Company; or
- (c) would be disqualified from managing a corporation under *Part 2D.6 of The Corporations Act 2001 (Cth)* (the Act).

The Board must provide written notice to the member at least 21 days before the meeting to expel the member, and the member will have the opportunity to provide a response to the allegations.

The Board will also have the power to remove Associate Members by following a similar process.

General Meetings

Quorum

Quorum requirements under the new constitution will be:

- (i) prior to the Transition Date, a majority of Governing Members; and
- (ii) following the Transition Date, 10 Governing Members.

Under the current constitution 7 members present in person or by proxy constitute a quorum.

Short Notice

Members with at least 95% of votes that may be cast at a meeting may consent to a meeting on less than 21 days' notice. The current constitution does not permit short notice.

Member eligibility to vote

Members will no longer be required to have been a member for three months before they are eligible to vote at a general meeting.

Directors

The Company must have one Independent Chairperson, five Independent Directors and four Elected Directors, all subject to approval by the Nomination Committee.

The Board will no longer include Directors elected by the Supply Class Members and the Demand Class Members, nor will the CEO be a Director.

Appointment or election of directors

Independent Directors, including the Independent Chairperson, will be appointed by the Board after receiving approval from the Nomination Committee.

Before the Transition Date, the Board will appoint as Elected Director any person who has been approved by the Nomination Committee and who has received the most votes cast in favour in a ballot of Associate Members (or, if the Board is appointing multiple Elected Directors, the candidates who received the most votes), provided that a majority of votes cast in the ballot are in favour of the candidate.

After the Transition Date, the Governing Members will elect Elected Directors who have received approval by the Nomination Committee.

Terms of office

Independent Directors will retire three years after the date of appointment and Elected Directors will retire at the third AGM after they were elected (or, before the Transition Date, were appointed following a ballot). The current constitution provides that Independent Directors can only be appointed for terms not exceeding 2 years each.

All Directors will be subject to a maximum term of the greater of nine years or three terms of appointment or election. The current constitution does not provide a maximum term for directors.

Eligibility of Directors

All directors must be approved by the Nomination Committee, and may not be the auditor of the Company, nor any partner, director or employee of the auditor.

Nomination Committee

The Board must establish and maintain a Nomination Committee. The initial Nomination Committee will be appointed by the Board on the recommendation of DoCA. DoCA has not yet confirmed the initial committee, however the committee will consist of the Independent Chair; a Government representative; and one or two representatives from each of: the domain industry, the business sector, consumers and the Associate Members.

Once the initial Nomination Committee is established, the Board may, by resolution, appoint members to, or remove members from, the Nomination Committee, subject to the approval (or absence of objection) from DoCA.

The Nomination Committee will be responsible for identifying, scrutinising and approving all Independent Directors and Elected Directors to stand for election and receiving and considering notices of concern from Associate Members or Governing Members regarding the performance or conduct of Directors.

Board Meetings

If an equal number of votes is cast for and against a question, the question is decided in the negative. No Director will have a casting vote. Under the current constitution the chair has a casting vote.

Officers' indemnity

The indemnity in favour of officers of the Company has been updated in the new constitution to reflect current practice and the scope of indemnity permitted under the Corporations Act.

The Company will have an obligation to indemnify (to the extent permitted by law) every officer of the Company and its wholly owned subsidiaries against any liability incurred in their capacity as an officer of the Company, or if appointed or nominated by the Company (or a subsidiary) as a trustee or officer of another corporation, unless the officer does not act in good faith. The Company may also indemnify its auditor in these circumstances. This indemnity will continue in respect of all acts done by a person while officer of the Company (or a subsidiary) after the person is no longer an officer.

The Company may also make payment in respect of legal costs incurred by an officer, employee or auditor in defending an action for liability incurred in that capacity.

Transitional arrangements

Transition Date

The Transition Date will be the earlier of two years after the date of adoption of the new constitution, and the date that is 30 days after the number of Associate Members exceeds 12,500 and DoCA has either approved the transition or has been given 30 days' notice and has not disapproved the transition.

Initial Members

DoCA has not yet recommended to the Company the members of the initial Nomination Committee. Until the Nomination Committee is established, the current Board will be the Governing Members.

Initial Board

Once the Nomination Committee is established, it will take time to identify and scrutinise members for the initial Board. The current Board will remain in place until six months after establishment of the Nomination Committee (or earlier if the Board resolves).

Transition to Governing membership

At least one month prior to the Transition Date, the Company will write to the Associate Members seeking their consent to become a Governing Member. Each Associate Member who consents to become a Governing Member will become a Governing Member from the Transition Date.

FREQUENTLY ASKED QUESTIONS

Set out below are frequently asked questions that members may have in relation to the proposed constitutional changes. The answers to these questions should be read in conjunction with the summary set out above and the rest of this document.

Members may submit additional questions in writing to companysecretary@auda.org.au.

These frequently asked questions will be published on the auDA website which will be updated to address additional questions that are relevant to the proposal.

No.	Question	Answer
Governing Members and Associate Members		
1.	Who will be the members of auDA for the purposes of the Corporations Act?	The Governing Members.
2.	Who is eligible to be a Governing Member?	<p>Before the Transition Date, the members of the Nomination Committee (except for the Government Representative) will be the Governing Members of auDA. Until the Nomination Committee members are appointed, the directors will be the Governing Members.</p> <p>After the Transition Date, the Board may admit any person who is eligible to hold a .au domain name licence as a Governing Member. To prevent corporate groups from registering multiple members, a company cannot register as a member if it is a related body corporate of another Governing Member.</p>
3.	Who is eligible to be an Associate Member?	Before the Transition Date, the Board may permit any person who is eligible to hold a .au domain name licence to be an Associate Member. To prevent corporate groups from registering multiple Associate Members, a company cannot register as a member if it is a related body corporate of another Associate Member.
4.	What is the benefit of being an Associate Member?	Associate Members will be able to vote in a ballot on candidates for election as Elected Directors. Before the Transition Date, the Board will conduct a ballot of Associate Members to vote on candidates for election as Elected Directors who have been approved by the Nomination Committee. The Board will appoint the candidate who receives the most votes (or, if there are multiple vacant positions, the candidates who received the most votes) provided that a majority of votes cast in the ballot are in favour of the candidate(s).
5.	When is the Transition Date?	The Transition Date will be the second anniversary of adoption of the constitution, unless the number of Associate Members reaches 12,500 before this date.

		If the number of Associate Members reaches 12,500 before the second anniversary of the adoption of the constitution, the Board will consult with DoCA and, provided DoCA does not disagree, will bring forward the Transition Date.
6.	What will happen on the Transition Date?	The Board will write to all Associate Members at least one month before the Transition Date seeking their consent to become a Governing Member. Each Associate Member who consents in writing to become a Governing Member will become a Governing Member.
7.	Will there be a fee to be a Governing Member or Associate Member?	Before the Transition Date, there will be no fee to be a Governing Member. After the Transition Date, the Board may determine an annual membership fee. There will be no fee to be an Associate Member.
Board of Directors		
8.	Who will be on the Board?	The Board will comprise one Independent Chairperson, five Independent Directors and four Elected Directors.
9.	How will prospective Directors be identified?	Any person may apply to the Nomination Committee to be approved as an Elected Director, Independent Director or Independent Chairperson. It is expected that the Nomination Committee will generally call for nominations through a public expressions of interest process, and/or when appropriate may be assisted by the use of external recruitment agencies.
10.	What skills will a Director require?	The Nomination Committee will approve a board skills matrix, against which it will measure all Director candidates. The current Board has developed an initial draft board skills matrix, which can be viewed here https://www.auda.org.au/public-comment . It is expected that the Nomination Committee will consider this draft board skills matrix and adopt it subject to any amendments that the Committee considers appropriate.
11.	How will Directors join the Board?	The Independent Chairperson and Independent Directors will be appointed by the Board after being approved by the Nomination Committee. Before the Transition Date, the Elected Directors who are approved by the Nomination Committee will be candidates in a ballot of Associate Members and will be appointed by the Board in accordance with the results of that ballot.

		After the Transition Date, Elected Directors who have been approved by the Nomination Committee will be directly elected by the members.
12.	What are the Board quorum requirements?	Unless the Board decides otherwise, a majority of Directors.
13.	What will be the individual and maximum terms of Directors?	Directors will be appointed or elected for three year terms. All Directors are subject to a maximum term of the greater of nine years and three terms of appointment or election. Service prior to the adoption of the proposed constitution will count towards the maximum term.
14.	How will the ballot for Associate Members work?	It is expected that there will be a call for nominations prior to the ballot, and that the Nomination Committee will consider for approval any person who has been nominated, taking into account the board skills matrix. Associate Members will vote on those candidates who have been approved by the Board to stand in the ballot through an electronic voting process.
15.	What oversight will there be over the Board?	Governing Members and Associate Members will be able to lodge a complaint with the Nomination Committee about the performance of the Board or of an individual director if they are concerned about performance. auDA will report annually on the Board's performance against the Board Charter and the organisation's performance against a KPI framework, transparency and accountability framework, membership diversification initiatives and stakeholder engagement strategy. This is required under the new terms of endorsement. auDA's authority to operate the .au ccTLD is derived from the Australian Government. DoCA ultimately provides oversight over auDA, including the Board.
Nomination Committee		
16.	Who will be the members of the Nomination Committee?	DoCA has not yet confirmed the initial committee, however the committee will consist of: <ul style="list-style-type: none"> • the independent chair of auDA; • a Government representative; and

		<ul style="list-style-type: none"> one or two representatives from each of: the domain industry, the business sector, consumers and the Associate Members.
17.	What will constitute a quorum of the Nomination Committee?	A majority of the members, which for the first 12 months must include the Government representative (i.e. no quorum without the Government representative).
18.	How will the Nomination Committee be remunerated?	<p>\$1,500 plus statutory superannuation paid as a sitting fee, excluding the Chair (i.e. no fee paid to the Chair).</p> <p>No remuneration is payable when the Committee sits as Governing Members (i.e. as the members of auDA), e.g. at the AGM.</p>
19.	What will be the frequency of meetings?	<p>The Nomination Committee will meet as often as is necessary to perform its role. The role is likely to be initially intensive while the committee approves a board skills matrix and approves members of the initial Board.</p> <p>There will also be an annual review of Board performance, a report of which will be published in auDA's annual report.</p> <p>Before the Transition Date, the Nomination Committee will also need to meet at least annually in their capacity as Governing Members for auDA's Annual General Meeting.</p>
Advisory Committees		
20.	What is the purpose of the Advisory Committees?	Each Advisory Committee will have a particular advisory role, however the role will generally be to inform the Board on matters within the remit of the Advisory Committee and the experience of its members and to recommend appropriate actions to the Board arising therefrom.
21.	What is the role of the General Advisory Standing Committee?	To receive and consider submissions from members of the general public who are interested in the management, operations, decisions or actions of auDA.
22.	What is the role of the Technical Advisory Standing Committee?	<p>To receive and consider submissions from members of the general public who are:</p> <ul style="list-style-type: none"> interested in the management, operations, decisions or actions of auDA; and have particular knowledge or expertise that relates to technical aspects of the operations, decisions or actions of auDA.

23.	What will be the initial Advisory Committees?	General Advisory Standing Committee and a Technical Advisory Standing Committee.
24.	What support will the Advisory Committees receive?	auDA will provide administrative and operational support as necessary for each committee to carry out its responsibilities.
Interim Arrangements		
25.	What will happen to existing Demand Class Members and Supply Class Members?	<p>Immediately after adoption of the new constitution, existing members in general will no longer be eligible to be members of auDA.</p> <p>We will conduct an audit of our membership register and will write to current members to confirm whether they satisfy the eligibility criteria to become an Associate Member. Those who satisfy the eligibility criteria and elect to be an Associate Member will become Associate Members. We will aim to complete this audit before the date of the first ballot of Associate Members.</p> <p>Existing Demand Class and Supply Class Members will have the option of requesting a refund of 75% of the annual membership fee that they have paid for 2018-2019. If members do not request a refund, auDA will make a contribution equivalent to the total amount of unclaimed refunds to The auDA Foundation.</p>
26.	When will the initial Nomination Committee be appointed?	auDA is in the process of confirming the members of the initial Nomination Committee with DoCA and they will be appointed as soon as practical after confirmation is received from DoCA.
27.	Who will be the Governing Members before the initial Nomination Committee is appointed?	The Board members will be the Governing Members until the Nomination Committee has been established, at which point the Directors (other than the Independent Chairperson) will cease to be Governing Members and be replaced by the members of the Nomination Committee.
28.	Who will be the initial Board?	The current Board immediately before adoption of the constitution will remain as Board members after the constitution is adopted. The Board will manage the process of transitioning to the new model.
29.	When and how will the initial Board be replaced?	Once the Nomination Committee is established, it will be responsible for approving new Board members. The Nomination Committee will approve one Independent Chairperson, five Independent Directors and (at least) four Elected Directors. The Board will then appoint the approved Independent Chairperson and Independent Directors, and will appoint approved Elected Directors after arranging for a ballot of Associate Members.

		6 months after the Nomination Committee has been established (or earlier if resolved by the Board), any Board member who has not been approved by the Nomination Committee will cease to be eligible to be a Director under the constitution.
30.	Will current Directors be considered by the Nomination Committee?	Current Board members will be invited to go through the same process with the Nomination Committee, and if approved and/or elected will be entitled to remain on the Board.

ANNEXURE A: Notice of Extraordinary Meeting

.AU DOMAIN ADMINISTRATION LIMITED

ACN 095 271 266

NOTICE OF EXTRAORDINARY GENERAL MEETING

.au Domain Administration Limited (ACN 079 009 340) (the **Company**) gives notice that a general meeting of members will be held at the Grape Room, Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne VIC 3000 on Thursday, 27 September 2018 at 10.00am (Melbourne time).

BUSINESS

- 1. General Update**
- 2. Adoption of new constitution and Variation of class rights**

To consider, and if thought fit, pass, with or without amendment, the following resolution as a special resolution:

That subject to:

- (i) the approval of the Supply Class Members to the cancellation of the Supply Class Membership at the Supply Class Meeting; and*
- (ii) the approval of the Demand Class Members to the cancellation of the Demand Class Membership at the Demand Class Meeting,*

the Company adopt the constitution tabled at the meeting (and signed by the Chairman for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the Corporations Act 2001, and pursuant to the adoption of that constitution, cancel all rights attaching to the Supply Class and Demand Class of membership.

Requisite majority

The resolution is proposed as a special resolution. Under rule 16.2(b) of the Company's constitution, the resolution will only be taken to be carried if there is an affirmative vote in each of the Demand Class and Supply Class of Members of more than 75% of Members present and entitled to vote (in person or by authorised representative or proxy).

Explanatory Material

We recommend you read the explanatory material accompanying this Notice of Meeting which is incorporated into and forms part of this Notice of Meeting.

By order of the Board



Chris Leptos AM
Independent Chair
.au Domain Administration Ltd

Dated: 4 September 2018

ANNEXURE B: Notice of Class Meeting of Supply Class Members

.AU DOMAIN ADMINISTRATION LIMITED

ACN 095 271 266

NOTICE OF CLASS MEETING OF SUPPLY CLASS MEMBERS

.au Domain Administration Limited (ACN 079 009 340) (the **Company**) gives notice that a meeting of Supply Class Members (**Supply Class Meeting**) will be held at the Grape Room, Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne VIC 3000 on Thursday, 27 September 2018 at 10.00am (Melbourne time).

BUSINESS

1. Consent to cancellation of supply class

To consider and, if thought fit, pass the following resolution as a special resolution of the Supply Class Members:

That the cancellation of Supply Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the Corporations Act 2001 be approved.

Right to vote

Only Supply Class Members may vote at the Supply Class Meeting.

Explanatory Material

We recommend you read the explanatory material accompanying this Notice of Meeting which is incorporated into and forms part of this Notice of Meeting.

By order of the Board



Chris Leptos AM
Independent Chair
.au Domain Administration Ltd

Dated: 4 September 2018

ANNEXURE C: Notice of Class Meeting of Demand Class Members

.AU DOMAIN ADMINISTRATION LIMITED

ACN 095 271 266

NOTICE OF CLASS MEETING OF DEMAND CLASS MEMBERS

.au Domain Administration Limited (ACN 079 009 340) (the **Company**) gives notice that a meeting of Demand Class Members (**Demand Class Meeting**) will be held at the Grape Room, Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne VIC 3000 on Thursday, 27 September 2018 at 10.00am (Melbourne time).

BUSINESS

1. Consent to cancellation of demand class

To consider and, if thought fit, pass the following resolution as a special resolution of the Demand Class Members:

That the cancellation of the Demand Class of membership effected, or to be effected, by the adoption by the Company of the constitution tabled at the extraordinary general meeting (and signed by the Chairman for the purpose of identification) as its constitution in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the Corporations Act 2001 be approved.

Right to vote

Only Demand Class Members may vote at the Demand Class Meeting.

Explanatory Material

We recommend you read the explanatory material accompanying this Notice of Meeting which is incorporated into and forms part of this Notice of Meeting.

By order of the Board



Chris Leptos AM
Independent Chair
.au Domain Administration Ltd

Dated: 4 September 2018