

.au Domain Administration Limited
ACN 079 009 340

Minutes of a Meeting of Members

Date/Time:	Friday, 27 July 2018 10.00 am (Melbourne Time)
Venue:	State Library of Victoria, Theatrette, 179 Latrobe St, Melbourne, Vic, 3000
Directors:	Chris Leptos AM (CL) Independent Director and Chairman Cameron Boardman (CB) Director and CEO Erhan Karabardak (EK) Supply Director Tim Connell (TC) Demand Director James Deck (JD) Supply Director Suzanne Ewart (SE) Independent Director Joe Manariti (JM) Supply Director Nigel Phair (NP) Demand Director Damian Smith (DS) Demand Director Holly Raiche (HR) Demand Director Grant Wiltshire (GW) Supply Director
Attendees:	Attendee Listing
Chairman:	Chris Leptos AM (CL)
Apologies:	Sandra Hook (SH) Independent Director

1. OPENING REMARKS

The Chairman **NOTED** that a quorum was present and declared the meeting open at 10.10 am (Melbourne time).

The chairman welcomed all those in attendance, noting the Notice of Meeting was sent to all members and would be taken as read.

Mr Leptos outlined the agenda and procedures for the meeting.

2. UPDATE ON THE .AU REVIEW, AND THE CONSULTATION MODEL WORKING GROUP (CMWG)

Mr. Boardman outlined the background to the .au Review, and the role of the Consultation Model Working Group (CMWG).

Mr Boardman introduced Mr Khangure and Mr Tonoli who are both members of the CMWG.

Mr Tonoli and Mr Khangure delivered a presentation on the objectives and activities of the CMWG.

Mr Khangure and Mr Tonoli answered questions from the members on the activities of the CMWG.

3. REMOVAL RESOLUTIONS

Mr Leptos referred to correspondence from Mr Josh Rowe, Mr Paul Szyndler, and Mr Jim Stewart alleging criminal cartel conduct by auDA. Mr Leptos strongly refuted those allegations.

Mr. Leptos outlined the voting process for the resolutions.

Mr Erhan Karabardak outlined the position of the directors, other than Mr Tim Connell, in relation to the removal resolutions. He noted that the directors, other than Mr Connell, recommended that members vote against the resolutions for the following reasons:

- first, we have worked with Mr Leptos, Ms Hook and Ms Ewart, and have seen their expertise and professionalism in action;
- secondly, each of Mr Leptos, Ms Hook and Ms Ewart is well qualified to be a director of this Company and was appointed to the auDA Board by the elected directors in accordance with the Company's Constitution after careful deliberation; and
- thirdly, as we have already heard from your CEO, your Company is in the midst of taking steps to address the Government's Review of the .au namespace, and it is not in the interests of the Company that the current process be disrupted by replacing the Independent Directors as this critical time. Continuity on the Board is critical to the success of the Review and the activities of the Constitutional Model Working Group.

4. REMOVAL OF MS EWART

Mr. Leptos outlined the resolution, with Mr Stewart proposing and Mr Long seconding the resolution:

“That, pursuant to s203D of the Corporations Act 2001 (Cth), Suzanne Maree Ewart be and is hereby removed as a director of the Company.”

The proxy votes were noted:

Class	For	Against	Open	Abstain
Supply	Nil (0%)	26 (89.7%)	3 (10.3%)	Nil
Demand	40 (67.8%)	8 (13.6%)	11 (18.6%)	Nil

The item was opened for discussion and questions.

A member questioned the voting requirements of section 203D of the Corporations Act 2001 in relation to the passing of the resolution.

Mr Leptos reiterated the requirements for the resolution to pass.

Mr Leptos noted voting would take place at the end of the meeting.

5. REMOVAL OF MS HOOK

Mr. Leptos outlined the resolution, with Mr Stewart proposing and Mr Shaw seconding the resolution:

“That, pursuant to s203D of the Corporations Act 2001 (Cth), Sandra Hook be and is hereby removed as a director of the Company.”

The proxy votes were noted:

Class	For	Against	Open	Abstain
Supply	Nil (0%)	26 (89.7%)	3 (10.3%)	Nil
Demand	40 (67.8%)	8 (13.6%)	11 (18.6%)	Nil

The item was opened for discussion and questions.

No members commented.

Mr Leptos noting voting would take place at the end of the meeting.

6. REMOVAL OF MR LEPTOS

Mr. Karabardak outlined the resolution, with Mr Stewart proposing and Mr Long seconding the resolution:

“That, pursuant to s203D of the Corporations Act 2001 (Cth), Suzanne Maree Ewart be and is hereby removed as a director of the Company.”

The Proxy Votes were noted:

Class	For	Against	Open	Abstain
Supply	Nil (0%)	26 (89.7%)	3 (10.3%)	Nil
Demand	40 (67.8%)	8 (13.6%)	11 (18.6%)	Nil

The item was opened for discussion and questions.

No members commented.

Mr Karabardak noting voting would take place at the end of the meeting.

7. QUESTIONS FROM MEMBERS

Mr Leptos accepted questions from members until all questions were exhausted.

Mr Leptos took a question on notice regarding 'supply related persons', and agreed to publish the question and his answer on the auDA web site after the meeting concluded.

8. POLL VOTING

Mr Leptos appointed Ms Lally of Boardroom as Returning Officer and noted that KPMG would act as Scrutineer.

Ms Lally explained the poll procedures to members.

Once all poll votes were collected the chairman declared the poll closed and advised the meeting results would be available when counting was completed by the Returning Officer.

Provisional results were disclosed to the meeting, with the Returning Officer and Scrutineer noting that all resolutions were provisionally defeated.

Mr Leptos advised the members and that when counting was completed the results would be available on the Company's website.

9. MEETING CLOSURE

There being no further business or questions from members, the meeting was closed at 1:45pm.

Confirmed and signed as a true and correct record:

Chair

Date