

Processes and procedures for the conduct of Elected Director ballots

1. Background

Clause 5.5 of .au Domain Administration Limited's (auDA) constitution provides for the auDA Board to appoint Elected Directors. Specifically:

5.5 Election of Elected Directors

a) Prior to the Transition Date, the Board may, by resolution, appoint any person to be an Elected Director if that person:

- i. has been approved by the Nomination Committee in accordance with rule 5.2(a)(ii) to be an Elected Director; and*
- ii. has received the most votes cast in favour in a ballot of Associate Members conducted in accordance with Schedule 1 (or, if the Board is appointing multiple persons, the candidates who receive the most votes), provided that a majority of votes cast in the ballot are in favour of the candidate*

Schedule 1 – Associate Members to the Constitution at Item 3(c) provides for the Board to determine the process and procedure for the ballot:

3. Ballot

(a) Where there is a vacancy in an Elected Director position, or there is expected to be a vacancy in an Elected Director position, the Board must conduct a ballot of Associate Members and must appoint to the vacant position the candidate who received 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).

(b) Each candidate in the ballot referred to in paragraph (a) must have been approved by the Nomination Committee in accordance with rule 5.2(a)(ii).

(c) The Board may determine the process and procedure for conducting the ballot, provided that the Board ensures that each Associate Member is notified of the ballot, has reasonable information about the candidates, and is provided with a reasonable opportunity to cast his or her vote.

2. Process and procedure for the 2020 ballot

Procedure

- 2.1. The ballot is to fill one vacant Elected Director position on the auDA Board.
- 2.2. The ballot will be conducted online using a reputable share registry firm with experience running online ballots.
- 2.3. The returning officer shall be a nominated representative of the appointed share registry firm.

- 2.4. The result of the ballot will be as declared by the returning officer and will be binding on candidates.
- 2.5. The ballot shall be open to Associate Members from Wednesday 14 October 2020 until 11:59pm on Sunday 1 November 2020 (Australian Eastern Daylight Time).

Eligibility

- 2.6. Only Associate Members of auDA approved for membership before seven (7) days prior to the notice of the ballot being distributed will be eligible to cast votes.
- 2.7. Candidates shall not be entitled to receive a copy of Associate Member contact details.

Voting

- 2.8. In line with Rule 5.2(a)(ii) of the Constitution, Associate Members may cast a vote *for* or *against* each candidate. Associate Members may also *abstain* from casting a vote for a candidate.
- 2.9. Details of the ballot will be distributed by electronic mail / email to the email address supplied by eligible Associate Members upon joining auDA and as updated by them from time to time. auDA shall not be responsible for an Associate Member's failure to keep their address details current.

Candidate information

- 2.10. The electronic mail providing details of the candidates will contain a link to auDA's website where the following information will be displayed for each candidate that the Nomination Committee has approved for election:
 - a) a CV detailing the candidate's professional experience, qualifications and other relevant information; and
 - b) a candidate statement in respect of the candidate's personal attributes and skills in respect of their fiduciary duties to auDA in the event the candidate is successful in the ballot and appointed to the auDA Board.
- 2.11. Candidates will provide this information by way of an approved auDA template.

Result

- 2.12. In the event of a tied result the auDA Board will determine the candidate to be appointed from among the tied candidates, in consultation with the Nomination Committee.
- 2.13. The results of the ballot will be announced prior to auDA's 2020 Annual General Meeting scheduled for 10 November 2020.
- 2.14. In line with Rule 5.5(a)(ii) of the constitution, the Board may, by resolution, appoint a person to be an Elected Director if that person has received the most votes cast in favour in the ballot provided that a majority of votes cast in the ballot are in favour of the candidate.
- 2.15. In the event no candidate receives a majority favourable vote as required by the Constitution, the vacancy will remain unfilled and the Board will consider its options.

[ENDS]