

PROPOSED TEXT
to and forming part of

NOTICE OF ANNUAL GENERAL MEETING
of

.au DOMAIN ADMINISTRATION LTD (auDA)
to be held on 27 November 2017 at 11am at Crowne Plaza,
Melbourne

Agenda Item 8

Special Resolution — Amendment to Constitution
Fit and Proper Persons Test

Proposed by demand class member Simon Johnson

1. **AMENDMENT OF CONSTITUTION**

To consider and, if thought fit, pass the following resolution, as a special resolution:

Resolution 1

That the Constitution of .au Domain Administration Limited be amended by deleting subclause 9.9(e) and replacing it with the following subclauses:

- e. *If a membership application is rejected by the Board, the board shall provide written notice to the applicant but is not required to provide its reasons for rejecting any application.*
- f. *When determining whether or not to approve an application, the Board must take into account whether, in the opinion of the Board, the applicant:*
 - i. *has been convicted of an offence against a law of the Commonwealth or of a state or territory of Australia;*
 - ii. *has been convicted of an offence against a law of another country;*
 - iii. *has been determined not to be a fit and proper person as prescribed under a law of the Commonwealth, a state or territory of Australia or of another country;*
 - iv. *has been, at any time, a bankrupt, applied to take the benefit of a law for the benefit of bankrupt or insolvent debtors, compounded with his or her creditors or assigned his or her remuneration for the benefit of creditors;*
 - v. *has been disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001;*
 - vi. *has been reprimanded, disqualified or removed by, or has been the subject of disciplinary proceedings before, a professional or regulatory body in relation to matters relating to the person's honesty, integrity or business conduct;*
 - vii. *has provided false or misleading information, or made a false or misleading statement to the Board, auDA or any professional or regulatory body; and*

- viii. *is affected by any other fact, matter or circumstance relating to the applicant's character, diligence, honesty, integrity and judgement which renders the applicant not fit and proper for admission as a Member.*

To avoid doubt, the Board will not approve a membership application if, in the opinion of the Board, the applicant would, if admitted to Membership, cease to be a Member by operation of clause 13.1 of this Constitution.

Resolution 2

That the Constitution of .au Domain Administration Limited be amended by deleting paragraph clause 13.3 in its entirety and replacing it with the following clause:

13.3 Expulsion of Members

- a. *The Board may, by resolution, expel from auDA any Member who:*
 - i. *does not comply with this Constitution or any by-laws, rules, regulations or policies of auDA;*
 - ii. *whose conduct, in the opinion of the Board, is prejudicial to the interests of auDA;*
 - iii. *is convicted of an offence against a law of the Commonwealth or of a state or territory of Australia;*
 - iv. *is convicted of an offence against a law of another country;*
 - v. *is determined not to be a fit and proper person as prescribed under a law of the Commonwealth, a state or territory of Australia or of another country;*
 - vi. *is disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001;*
 - vii. *is reprimanded, disqualified or removed by, or is the subject of disciplinary proceedings before, a professional or regulatory body in relation to matters relating to the person's honesty, integrity or business conduct; or*
 - viii. *provides false or misleading information, or makes a false or misleading statement to the Board, auDA or any professional or regulatory body.*
- b. *A member expelled from the Company does not have any claim on the Company, its funds or property.*

Resolution 3

That the Constitution of .au Domain Administration Limited be amended by inserting a new subclause 19.4(f) after the existing subclause 19.4(e):

- f. *A person is not eligible to stand as a candidate for election to the Board if that person:*
 - i. *has been convicted of an offence against a law of the Commonwealth or of a state or territory of Australia;*
 - ii. *has been convicted of an offence against a law of another country;*
 - iii. *has been determined not to be a fit and proper person as prescribed under a law of the Commonwealth, a state or territory of Australia or of another country;*
 - iv. *has been, at any time, a bankrupt, applied to take the benefit of a law for the benefit of bankrupt or insolvent debtors, compounded with his*

or her creditors or assigned his or her remuneration for the benefit of creditors;

- v. has been disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001;*
- vi. has been reprimanded, disqualified or removed by, or has been the subject of disciplinary proceedings before, a professional or regulatory body in relation to matters relating to the person's honesty, integrity or business conduct;*
- vii. has provided false or misleading information, or made a false or misleading statement to the Board, auDA or any professional or regulatory body; or*
- viii. is affected by any other fact, matter or circumstance relating to the person's character, diligence, honesty, integrity and judgement which, in the opinion of the Board, renders the person not fit and proper to stand as a candidate for election as a Director.*

Resolution 4

That the Constitution of .au Domain Administration Limited be amended by inserting a new subclause 20(h) after the existing subclause 20(g):

- h. at any time, an event specified in clauses 19.4(f)(i) through (vii) inclusive occurs in respect of the Director.*