



.au Domain Administration Limited
ACN 079 009 340
NOTICE OF GENERAL MEETING

The Board of Directors of .au Domain Administration Limited (auDA) is pleased to invite you to attend a General Meeting.

Date: Wednesday 29 July 2020

Time: 9.30am – 10.30am

Venue: Due to COVID-19 travel and social distancing restrictions, the meeting is being held via Microsoft Teams Video.

Video link: As per calendar invitation sent to Governing Members
Telephone: +61 2 8318 0005
Conference ID: 785 754 820#

BUSINESS

1. WELCOME

Acknowledgement of country, welcome and any apologies.

2. AMENDMENT TO THE CONSTITUTION

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

"That auDA modify its constitution by deleting the definition of Late Transition Date in rule 1.6 and substituting the following definition:

Late Transition Date means the date that is four years after the date of adoption of this constitution."

3. GENERAL BUSINESS

To consider any other business that may properly be brought before the meeting.

Date: 1 July 2020

By resolution of the Board of Directors

NOTES

These Notes form part of the Notice of General Meeting.

Right to attend and vote

The only persons eligible to attend (by video conference) and vote at the General Meeting are the Governing Members as per Section 2.2 of the auDA Constitution.

Governing Members will be able to watch and attend the General Meeting by video teleconference.

Voting at the General Meeting will be by way of a poll, based on votes submitted by proxy and at the General Meeting.

Invitation to non-members

Persons who are not Governing Members are invited to attend the General Meeting by teleconference and submit questions in writing to companysecretary@auda.org.au not later than 48 hours prior, subject to the ultimate discretion of the Chair to conduct the meeting in an orderly and appropriate manner.

Appointment of proxies

Each Governing Member entitled to vote at the General Meeting may appoint a proxy to attend and vote at the general meeting.

A proxy need not be a member of auDA.

Lodgement of proxy documents

For an appointment of a proxy for the meeting 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 (e.g. a power of attorney) or a certified copy of it,

must be received by auDA at its registered office at Level 17, 1 Collins Street Melbourne VIC 3000, or via companysecretary@auda.org.au, at least 48 hours before the meeting.

A proxy may be appointed using the attached Proxy Appointment Form.

EXPLANATORY NOTES

Amendment to the Constitution

auDA is a Company limited by guarantee, in which Governing Members can vote on resolutions and convene meetings in certain circumstances. Associate Members can participate in a ballot to indicate their approval of Elected Directors. The Associate Member category was envisaged to be temporary as part of the new Constitution.

auDA's new Constitution – adopted on 27 September 2018 - provides that at a certain date Associate Members (and others) who choose to opt-in may be admitted as Governing Members of the Company. The Constitution currently provides that the Transition Date is the earlier of the date that is 30 days after both the number of Associate Members exceeds 12,500 and the Board has notified the Department in writing of this fact, or the date that is two years after the date of adoption of the Constitution (i.e. 27 September 2020).

These thresholds were set with the aim of ensuring that a sufficiently large, diverse and representative base of Associate Members had been established and that the Company's new membership and governance frameworks had sufficient time to be embedded to ensure the ongoing organisational stability that is vital for the effective management of the .au ccTLD.

Since establishing the Associate Membership program, more than 3,300 people have joined as Associate Members and signed on to be part of auDA's important work. While this is a tremendous start, and the most members that auDA has ever had, further time and work is needed to continue building the critical mass envisaged when the Constitution was adopted.

While two years was envisaged as sufficient time to embed the Company's new governance frameworks introduced with the new Constitution, circumstances have substantially curtailed the actual time available. The Nomination Committee did not take office until nine months after the adoption of the Constitution. An entirely new Board was appointed five months later in mid-November and has now been in office just seven months. The organisation was without a CEO for seven months until March this year. And since then the coronavirus restrictions have significantly constrained aspects of the organisation's strategic planning processes.

Accordingly, the Board considers it appropriate that the Constitution be amended to extend the Late Transition Date threshold by a further two years - to be four years since the adoption of the Constitution. This would provide auDA with sufficient time to embed the new governance framework, continue to build its Associate Member base and ensure the organisation's ongoing stability. If the number of Associate Members reaches 12,500 before the date that is four years after adoption of the Constitution, the Transition Date would be triggered at that earlier point.

As a result of the proposed amendment, the Transition Date (being the date on which Associate Members who consent will transition to be Governing Members) will be the earlier of the date that is 30 days after the number of Associate Members exceeds 12,500 and the Board has notified the Department of this fact or 27 September 2022.

PROXY APPOINTMENT FORM

.au Domain Administration Limited

ACN 079 009 340

Name and address of member

Appointment of proxy

I, being a member of .au Domain Administration Limited
and entitled to attend and vote, appoint

Name

or if that person fails to attend or, if no person is named, the Chairman of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the general meeting of the Company to be held on 29 July 2020 and at any adjournment.

Voting directions to your proxy – please mark ✕ to indicate your directions

Business

	Item	For	Against	Abstain*
2.	Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item and your vote will not be counted in computing the required majority on a poll.

Signatures of member(s)

Member

/ /

Contact name

**Contact daytime
telephone**

Date

Appointment of proxy

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

Voting directions to your proxy

You may direct your proxy how to vote by marking **X** in one of the three boxes opposite each item of business. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

Signing instructions

This Proxy Appointment Form must be signed and dated by the member or the member's attorney.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

Lodgement of Proxy Appointment Form

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

- at Level 17, 1 Collins Street Melbourne VIC 3000; or
- companysecretary@auda.org.au

not later than 9.00am on Monday 27 July 2020.

Documents received after that time will not be valid for the scheduled meeting.