
2019 Annual General Meeting Minutes

DATE AND TIME: 14 November 2019
11am Melbourne time

LOCATION: Monash Conference Centre
Level 7, 30 Collins St
Melbourne Victoria 3000
Also Live Streamed

PRESENT:

auDA Board

Suzie Ewart, Chairman
Erhan Karabardak, Director
Joe Manariti, Director
James Deck, Director
Sandra Hook, Director
Damian Smith, Director
Holly Raiche, Director
Nigel Phair, Director
Grant Wiltshire, Director

Governing Members

Anne Hurley
David Epstein
Jacquie Lefevre
Karen Hayes AM
Keith Besgrove
Neville Stevens AO
Richard Bean

In Attendance:

Sonia Joksimovic, Company Secretary
Vicki Middleton, Government Representative
Adrian Nathanielsz, Auditor
Other Attendees listed below

Introduction and Welcome

The Chairman welcomed everyone to the Annual General Meeting on behalf of the Board, noting that a quorum of Governing Members was present and declaring the meeting open at 11:02. The Chair then introduced each Board member; Sandra Hook, Erhan Karabardak, Grant Wiltshire, Nigel Phair, Joe Manariti, James Deck, Damian Smith and Holly Raiche, and confirmed the meeting proceedings.

Business of the Meeting

1. Approve Minutes of 2018 AGM

The Governing Members were asked to consider the 2018 AGM Minutes.

That the minutes of the Annual General Meeting held on 23 November 2018 are confirmed.

Moved: Neville Stevens

Seconded: Keith Besgrove

Carried

2. Report from Executive Chairman

The Chairman reported on activities for the year to 30 June 2019, noting that auDA plays a critical role in Australia's digital economy and has a special responsibility to ensure that the domain system is reliable,

stable and secure. The Chairman highlighted the transformation program, encompassing technology, membership, and corporate governance including:

- The largest ever domain name registry transfer on a single day, transitioning 3.1 million domain names to a new registry operator
- Transition to a new governance model and constitution that models best practice and will add stability and good governance
- A new technology platform, that will reduce the time taken to resolve complaints and better satisfy complainants
- Launched a new Associate Member program, that has attracted a record 1500 members
- Prepared for the launch of a new shorter domain names, that will help boost the digital economy and drive social inclusion
- Progressed plans to introduce simpler new licensing rules, that are easier to understand, and which will reduce the burden on business

The Chairman noted that these were among 120 separate management initiatives, that address recommendations in the Australian Government's 2018 review of auDA and helped satisfy the terms of endorsement - initiatives which have made auDA more efficient, more responsive, representative, accountable and transparent.

The Chairman provided an account of the market noting as at 30 June 2019 the total number of domains under management was just under 3.2 million, .com.au and .org.au continue to grow at about 2% per year, while.net.au is declining at 7% a year with the net effect a year-on-year growth of 1.25% and commented on auDA's financial performance and the new governance structure.

The Chairman closed by thanking her fellow Board Directors, for all of their hard work, diligence, and collegiality over the past year, to transform auDA and acknowledged the hardworking auDA team, thanking them for all their tireless work and their ongoing commitment.

3. Reports

Members were asked to consider the Annual Financial Report of auDA and the Reports of the Directors and auditor for the year ended 30 June 2019 and invited to ask questions.

4. Increase to Aggregate Director Remuneration

The Governing Members were asked to consider and, if thought fit, pass the following resolution.

That the maximum annual aggregate amount of remuneration that the directors are entitled to be paid out of the funds of auDA, under rule 10.1 of the auDA constitution is fixed at \$580,000 inclusive of superannuation.

Moved: Neville Stevens

Seconded: Keith Besgrove

Carried

5. Other Business

The Chairman reported the results of the Elected Director Ballot and introduced the new Directors to take office under the new Constitution, Independent Chair, Alan Cameron, Independent Directors James Atkins, Kate Cornick, Peter Elford, Matthew Healy and Alice McCleary and Elected Directors Sandra Davey, Tania Fryer and Angelo Giuffrida.

In inviting questions, the Chair advised that direct registration would be a matter for the incoming Board to consider, and that matters relating to the departure of the former CEO were confidential and that the Board has commenced a thorough executive search process for the incoming Board to progress:

Questions on the following matters were asked and answered

- The Nomination Committee (NomCom) and Elected Director ballot process (including selection of candidates, industry experience among candidates, voting procedure, fourth vacancy unfilled, how many meetings NomCom held and the overall budget and cost of NomCom)
- The future of the auDA Foundation
- Staffing levels at auDA
- The cost of the Government review

The Executive Chairman was thanked for stepping into the role at short notice and stewarding the organisation through challenging times. The Executive Chairman reiterated her thanks to fellow Directors and auDA staff for their support and wished the new Board every success.

Meeting closed 11:48am

Signed as a true and correct record

Alan Cameron AO

Independent Chairperson

Date:

ATTENDEES:

Incoming Board

Alan Cameron, AO

Angelo Giuffrida

Tania Fryer

Other (including staff and associate members)

Alister Paterson

Andrew Maiden

Anthony Peake

Bruce Tonkin

Chris Joseph

Clayton Ford

Gaby Facci

Greta Adams

Ian Halson

James Shady

John Graham

Josh Rowe

Kat Vrkic

Marilyn Duncan

Michelle Hindson

Mohammad Chowdhury

Peter Tonoli

Sam Abusah

Simon Jemin

Steph Viljoen

Will Bond