

DRAFT MINUTES

2010 Annual General Meeting

Wednesday, 28 July 2010

1. WELCOME AND APOLOGIES

Hasmukh Gajjar, in chair, welcomed all those present. Nirvani Dhevcharran attended via teleconference.

The following apologies were noted:

a) Board:

William Rowland and Ant Brooks.

b) Members:

Christine Bothma and Mark Elkins.

2. QUORUM & CONSTITUTION OF THE MEETING

The meeting had a quorum as more than 3 members were present.

3. ADOPTION OF AGENDA

The Agenda was adopted without any changes.

4. CONSIDERATION OF RECEIVED PROXY FORMS

The following proxies were noted:

a) Mike Lawrie – nominated Calvin Browne as proxy, failing which Theo Kramer.

5. ADOPTION OF THE MINUTES OF THE 2009 AGM

The minutes of the 2009 AGM were adopted with the following changes:

- Page 2, point 7 second paragraph: change the following: “ZADNA should send these requests to the external...” **to:** “ZANDA should send these changes to the external...”

- Page 2, point 7 last paragraph: add the following: “The meeting unanimously agreed to adopt the 2008/2009 audited financial statement, subject to the above changes.”
- Page 3, first paragraph: change the following: “...Treasurer informed the meeting that based on some previous concerns...” **to** “...Treasurer, informed the meeting there were some concerns...”

Adoption of the minutes was proposed by Mike Silber and was seconded by Neil Dundas.

6. CHAIRPERSON’S ANNUAL REPORT

The Chairperson gave his annual report, and covered the following areas:

- Governance and Operations
- Policy Licensing and Regulations
- Technical Management of the .za Domain
- Communications, Education and Awareness
- Strategic Positioning
- Alternative Dispute Resolutions.
- Global Developments, Participation and Presence
- Amendments to Memorandum and Articles of Association
- 2009/2010 Audited Financial Statements
- Business Plan 2011/2012
- Conclusion

The Chairperson’s Annual Report is attached at the end of these minutes.

The meeting noted the report, and there was no discussion of the issues covered in the report.

7. APPROVAL OF THE 2009/2010 AUDITED FINANCIAL STATEMENT

Mike Silber, the ZADNA Treasurer, took the meeting through the 2009/2010 audited financial statement (AFS). The meeting appreciated the report, and the following comments were made:

- Duncan Martin stated that page 21 should be removed as the Income statement was sometimes confusing and that a bit more detail should be included on page 9.
- Duncan Martin also commented that the word “equity” was not appropriate term for a Section 21 Company; instead, the word “retained surplus” was more appropriate. This wording should be consistent throughout the AFS.
- Theo Kramer commented that the spelling of “Meeting Reimbursements” on page 21 was wrongly written as “Meating Reimbursements”.

The meeting unanimously agreed to adopt the 2009/2010 audited financial statement. The adoption of the 2009/2010 AFS was proposed by Mike Silber and seconded by William Stucke.

8. APPROVAL OF THE APPOINTMENT OF EXTERNAL AUDITORS

The meeting noted that Price Waterhouse Coopers had conducted a comprehensive audit and assessment of ZADNA's financial and overall organisational affairs. The meeting unanimously approved Price Waterhouse Coopers to continue as the external auditors to ZADNA.

9. APPROVAL OF THE 2010/2011 BUSINESS PLAN

Mike Silber reported that although the ZADNA Memo and Articles required that a draft business plan for the next financial year should be tabled for approval at the preceding AGM, ZADNA had decided not to table a business plan for the 2011/2012 financial year. There was a generic plan, but in his discussion with the General Manager (Vika Mpisane), he came to a conclusion that it was no longer suitable to present a generic business plan.

ZADNA was now close to finalising its business model and to have the central registry being established. It was because of this that a more accurate business plan inclusive of the next 3 financial years was seen as important. ZADNA would, therefore, seek to table a detailed business plan at a special general meeting before the end of the current financial year.

Theo Kramer enquired how soon would the accurate business plan be ready for approval by the members, and Mike Silber stated that while an exact time could not be determined, it appeared practical to expect that the plan should be finalised in the next 6 months, which would be before the end of the current financial year.

Hasmukh Gajjar stated ZADNA had reached a stage where it no longer wanted to rely on Government funding, but rather become self-funding through domain name fees. He echoed his support for a special general meeting to be called at a later stage to present a comprehensive business plan to the members.

The meeting was comfortable with the recommendation for a special general meeting to approve the plan.

(At this stage, the meeting welcomed Mark Elkins who joined via teleconference.)

10. APPROVAL OF THE PROPOSED AMENDMENTS TO THE MEMO AND ARTICLES OF ASSOCIATION

As covered in the Chairperson's annual report, the meeting noted that the proposed amendments to the ZADNA Memo and Articles, which were submitted to DoC in December 2008, were still awaiting the approval of DoC. Hasmukh Gajjar pointed out that the ZADNA Directors had alerted the Minister about this long-standing matter at the Minister's bilateral on 1 July 2010.

11. ANY OTHER BUSINESS

William Stucke noted that ZADNA had done a market survey of the ZA namespace earlier in 2010. He recommended that ZADNA should do more marketing of the ZA namespace. In addition, he advised that ZADNA should determine how its branding should be. At the moment, the name "ZADNA" was written in at least 2 different formats, these being ".za DNA" and "ZADNA". He recommended that ZADNA should decide one way of writing its name and use that to brand itself.

Neil Dundas backed up William Stucke and pointed out that in addition to the 2 formats noted by William Stucke, the ZADNA logo, in fact, had the words ".zadna".

The meeting appreciated these recommendations and noted the ZADNA would implement them as part of the forthcoming marketing and branding program.

12. CLOSE

The meeting ended at 11h15.

Attendance Register

Members:

Theo Kramer
Calvin Browne
William Stucke
Neil Dundas
Cornelius Bothma

Proxies:

Mike Lawrie

Board:

Hasmukh Gajjar
Lucky Masilela
Duncan Martin
Mike Silber
Preeti Bhagattjee
Nirvani Dhevcharran

Staff:

Vika Mpisane (General Manager)
Cedrick Lumadi (Technical coordinator)

Secretarial Services:

Elaine de Lange