

OARC Extraordinary General Meeting 10th May 2014 - Minutes

Date: Sat 10th May, 2014, 10:00 CEST/08:00 UTC
Location: [Sofitel Warsaw Victoria](#), Krolewska 1100-065, Warsaw, Poland
Webcast: TBC
Jabber: TBC
Chair: Ondrej Filip
Secretary: Keith Mitchell

Attendees

In person

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|-------------------------|----------------------------|
| Afilias | Matthew Pounsett |
| AFNIC | Stephane Bortzmeyer |
| APNIC | George Michaelson |
| APNIC | Geoff Huston |
| CIRA | Rock Chantigny |
| CIRA | Jacques Latour |
| CIRA | Jake Zack |
| Comcast | Paul Ebersman |
| CNNIC | Bob Hong |
| CZ.NIC | Ondrej Filip |
| CZ.NIC | Ondrej Sury |
| DENIC | Peter Koch |
| DENIC | Christian Petrasch |
| DNS-OARC | Denesh Bhabuta |
| DNS-OARC | Keith Mitchell |
| Dyn Inc. | Joe Abley |
| Dyn Inc. | Chris Baker |
| Dyn Inc. | Chris Griffiths |
| Dyn Inc. | Liam Hynes |
| Dyn Inc. | Joao Damas |
| Dyn Inc. | Dave Knight |
| Dyn Inc. | Matt Larson |
| EURid | Thomas Dupas |
| Farsight Security, Inc. | Paul Vixie |
| Farsight Security, Inc. | Robert Edmonds |
| Google | Warren Kumari |
| ICANN | John Bond |
| IEDR | Billy Glynn |
| ISC | Cathy Almond |
| ISC | Jim Martin |
| ISC | Eddy Winstead |
| JAS Global Advisors LLC | Jeff Schmidt |
| JPRS | Kazunori Fujiwara |
| Microsoft | Mehmet Akcin |
| Microsoft | David Cates |
| Microsoft | Raghavendra Hegde |
| Microsoft | Jason Hughes |

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|------------|--------------------------|
| Netnod | Lars-Johan Liman |
| NIC Chile | Marco Diaz |
| NIC Chile | Eduardo Mercader |
| NLnet Labs | Olaf Kolkman |
| Nominet | Ray Bellis |
| Nominet | Sion Lloyd |
| Nominum | Adrian Beaudin |
| Nominum | Ralf Weber |
| Norid | Jarle Fredrik Greipsland |
| NZRS | Sebastian Castro |
| RIPE NCC | Anand Buddhev |
| RTFM LLP | Jim Reid |
| .SE | Patrik Wallstrom |
| SIDN | Marco Davids |
| SIDN | Antoin Verschuren |
| SWITCH | Matthias Seitz |
| SWITCH | Daniel Stirnimann |
| TCI | Dmitry Kovalenko |
| USC-ISI | John Heidemann |
| Verisign | Sean Stuart |
| Verisign | Brad Verd |
| Verisign | Matt Weinberg |
| Verisign | Duane Wessels |

Proxies received

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| CentralNIC | Gavin Brown |
| Cloudmark | Olivier Lemarie |
| Demand Media | Wayne Maclaurin |
| DNSPod | X.Q. Liao |
| Donuts | Chris Cowherd |
| dotUA | Igor Sviridov |
| ICANN | Terry Manderson |
| IID | Rod Rasmussen |
| MarkMonitor | John McFadden |
| OttIX | William Sotomayor |
| Secure64 | Amanda Constant |
| Sky | Freida Tallon |
| WIDE | Akira Kato |

Total **Votes**: 31 present + 13 proxies = 44

Minutes

1. The meeting was called to order at 10:00 by the company Chairman, Ondrej Filip.
2. Ondrej Filip then proceeded to present an Introduction from the Chairman.
3. The May 2014 OARC EGM formal business was convened at 10:30.
4. Presentation and approval of the Minutes from the 2013 AGM was deferred until the 2014 AGM, as these had not yet been fully prepared.
5. The following *Action of the Members* Resolutions were proposed by the Board to the meeting, and voted upon as follows:

1. Change in Member Quorum Requirements

WHEREAS, Article III, Section 4F of the Company's Bylaws provides that a majority of the members at any meeting of members shall constitute a quorum for the transaction of business; and

WHEREAS, it is in the best interests of the Company and its members to change the quorum requirement from a majority of the members to one-third of the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 4F of the Company's Bylaws shall be revised to provide that the presence in person or by proxy of one-third of the members at any meeting of members shall constitute a quorum for the transaction of business.

For: 42

Against: 0

Abstain: 2

2. Electronic Voting

WHEREAS, Article III, Section 4H of the Company's Bylaws currently provides that members shall be entitled to vote at any meeting of members by voice or by written ballot; and

WHEREAS, it is in the best interest of the Company and its members to allow for electronic transmission of written ballots;

NOW, THEREFORE, IT IS RESOLVED, that Article III, Section 4H of the Company's Bylaws is hereby revised to provide that the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member.

For: 41

Against: 0

Abstain: 3

3. Voting by Members

WHEREAS, Article III, Section 2 of the Company's Bylaws currently provides that all members shall have the right to vote as set forth in the Bylaws; and

WHEREAS, it is in the best interest of the Company and its members to clarify voting procedures for the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 2 of the Company's Bylaws is hereby revised to provide that any such company, institution or other entity which qualifies for membership under Article III, Section of these Bylaws shall be deemed to include, for purposes of voting all of such company's, institution's or other entity's respective employees, agents and affiliates. In all cases regardless of the number of employees, independent contractors, agents or affiliates, such company, institution or other entity shall be entitled to only one vote on any matter which requires approval of the Company's members pursuant to the Bylaws.

For: 40

Against: 0

Abstain: 4

13. A presentation on "*Proposed Membership Category and Participation Agreement changes*" was presented by Ondrej Filip and Duane Wessels for member consideration.
14. A call was made for volunteers to serve on the newly-formed OARC Programme Committee on an ongoing basis.
15. The formal part of the meeting was closed at 11:30 CEST.
16. The meeting was adjourned for a brief refreshment break.
17. A member-only presentation by Dr. Arnolddo Muller-Molina was given during a private session.
18. The OARC [President's Report](#) was given by Keith Mitchell.
19. The member meeting was concluded at 13:00 CEST.

Keith N. Mitchell,
President and Secretary