

DRAFT MINUTES

2013 Annual General Meeting

Wednesday, 13 November 2013

1. WELCOME AND APOLOGIES

Hasmukh Gajjar, in Chair, welcomed all those present.

The following apologies were noted:

(a) Board:

Duncan Martin, Mike Silber, Preeti Bhagattjee, Nhlanhla Mabaso

(b) Members:

Mike Lawrie, Jenny King

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

No proxies were received.

5. ADOPTION OF THE MINUTES OF THE 2012 AGM

The minutes of the 2012 AGM were adopted when the minutes was proposed by CB and seconded by AB with the following changes:

Page 3: Agenda point 7: Approval of the 2011/2012 Audited *Annual* Financial Statements.

6. CHAIRPERSON'S ANNUAL REPORT FOR 2013

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

- a) Governance and Operations
- b) Policy Licensing and Regulations
- c) Technical Management of the .za Domain
- d) Alternative Dispute Resolutions
- e) Special Projects
- f) Global Developments, Participation and Presence
- g) Finance Report
- h) Business Plan 2013/2014
- i) Business Plan 2014/2015
- j) 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 2012/2013 AUDITED ANNUAL FINANCIAL STATEMENT

The Board apologise for the absence of Mike Silber, ZADNA's acting Treasurer. The chairperson asked the CEO to go through the AFS.

The AFS was adopted when LM proposed and CB seconded.

8. APPROVAL OF THE APPOINTMENT OF EXTERNAL AUDITORS

The meeting unanimously proposed the re-appointment of PWC for the 2013/2014 audit.

9. APPROVAL OF THE 2013/2014 BUSINESS PLAN

The board informed DOC that ZADNA is now self-funded and should ZADNA require DOC funding it will be used for specific projects. With Calvin Browne abstaining, the meeting approved the 2013/2014 business plan.

10. ANY OTHER BUSINESS

None

11. CLOSE

The meeting ended at 13h15.

Attendance Register

Members:

Neil Dundas
Calvin Browne
Nathi Tshabalala
Theo Kramer
Richard Mayhew
Richard Jonathan

Proxies:

No Proxies were received.

Board:

Hasmukh Gajjar
Ant Brooks
Nirvani Dhevcharran
Lucky Masilela
William Rowland

Staff:

Vika Mpisane (CEO)

Secretarial Services:

Elaine de Lange

PWC :

Fanie Grové
Ilze Prinsloo

DOC :

Palesa Legoze

Chairperson's Annual Report - 2013

INTRODUCTION

We are one week short of celebrating the first anniversary of the date ZADNA signed an agreement to appoint the then UniForum SA to serve as the ZA Central Registry (ZACR) operator. That agreement unlocked ten years of work to formalise the .za structure into a registry/registrar business model.

The pace of time has always brought the inevitability of change with it. We may all be aware that we now have a different and new Minister of Communications to the one we had when we held last year's AGM. Change is good!

The Internet space is also a constant change. Some of the changes are positive, others not so positive. The imminent entry of the new gTLDs is a positive development, but the revelations of Edward Snowden challenges the ethos of the Internet – interconnectedness and minimal control – Internet growth spurred and safeguarded by the stakeholders. Really? We are now more aware of what interconnectedness can mean as – tentacles of unwelcome monitors connect all the pieces that exist on the Internet. Governance of the Internet has never been so sharply focussed as it has in recent Snowdenian times.

I welcome you all to this annual general meeting of ZADNA. It is certain, well almost certain, that next year's AGM will have a refreshed ZADNA Board. There is a perception that ZADNA has not achieved much since its tenure commenced in Dec 2003. Dealing with issues such as the first funding only materialising in 2005, and a section of the board that pushed for opening registrations at the top level (a la picknpay.za), I am pleased that we placed ourselves in a path that culminated in the appointment of ZACR as the central registry. Aware of recent rumblings around Nominet on opening registrations at the top level, and the fact that we have harnessed the skills, assets and capacity of local internet practitioners to establish our structure of registry and registrar model, ten years of our Internet CODESA is a very short span.

1. GOVERNANCE AND OPERATIONS

Notwithstanding the reality of change, ZADNA and the ZA namespace have continued to work in a stable and secure manner. Our namespace was not subject to any security attack or breach. We have continued our work and communication with different .ZA stakeholders and players, and together we have ensured our namespace continues to be stable. This has always been the priority of the ZADNA Board.

1.1. Board of Directors

When the current Board started its work in 2007, it was committed to making a positive difference to the health of the .ZA namespace without any interruptions to existing operations. I am glad to report that the membership of the Board remained unchanged for all these years. Even when our tenure ended in 2010 and 2011, and the Ministry of Communications asked us to continue as Directors regardless, we remained focussed on completing our work of establishing the structure and then follow it up with policy and charter work.

The new gTLD, .africa, and the dot cities of capetown, joburg and durban are a testimony of the experience, skill set and capacity of our Registry Operations. We could not have asked for a kinder acknowledgement.

In view of the fact that the Minister of Communications is on the verge of appointing a new Board of Directors, I would like to thank my fellow Directors for their dedication and support.

1.2. Operations

In December 2011, ZADNA moved its operations from Rivonia to COZA House in Midrand. The co-location of ZACR and ZADNA has promoted and enhanced the working relationship between the two entities and with the registrar community.

2. POLICY AND REGULATION

To date the full time staff of ZADNA that is encumbered with policy work has been our solitary Managing Director, Vika Mpisane. I wish to extend the Board's gratitude to Vika for his resilience and self motivation during the last seven years. Vika was ZADNA for many years. ZADNA as a structure was being crafted over the last 6-7 years, to be determined by the ultimate registry and registrar model – in truth, ultimately by the revenue generating model.

Now that this work is complete, the Board is now formalising the appointment of a CEO for ZADNA, and I am thrilled to announce that our first CEO is – Vika Mpisane. Congratulations Vika. Vika has now the resources to build the capacity of ZADNA and additional staff will be recruited in the near future so that the policy work can commence in earnest and ZADNA can fully deliver its mandate as informed by the ECT Act.

Without a predictable business model with predictable revenue streams, the Board could not commit to a fully staffed ZADNA.

2.1. ZA Central Registry

The conversion of UniForum SA to the ZA Central Registry (ZACR) has gone quite smoothly due to tight management of the transition from both ZADNA and ZACR. The ZACR model has been well received locally and internationally – especially by registrars that now find it easier to register co.za names using the EPP registry system.

When ZADNA was established 2003, co.za was very small with around 100 000 names. Since then it has grown fairly aggressively. To date there are around 900 000 co.za names. Co.za has seen tremendous growth, and it has not only remained stable, it has also transitioned to the EPP system. This is an important achievement considering that co.za is our flagship SLD and constitutes around 97% of the total .ZA names.

2.1.1. Registrar Accreditation

Co.za's growth is largely attributable to the positive relationship that exists between ZACR and its accredited registrars. When the ZACR registrar accreditation commenced in 2012, it became clear that there was a strong interest in .ZA names from local and international registrars. To date, there are more than 361 EPP accredited registrars – a strong sign that the EPP system supports ZADNA's goal of making registration of .ZA names easy and affordable.

2.1.2. Phasing out Legacy System

Of course, the EPP system is replacing the old email-based co.za legacy system. ZADNA has noted the radical growth in names registered and managed through the EPP system and the radial decrease in names remaining in the legacy system.

ZACR is now ready to manage additional SLD's. We were committed to ensure that all open, un-moderated 2nd level domains should be transferred to ZACR. We are keeping this promise, and there are clear signs that the local internet community strongly supports this move.

2.2. ZA SLD Charters and Policies

The management of un-moderated SLDs to ZACR need to be undertaken in a clear and transparent manner and that additionally enhances ZADNA's policy framework. After earmarking net.za, org.za and web.za for the transfer to ZACR, ZADNA decided to clarify the charters for these SLDs. ZADNA recently completed a public consultation process concerning the charters of the 3 SLDs.

The submissions received made it clear that net.za and web.za should be made available soon to start accepting new registrations. Also, org.za should be confirmed as an open, un-moderated SLD. As a result, net.za, org.za and web.za are in the process of being transferred to ZACR, and should commence accepting new domain name registrations in early 2014.

2.3. ECT Act Amendments

The pending amendment of the ECT Act should enhance ZADNA's regulatory regime, especially in relation to registry-registrar licensing. Although the amendments process seems to have slowed down, ZADNA is anticipating the finalisation of the amendments in the near future. Accordingly, ZADNA will continue to provide whatever support the DOC may require from ZADNA.

3. TECHNICAL MANAGEMENT OF THE .ZA DOMAIN

On the technical side, the ZA name space continues to operate in a secure manner. None of the ZA domains experienced any interruptions in the past year.

3.1. DNSSec

ZADNA made a commitment late last year to gradually introduce DNSSec to the .ZA namespace starting with smaller SLDs. Preparatory work has been done, including an implementation plan. With net.za and web.za being transferred to ZACR, and with the ZA zone file also to be transferred to ZACR, the signing process for the .ZA zone file should commence by early 2014. This will then allow net.za and web.za to also be signed fairly soon.

3.2. ZA Anycast Project

Most SLDs already deployed Anycast since 2010. This means that around 99% of .ZA registry data is regularly distributed to a number of back up servers across different geographies, as a disaster protection measure.

3.3. IPv6 deployment

Most of the ZA name servers continue to be dually stacked i.e. our ZA name servers are able to accept queries from both IPv4 and IPv6 queries. This is an important measure in ensuring that ZA is not left behind in the entry of the IPv6 regime.

4. ALTERNATIVE DISPUTE RESOLUTION

Since the .ZA ADR was launched in April 2007, 107 co.za domain name disputes were resolved involving close to 200 domain names. In the last 3 years, more than 20 disputes were resolved each year. More and more intellectual property and business owners have become aware of the ADR thanks largely to .ZA registrars. The recent charter consultations allow the ADR process to be extended to net.za, org.za and web.za in due course. Attempts to have the Minister of Communications extend the application of ADR Regulations to other SLDs will be revived in due course.

5. SPECIAL PROJECTS

5.1. dotCities

The establishment of ZACR has already enabled ZADNA to achieve its objective of having the Central Registry provide a best practice infrastructure that can be availed for other domain name projects in South Africa and beyond. The ZACR EPP system is already designated for dotDurban, dotJoburg and dotCapeTown top level domains. ZACR funded each of these applications, and the applications have since passed ICANN's strict evaluation process. We are really happy about this.

ZADNA, ZACR and the Department of Communications see these TLDs (which we collectively refer to as "dotCities") as an important addition to the local domain name community. They are also excellent alternatives to .ZA, which allow the local community to register names in local alternatives, and thus have their investment in domain names retained within the country to build the South African domain name industry.

We anticipate the dotCities will be launched gradually starting around April 2014. ZADNA is playing important policy development, stakeholder relations, marketing, communications and awareness roles in the dotCities. In the near future you will start to see communications and marketing initiatives in different media and industry channels.

5.2. dotAfrica

While dotAfrica is a project outside ZADNA's accountability and oversight, ZADNA is impressed with the progress that ZACR, the African Union Commission and the African internet community have made towards the launch of dotAfrica under ZACR's operation. We are pleased that ZACR's application also passed ICANN's initial evaluation., This means that ZACR is now on the verge of making dotAfrica a reality.

ZADNA has continued to play an active role in the dotAfrica project by participating in the dotAfrica Steering Committee and its Project Team. Our involvement is driven by our passion to see a community-driven dotAfrica TLD becoming a reality. This is in line with our objective of helping build a vibrant internet community in the African continent.

6. GLOBAL DEVELOPMENTS, PARTICIPATION AND PRESENCE

In the global front, ICANN and AfTLD (the African Association of TLDs) have continued to be our main focal points for our contribution to solid Internet development and governance framework. ZADNA is an active participant in the ICANN ccNSO and is one of the 3 African ccNSO councillors. In addition, ZADNA participates regularly in the ccNSO working groups.

With the dotCities, ZADNA will have to find a balance and also participate in the ICANN gNSO, which is an ICANN supporting organisation for gTLDs. This means ZADNA's participation in key internet governance processes is intensifying and increasing. In addition, ZADNA continues to participate actively in AfTLD, and is involved in various AfTLD initiatives.

7. FINANCE REPORT

Our financial status is now healthy following the generation of revenue from co.za domain name fees, commencing in the last financial year. The 2012/13 audited financial statement shows that we have spent our funds in a responsible manner, and as a result the audit is unqualified. We will present the finance report separately later in this meeting.

8. BUSINESS PLAN 2013/2014

ZADNA's Articles of Association require that at each AGM, ZADNA should table a business plan for the next financial year for the AGM to approve it. The current year's business plan could not be tabled at last year's AGM because ZADNA needed time to clarify its objectives informed by its funding resources. The Board approved the 2013/2014 plan in its June 2013 meeting, and requests this AGM to approve it retrospectively. ZADNA apologises for any inconvenience this may cause.

9. BUSINESS PLAN 2014/2015

In the same vein, the next year's business plan has not been finalised because ZADNA felt that it should be the new Board that should be given time to drive and approve the plan. We are therefore awaiting the Minister to appoint a new Board, and we hope this will be timed to allow both the new Board and the members of ZADNA to approve the plan prior to 31 March 2014.

CONCLUSION

Once again I wish to thank ZADNA management, the ZACR board and management, and especially my co-directors on the ZADNA board. I appreciate the support, advice and assistance provided over the last 10 years and hopefully this will be the last report I table as Chair of ZADNA.

I thank you.

Presented by:

