

**DRAFT MINUTES**  
**2021 Annual General Meeting**  
**31 August 2021**

**1. WELCOME AND APOLOGIES**

The Chairperson, Ms Palesa Legoze welcomed all members present.

An apology from Ms Jordan Dyani the acting Director General at the Department of Communication, Digital Technologies (DCDT) and Ms Anriette Esterhuysen would join the meeting late.

**2. QUORUM AND CONSTITUTION OF THE MEETING**

The quorum as set out in the Articles of Association (AA) had been met and the meeting was therefore duly constituted.

*Annex A – Attendance register*

**3. ADOPTION OF THE AGENDA**

Members raised concerns regarding the consideration of the Memorandum of Incorporation (MoI) due to no supporting documents having been submitted and requested that a report detailing the reason for the change from the Articles of Association (AoA) be tabled.

It was agreed that Item 8 remained on the agenda, that the changes from AoA to MoI would be presented.

The agenda was therefore adopted without amendments.

**4. CONSIDERATION OF RECEIVED PROXY FORMS**

The following proxy forms were received:

1. Edward Pascoe, Barbel Browne and Theo Kramer nominated Calvin Browne to vote on the items tabled on the agenda.

**5. ADOPTION OF MINUTES OF THE PREVIOUS MINUTES**

**5.1 Minutes of the AGM held on 09 October 2020**

The minutes were approved as a true reflection of the discussion subject to replace “*Treasury with Treasurer*” throughout the document and cosmetic changes.

**5.2 Matters arising from the SGM held 28 February 2021**

Members requested an update on the actions from the previous meeting. It was explained that the matters arising from the previous meeting were tabled at the SGM held on 28 February 2021 and agreed that the SGM action list be tabled. The following was highlighted:

- a. Board Allowance report: it was noted that the report had not been submitted to Members due to unforeseen circumstances and agreed to circulate the report within 2 weeks **{action: Chairperson}**.
- b. Regular information meetings: The Chairperson apologised on behalf of the Board for having failed to convene regular information meetings as committed at the previous meeting. It was; however, noted that the board had communicated to Members on the challenges in convening a physical meeting including Covid and other pressing board matters.
- c. Members noted the apology and requested that the Board consider convening consultative meetings before the general meetings to allow members sufficient time to engage on matters concerning the domain. **{action: Board – ongoing}**
- d. In terms of the Director Remuneration Policy: it was noted that the review was still in process and would be tabled at the SGM to be held in November 2021. **{action: Chairperson}**
- e. In noting the matters arising, a Members enquired why the 2021/22 FY budget was not on the agenda. The Chairperson clarified that due to the DCDT reporting framework that the organisation must adhere to, the budget was not ready and may only be tabled at the November 2021 SGM **{action: Treasurer}**.

## 6. CHAIRPERSON'S REPORT

The members noted the Chairperson's report and requested that the report be shared with Members **{action: Chairperson}**.

## 7. APPROVAL OF THE 2020/21 AUDITED ANNUAL FINANCIAL STATEMENTS (AFS)

The Audited Annual Financial Statements had been pre-circulated to members and were taken as read. The following was highlighted:

- a. The Treasurer presented the summary AFS and reported that the organisation had achieved an unqualified audit for the 6<sup>th</sup> consecutive year.
- b. The Members enquired and raised concerns about the high surplus of R19m which was R5.4m higher than the previous year.
- c. The Chairperson was requested to (1) confirm that there was no intention by the Board to change the mandate of the organisation. (2) to make the domain a profit entity and (3) to commit to not increasing the domain fees in the next year considering the high surplus and (4) to review the budget line items.
- d. In response, the Chairperson confirmed that the mandate of ZADNA was statutory and the Board had no intentions to change it.
- e. It was agreed that the organisation will not continue to accrue the surplus and will invest in activities to promote domain awareness and training include digital training.
- f. On a question raised on the number of ZADNA members. Management was requested to make the statistic available regularly to the public.
- g. On 41 responses out of 67 attendees, the following decision was recorded.

## RESOLUTION NUMBER 01 OF 31 AUGUST 2021 AGM

The Annual Financial Statements for the year 2020/21 was approved by the AGM.

The following voting results were recorded:

1. 67% voted in favour

2. 33% Abstained and;
3. 0% voted against.

## **8. APPROVAL AND ADOPTION OF THE MEMORANDUM OF INCORPORATION**

The Members agreed to defer the consideration of the Mol at the SGM after the Members and Minister have been thoroughly engaged regarding the changes from the AoA to Mol.

## **9. ANY OTHER BUSINESS**

### **9.1.1 Status update on commercial Second Level Domain Registry Operator Agreement**

The CEO updated the meeting regarding the termination of the Domain Registry Operator Agreement with the ZACR following the expiration of the contract and the following was highlighted:

- a. The CEO further confirmed that the Board had resolved to conduct a Request for Information process with intensions for a fair competitive and transparent prospective bidding process.
- b. A transitional process with the ZACR was underway.
- c. An update on the process regarding the Licensing Framework was provided. The Members were further updated that the State Law Advisors were engaged in the drafting of the regulation.

## **10. CLOSE**

The Chairperson thanked the member's participation, the meeting was adjourned at 17H26.

Signed as a true record of what was discussed at the meeting.

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**Chairperson**

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**Date**