

**Ned O'Meara**  
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6<sup>th</sup> July 2017

Mr Cameron Boardman - CEO  
.au Domain Administration Ltd  
ACN 079 009 340  
114 Cardigan Street  
CARLTON VIC 3053

By email to: cameron.boardman@auda.org.au and di.parker@auda.org.au

Dear Cameron,

**Calling of general meeting by directors when requested by members – S249D Corporations Act 2001**

We note you have informed all auDA Members via newsletter of your intention to arbitrarily invalidate 3 out of our 4 resolutions. Yet you have not written to inform the four signatories (us) of the original S249D request of your “decision”. That is unacceptable to us.

**We will not allow you to hijack our S249D Members Meeting. Either you put all four resolutions up; or you put none at all.**

A S249D members request is an integral part of protecting the interests of shareholders and members.

Just because auDA doesn't like 3 out of 4 of the resolutions proposed, that does not give you the right to:

- Summarily and arbitrarily dismiss these resolutions as invalid.
- Refuse to put them on the meeting agenda.

We believe this is simply “flouting the Corporations Act, and the auDA Constitution”.

We note you have said that auDA has legal advice that the first three resolutions are invalid.

- Why are the resolutions invalid? Deemed invalid by whom? Where is the legal advice? Have you initiated Court proceedings to try and affirm your legal advice? Before you arbitrarily decide to reject “our resolutions”, then you must do this.
- If auDA (or their lawyers) don't believe that the resolutions we seek to have passed are within the power of the members to consider and pass, then go to Court for the appropriate relief. The statutory and common law position around **S249Q** is very clear – as is the case law. **None of our proposed resolutions are for an “improper purpose”.**
- ASIC summarises the situation in [this online article](#). (Bolding is ours).

*“Quite often the resolutions to be proposed at the meeting may not be supported by the directors of the company. This does not mean that the directors can treat the request for a meeting as invalid and ignore it. This would undermine the purpose of the provisions: to allow shareholders with a significant amount of voting power to initiate action concerning the company. **It is important that it is all the shareholders voting at a general meeting who are given the opportunity to decide the merit of any proposed resolution.**”*

**If you fail to put up all four resolutions, I believe that auDA (and Directors individually) will be in breach of the Corporations Act. Please consider yourselves put on notice to this effect.**

The fact is, some, all or none of the resolutions may not be approved by a majority in both classes of membership. If this happens, then you haven't got an issue. The law (and procedure) has been followed.

We reiterate that there is nothing to stop auDA going to Court (now, or in the future) to seek a declaration that the resolutions are invalid.

**Please advise as a matter of urgency if you will hold the meeting with all four resolutions intact.**

**If you are not prepared to do so, then please accept this as notice that we wish to withdraw our request for a S249D General Meeting with immediate effect.**

Yours sincerely,

*Ned O'Meara*

Ned O'Meara

*Ian Halson*

Ian Halson

*Scott Long*

Scott Long

*Josh Rowe*

Josh Rowe

c.c.     Ian Halson  
           Scott Long  
           Josh Rowe  
           Stuart Benjamin – Chair  
           Erhan Karabardak – Deputy Chair