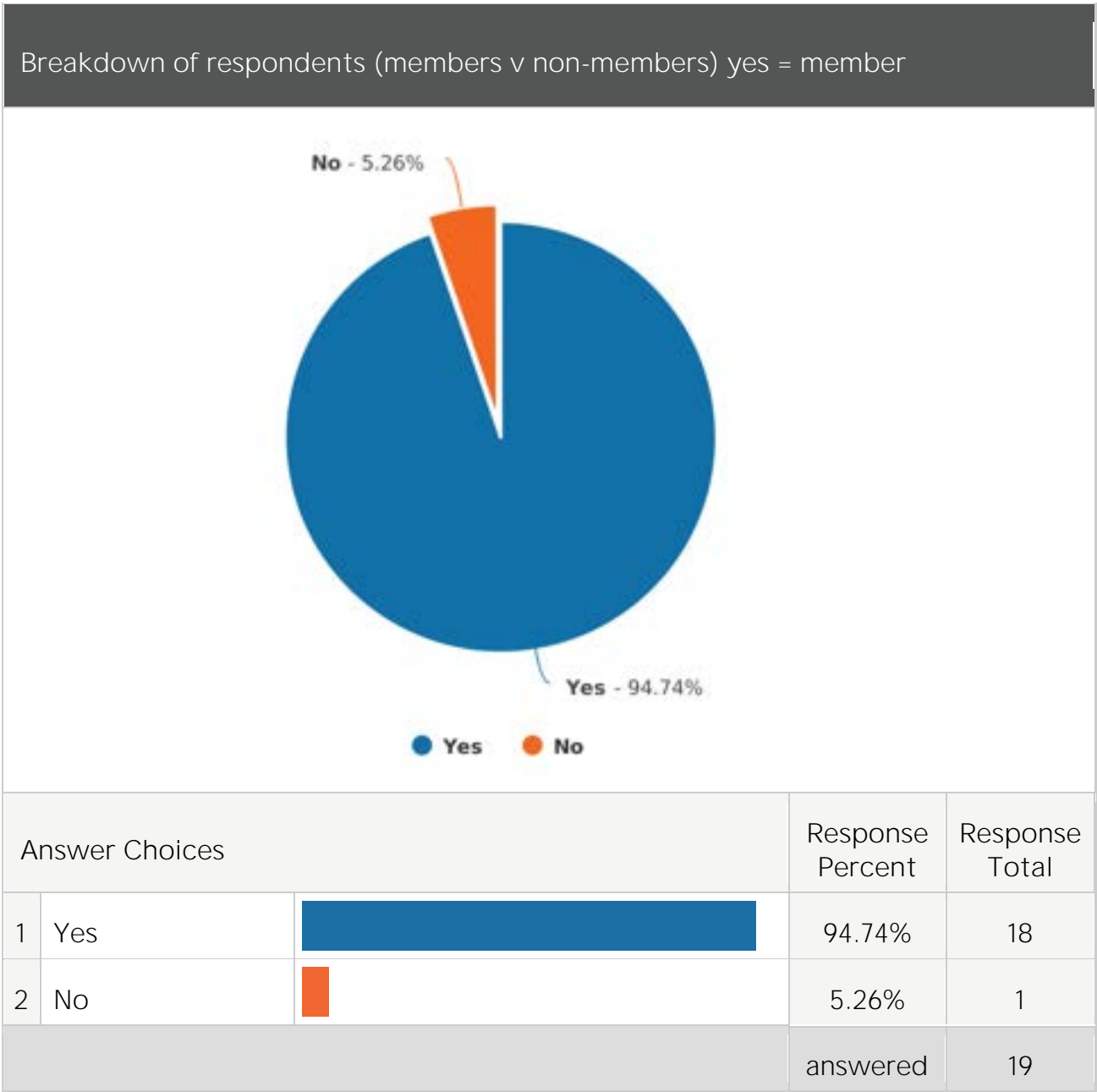




# Consultation on Nominet's Articles of Association: Summary of feedback

## Respondent Breakdown



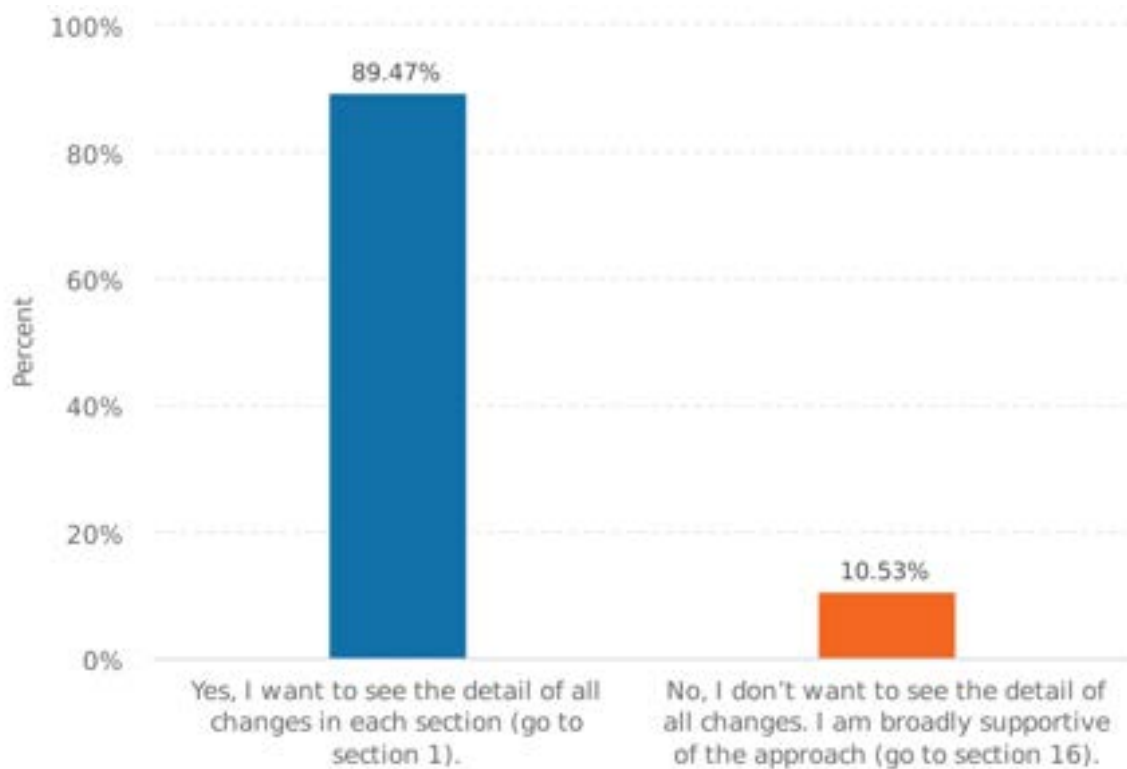


## Breakdown of respondents (members v non-members) yes = member

skipped

0

## Would you like to see the detail of all changes in each section?



### Answer Choices

Response  
Percent

Response  
Total

1

Yes, I want to see the detail of all changes in each section (go to section 1).



89.47%

17

2

No, I don't want to see the detail of all changes. I am broadly



10.53%

2



Would you like to see the detail of all changes in each section?

supportive of the  
approach (go to  
section 16).

answered

19

skipped

0

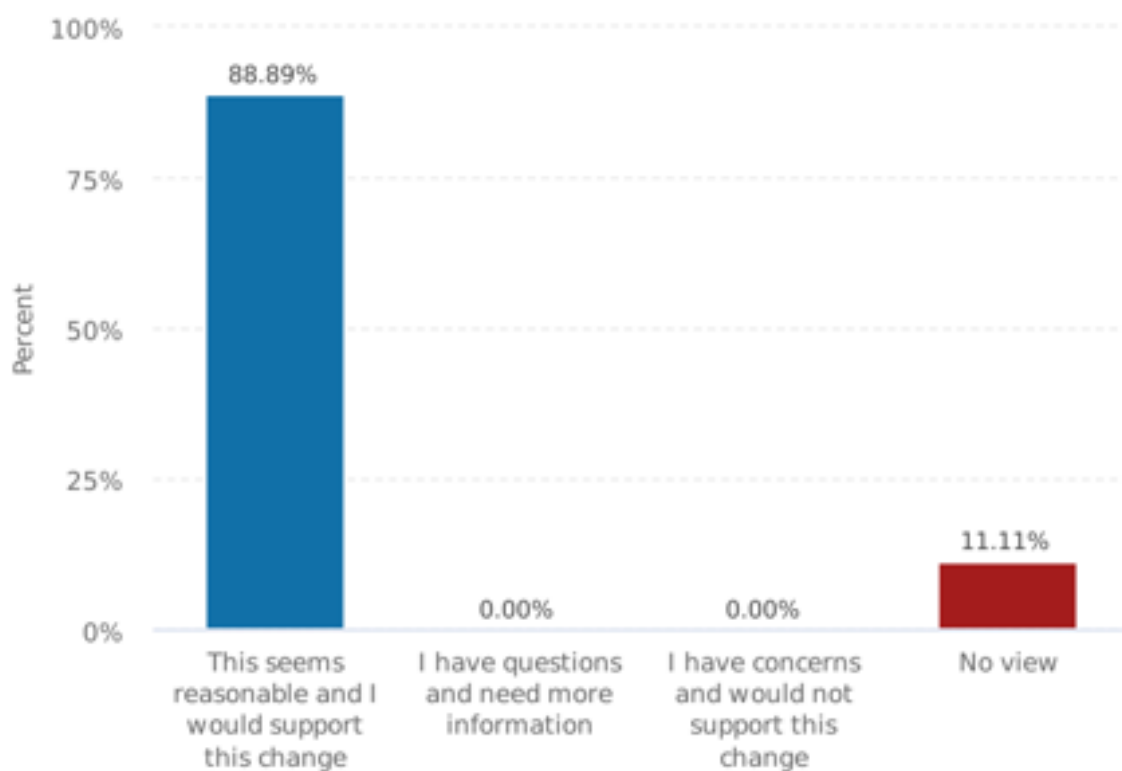


## Section 1: Interpretation

### Section 1: Interpretation

Change: Remove the reference to the Companies Act 1985 and update to Companies Act 2006.

What is your view on the proposed change?




Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		88.89%	16
2	I have questions and need more information		0.00%	0



## Section 1: Interpretation

Change: Remove the reference to the Companies Act 1985 and update to Companies Act 2006.

What is your view on the proposed change?

3	I have concerns and would not support this change		0.00%	0
4	No view		11.11%	2
			answered	18
			skipped	1

Please tell us why: (2)

No objection

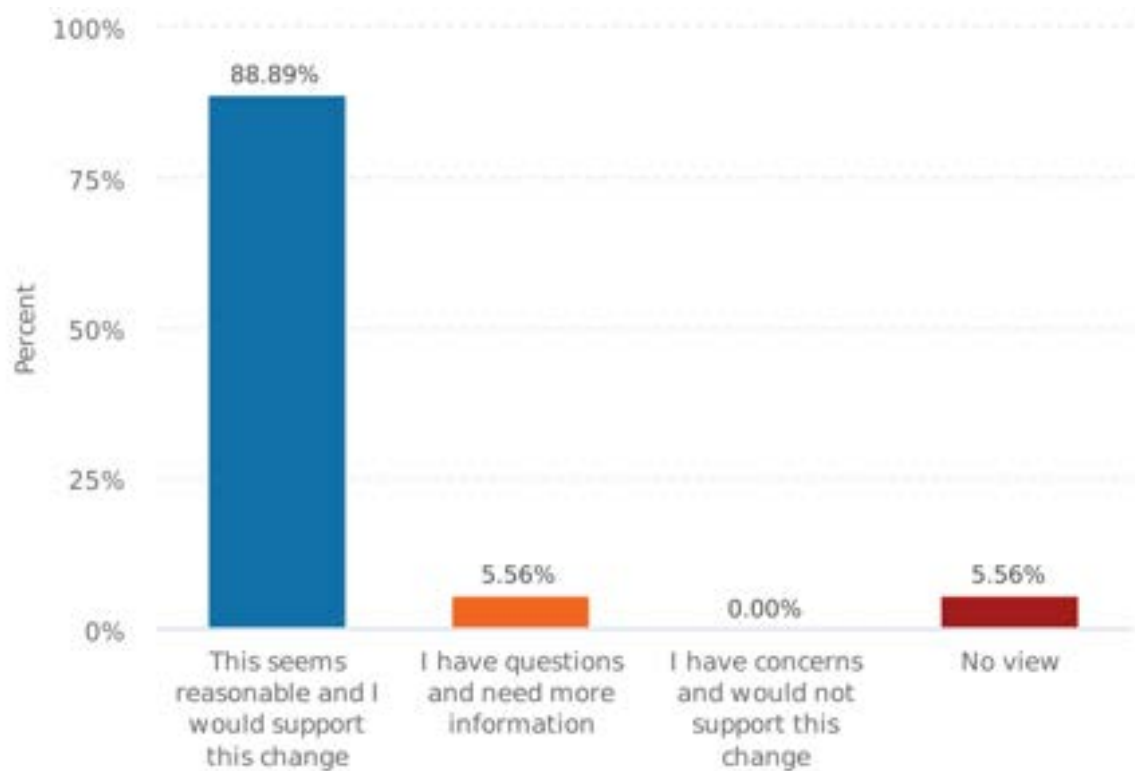
This change should have been done years ago, this raises significant questions as to why it wasn't done.



## Section 1.2: Interpretation

**Change: Delete the 'communication' and 'electronic communication' interpretations which are now not used, and update the definition of 'writing' to include electronic communication.**

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		88.89%	16
2	I have questions and need more information		5.56%	1
3	I have concerns and would not support this change		0.00%	0



## Section 1.2: Interpretation

**Change: Delete the 'communication' and 'electronic communication' interpretations which are now not used, and update the definition of 'writing' to include electronic communication.**

What is your view on the proposed change?

4	No view	<div></div>	5.56%	1
			Answered	18
			skipped	1

Please tell us why: (2)

No objection

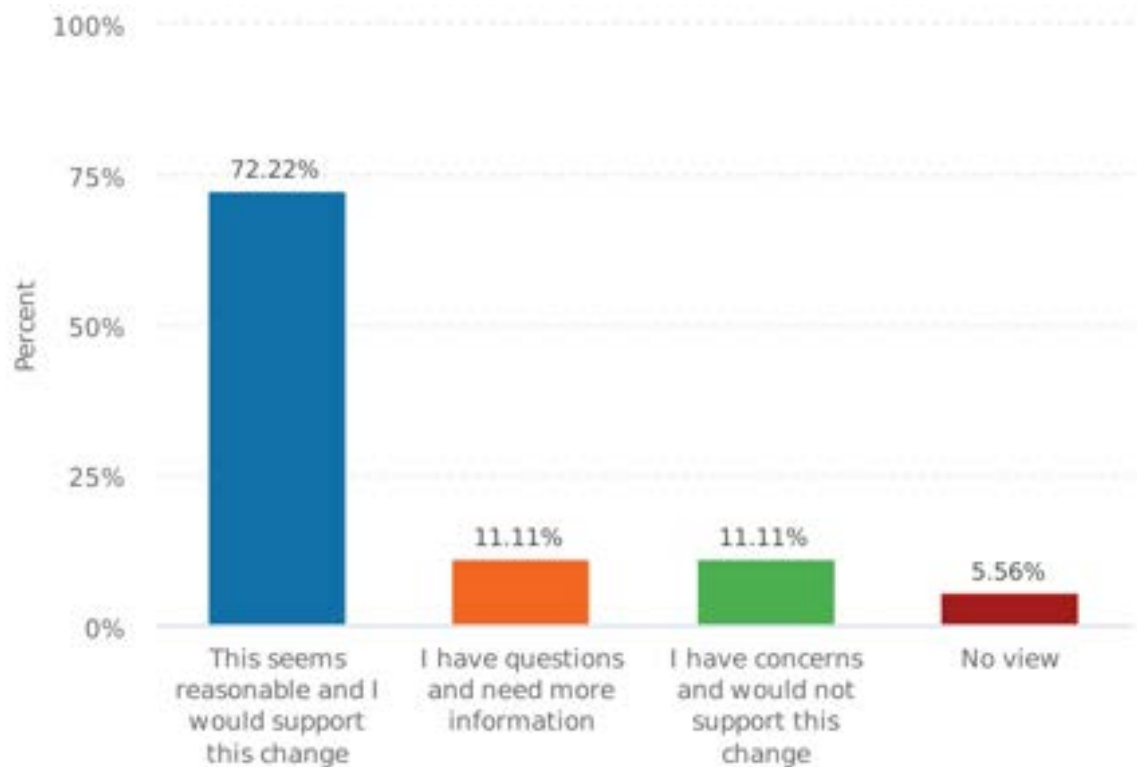
This change should have been done years ago, this raises significant questions as to why it wasn't done.



### Section 1.3: Interpretation

**Change: Insert the word 'former' before Memorandum.**

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		72.22%	13
2	I have questions and need more information		11.11%	2
3	I have concerns and would not		11.11%	2





### Section 1.3: Interpretation

**Change: Insert the word 'former' before Memorandum.**

What is your view on the proposed change?

	support this change			
4	No view		5.56%	1
			answered	18
			skipped	1

Please tell us why: (4)

It seems odd to leave the reference to the 'former memorandum' and 'steering committee' in an updated articles that are supposed to be a clean read using updated language to reflect the reality.

I am concerned about the voting required to change the memorandum in accordance with the current constitution

No objection

The correct option here is to update the memorandum to use 'member' instead of 'steering committee'.



### Section 1.3: Interpretation

Any suggestions for changes or improvements we could make?

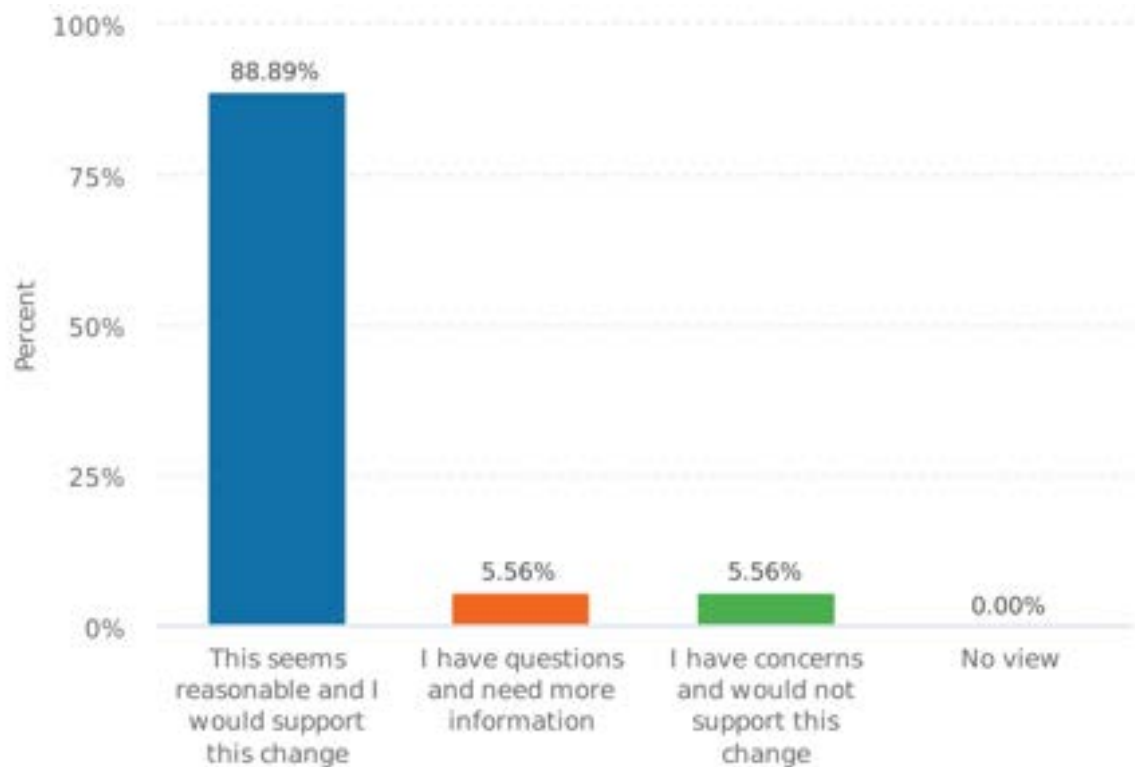
Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	2
<p>Article 1 (definition of Members): Suggest adding for clarity: ", and members of the Steering Committee shall, for the purposes of these Articles, be deemed Members;". Also not clear that both legal and natural persons can be members; this could usefully be specified to avoid confusion in later references to "person" in 9.2.</p> <hr/> <p>The correct option here is to update the memorandum to use 'member' instead of 'steering committee'.</p>			
		answered	2
		skipped	17



## Section 1.4: Interpretation

Change: Delete the footnote

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div><div></div></div>	88.89%	16
2	I have questions and need more information	<div><div></div></div>	5.56%	1
3	I have concerns and would not support this change	<div><div></div></div>	5.56%	1



## Section 1.4: Interpretation

Change: Delete the footnote

What is your view on the proposed change?

4	No view		0.00%	0
			answered	18
			skipped	1

Please tell us why: (2)

No objection

The footnote should not have been added in the first place.

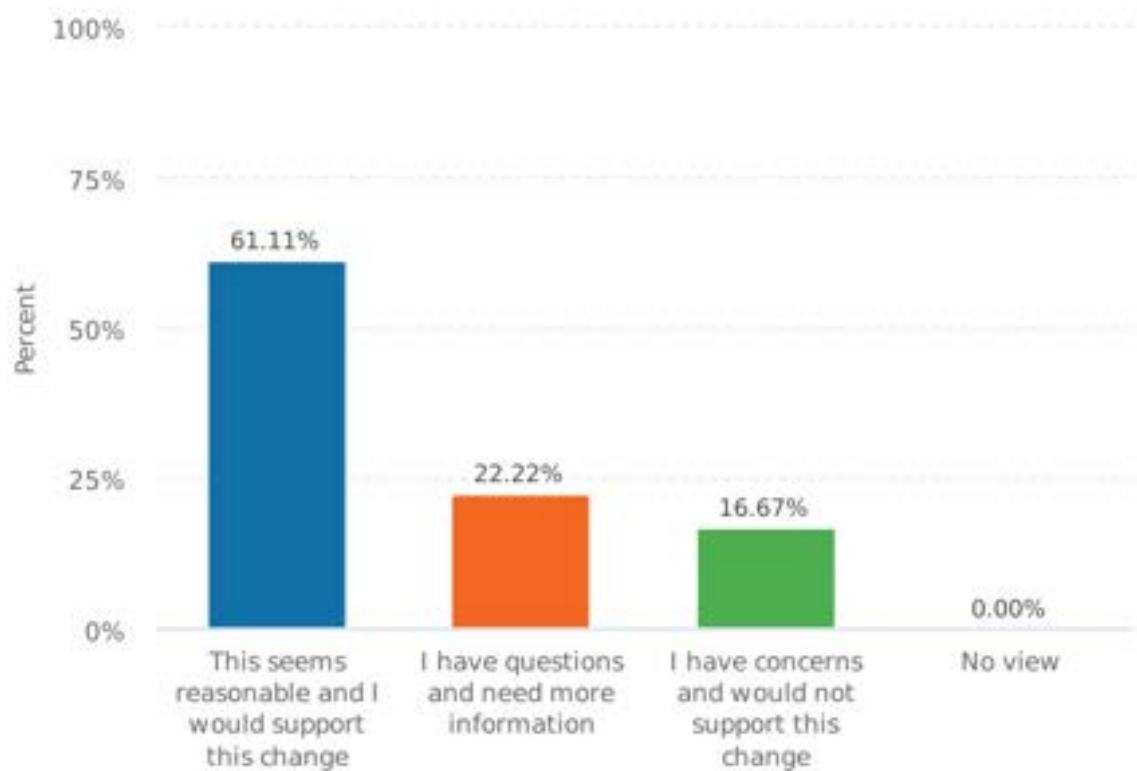


## Section 2: Public purpose

### Section 2: Public Purpose

Change: The addition of a constitutional commitment from the Board to make Members aware at the AGM of any foreseen change in scope:

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		61.11%	11
2	I have questions and need more information		22.22%	4



## Section 2: Public Purpose

Change: The addition of a constitutional commitment from the Board to make Members aware at the AGM of any foreseen change in scope:

What is your view on the proposed change?

3	I have concerns and would not support this change		16.67%	3
4	No view		0.00%	0
			answered	18
			skipped	1

Please tell us why: (7)

The objects should clearly state that the company is operating as a not for profit and is focussed on being the .uk registry

No objection

A "change in scope" is not defined, and is open to novel and interesting interpretation. This change should be more specific in the Objects of the company, making clear that the company is a "not for profit" with a focus of being the .uk registry.



## Section 2: Public Purpose

Change: The addition of a constitutional commitment from the Board to make Members aware at the AGM of any foreseen change in scope:

What is your view on the proposed change?

Tying this to the AGM, which might be 11 months in the future could potentially be problematic.

---

Given what happened last time, it would seem prudent for members to approve such plans rather than simply be involved in a discussion.

---

Whilst the reason above refers to "contemplating" things (ie in the future tense), the drafting seems largely to be in the past tense.

In my view, this should be redrafted to reflect the need to advise of FUTRE changes of direction.

---

Further explanation is required as to why this cannot go further and empower the members to approve any future diversification or change in Nominet's scope via a formal company resolution at an AGM or EGM.



## Section 2: Public purpose

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	3
<p>Article 1 (definition of Public Purpose): Full stop missing at end of point 2.</p> <hr/>			
<p>Review this tie to the AGM and instead look at alternatives. Tying it to AGM could unnecessarily waste a lot of time.</p> <hr/>			
<p>While this is a welcome step forward, I would like to see a stronger commitment to require a resolution by the members to endorse any change to the scope of Nominet's activities before it takes place. Reasonable exploration of opportunities, only to the extent required to present members with suitable information to make a decision, would be acceptable - but Nominet should not engage in any binding or irreversible changes until it has the informed consent of the membership.</p> <hr/>			
		answered	3
		skipped	16





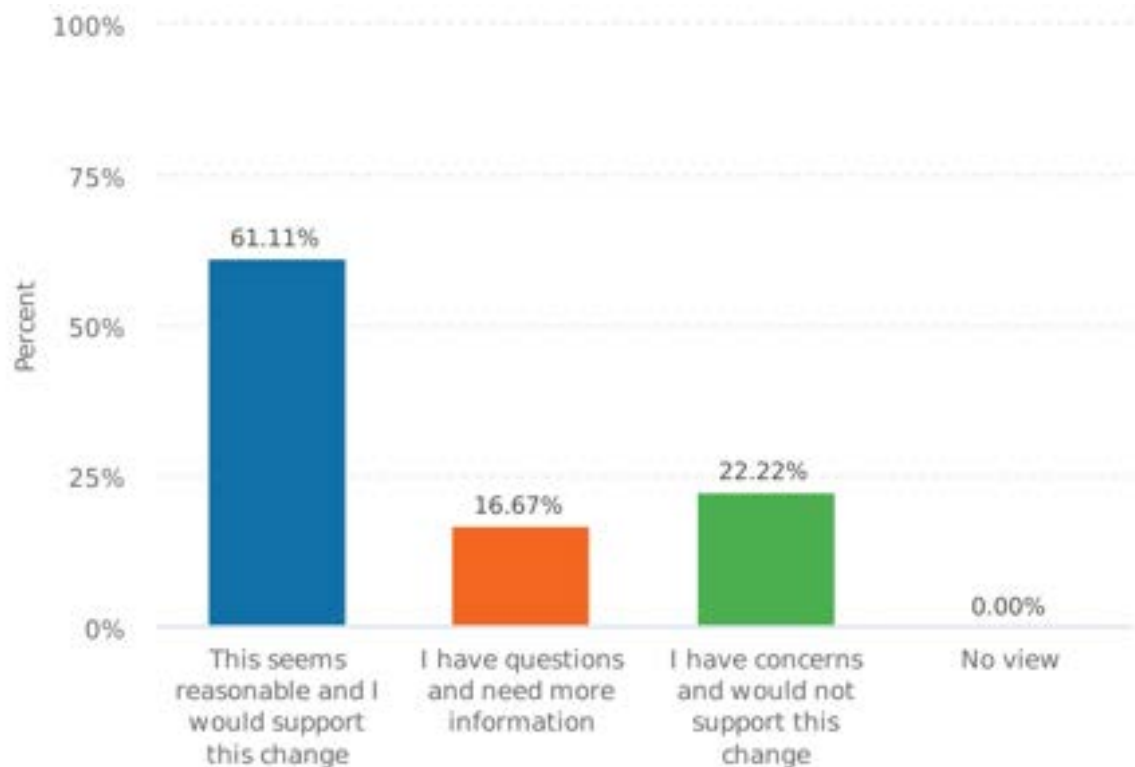
## Section 3: Objects

### Section 3: Objects

Change: Our core Objects remain unchanged. We are proposing some minor changes which are not material, as summarised below:

- The references to clauses of the Memorandum have been replaced by revised references to the amended Articles
- The **reference to the 'Steering Committee' and 'Council of Management' have been replaced with 'Membership' and 'Board'**
- Amended references to articles numbers where these have changed

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div></div>	61.11%	11



### Section 3: Objects

Change: Our core Objects remain unchanged. We are proposing some minor changes which are not material, as summarised below:

- The references to clauses of the Memorandum have been replaced by revised references to the amended Articles
- The **reference to the 'Steering Committee' and 'Council of Management' have been replaced with 'Membership' and 'Board'**
- Amended references to articles numbers where these have changed

What is your view on the proposed change?

2	I have questions and need more information		16.67%	3
3	I have concerns and would not support this change		22.22%	4
4	No view		0.00%	0
			answered	18
			skipped	1

Please tell us why: (6)

I believe this requires a 90% vote

---

No objection

---

These articles are entrenched by Section 22 and 28 of the Companies Act 2006, therefore, you will need a 90% majority to make these proposed changes (if the voting bye-law is valid, with



## Section 3: Objects

Change: Our core Objects remain unchanged. We are proposing some minor changes which are not material, as summarised below:

- The references to clauses of the Memorandum have been replaced by revised references to the amended Articles
- The **reference to the 'Steering Committee' and 'Council of Management' have been replaced with 'Membership' and 'Board'**
- Amended references to articles numbers where these have changed

What is your view on the proposed change?

a 3% instead of 10% cap). Unless the entrenchment is made clear by Article 4 and the bye-law (assuming it is valid) isn't updated on the issue of entrenchment that were in the memorandum, I will not be supporting this change.

Legal opinion states that the bye-law on voting rights is unlawful, and that one member, one vote applies, therefore this would need to pass the hurdle of a 90% majority based on that.

The proposed article 4 has a clause "No alteration may be made to this article", which would be overridden by Section 22 (3) (a) the Companies Act 2006, which requires the agreement of all members of the company. The proposed changes therefore require the unanimous agreement of all members of the company via a written resolution.

---

No changes shall be made to clauses 3, 5, 6, and 9 of the memorandum without a 90% vote of the membership.

See clause 4 of the current memorandum which says "No addition, alteration or amendment shall be made without...".

---



### Section 3: Objects

Change: Our core Objects remain unchanged. We are proposing some minor changes which are not material, as summarised below:

- The references to clauses of the Memorandum have been replaced by revised references to the amended Articles
- The **reference to the 'Steering Committee' and 'Council of Management' have been replaced with 'Membership' and 'Board'**
- Amended references to articles numbers where these have changed

What is your view on the proposed change?

I would be supportive on the basis this does not preclude the company then consulting on the 75% value if it decided to do so at any time in the future.

This change would appear to dilute membership influence over the terms of these elements from 90% to 75% should any future changes be required.

### Section 3: Objects

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	2
Article 6 and 6.1: "members of the Company" could be replaced with the defined term "Members".			



### Section 3: Objects

Any suggestions for changes or improvements we could make?

---

The entrenchment of these articles need to be continued, this includes a cap of 3% instead of 10%, otherwise one member can block a change.

answered	2
skipped	17

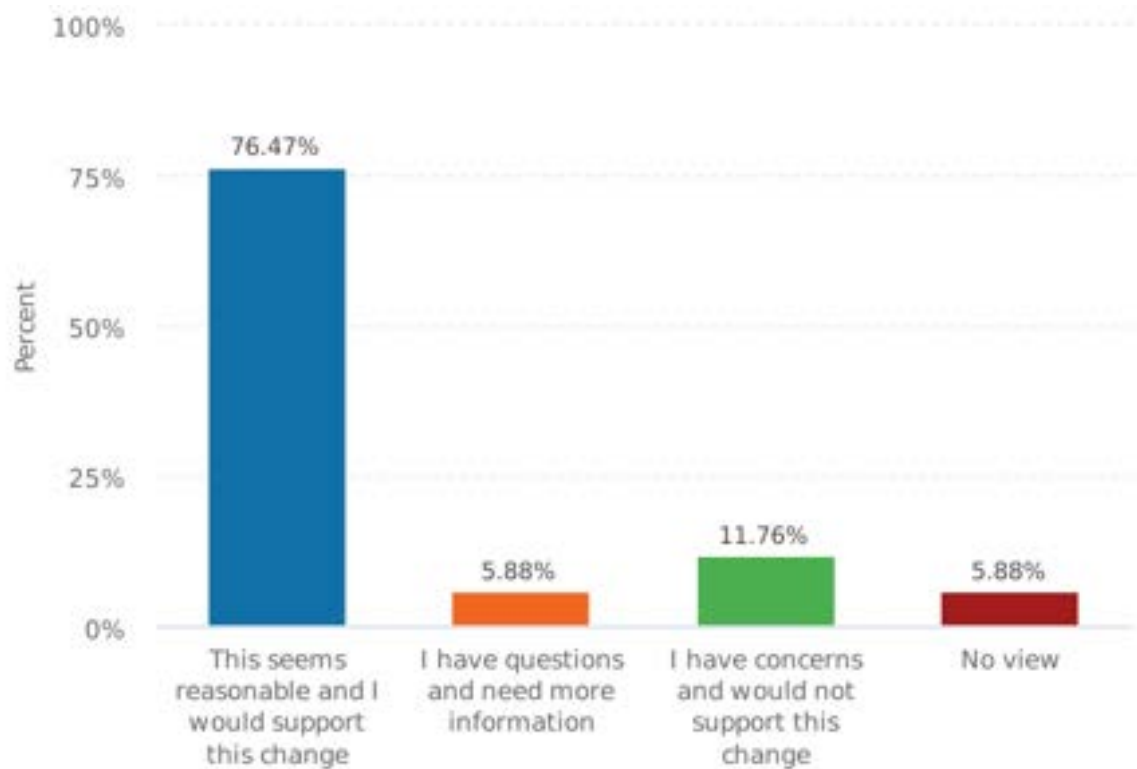


## Section 4: Admission of Members

### Section 4: Admission of Members

Change: These changes make clear the current process for admission of Members. **As a result, the proposed Article 10 has been moved from 'Votes of Members' to this section.** The reference to Article 55 has been removed.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		76.47%	13
2	I have questions and need more information		5.88%	1
3	I have concerns and would not support this change		11.76%	2



## Section 4: Admission of Members

Change: These changes make clear the current process for admission of Members. **As a result, the proposed Article 10 has been moved from 'Votes of Members' to this section.** The reference to Article 55 has been removed.

What is your view on the proposed change?

4	No view	<div></div>	5.88%	1
			answered	17
			skipped	2

Please tell us why: (2)

The board should not be restricted to 4 directors elected by the membership. Members of the board should have to apply for their own membership, before being eligible to stand for the board. Further, this change removes subscribers of the memorandum from being members, if that is the case, then members of the board should also be removed from being members.

While I agree with the change how is Nominet going to check and enforce this? Will a connected member face a code of conduct complaint if they do not disclose an acquisition etc in a reasonable amount of time?



#### Section 4: Admission of Members

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	1
Article 9.2: suggest replacing "membership" with defined term "Membership"			
		answered	1
		skipped	18



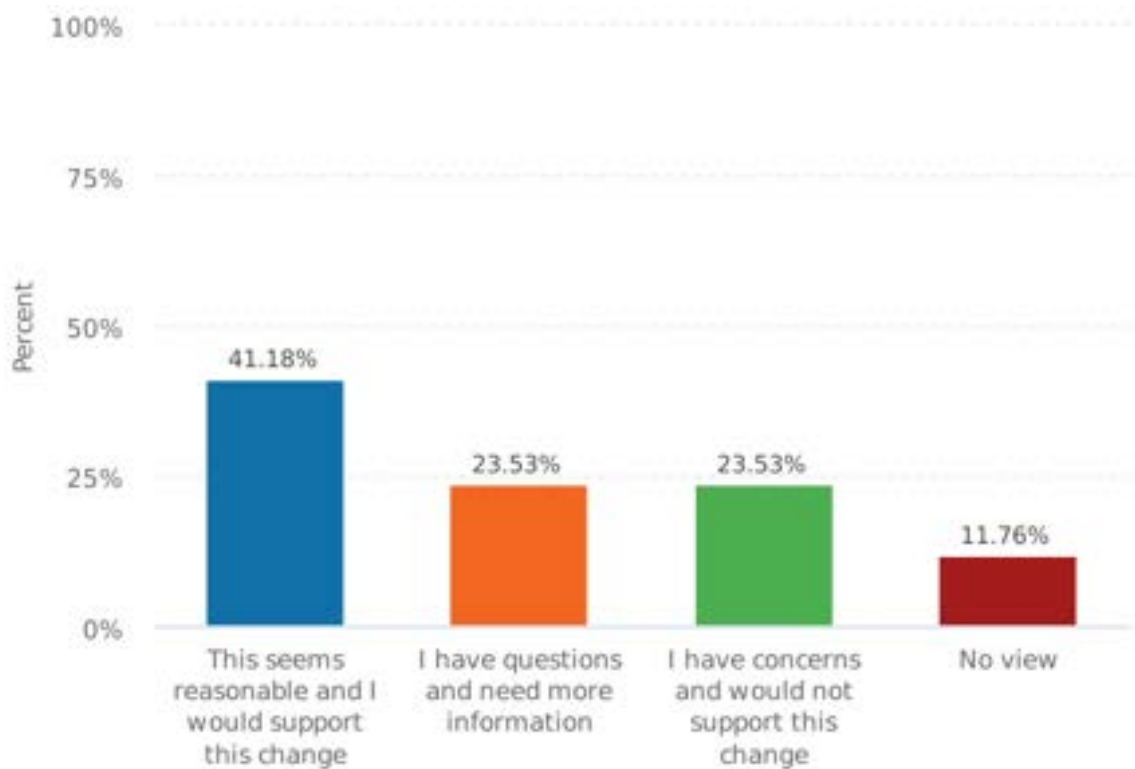


## Section 5: Retirement of Members

### Section 5: Retirement of Members

Change: These are minor wording changes which set out the circumstances under which membership terminates. These have not changed, but wording has been updated for clarity.

What is your view on the proposed change?





Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		41.18%	7
2	I have questions and need more information		23.53%	4



## Section 5: Retirement of Members

Change: These are minor wording changes which set out the circumstances under which membership terminates. These have not changed, but wording has been updated for clarity.

What is your view on the proposed change?

3	I have concerns and would not support this change		23.53%	4
4	No view		11.76%	2
			answered	17
			skipped	2

Please tell us why: (7)

Contrary to the board's claims this text is a substantive change of approach on retirement of directors who were personal members.

Historically personal members that became directors remained members when they left the board and continued to be able to pay for the ongoing membership without having to re-join.

The current text appears to eject them from the membership and require them to re-join if they wish to retain their membership. This is not an acceptable change of position as it discourages individual membership and/or engagement in governance.

---

Why can't board members remain members if they pay the required subscription?

---

There is no need for a clause on the membership of a board director, however, should a board director fail to pay any



## Section 5: Retirement of Members

Change: These are minor wording changes which set out the circumstances under which membership terminates. These have not changed, but wording has been updated for clarity.

What is your view on the proposed change?

subscription due to the Company, then they should be automatically removed as a director.

---

There have been cases where board members have had to have both an individual and corporate membership at the same time. I currently have two memberships as an "individual" and "corporate". If I were to join the board can I keep both members as they are and not have my individual membership removed on retirement?

---

I was an individual member prior to joining the board and obviously my membership did not terminate on me ceasing to be a board member. Reword to make this known.

---

Some clarification is required for the situation where a Board member is a member in their own right prior to joining the board, being able to retain their membership when they leave the board.

---

12 does not appear to address a situation where an individual holds a membership prior to becoming a board member - would their membership cease even if they don't want it to?

---



## Section 5: Retirement of Members

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	4

Add some text along the lines of:

\* A Board member's Membership of the company shall terminate on their ceasing to be a director of the Company unless prior to becoming a director they were a personal member of the Company and at they opt to renew their membership when leaving the board.

---

Articles 13.1 and 13.2: suggest either adding clarification that these apply to natural persons or clarify the definition of "Members" in Article 1.

---

Reword to cover those who are members in an individual capacity prior to joining the board and do not wish to be subjected to criticism regarding their membership retention.

---

To cover the situation where an individual holds a membership prior to becoming a board member it would seem more sensible to have something simply requiring board members to maintain a membership in their name.

Should a board member not wish to remain a member after leaving the board, then they can simply end their membership in the normal prescribed way.



## Section 5: Retirement of Members

Any suggestions for changes or improvements we could make?

This would reduce the articles required to cover the requirement for board members to be members of the company and standardise membership management for ALL members.

answered	4
skipped	15

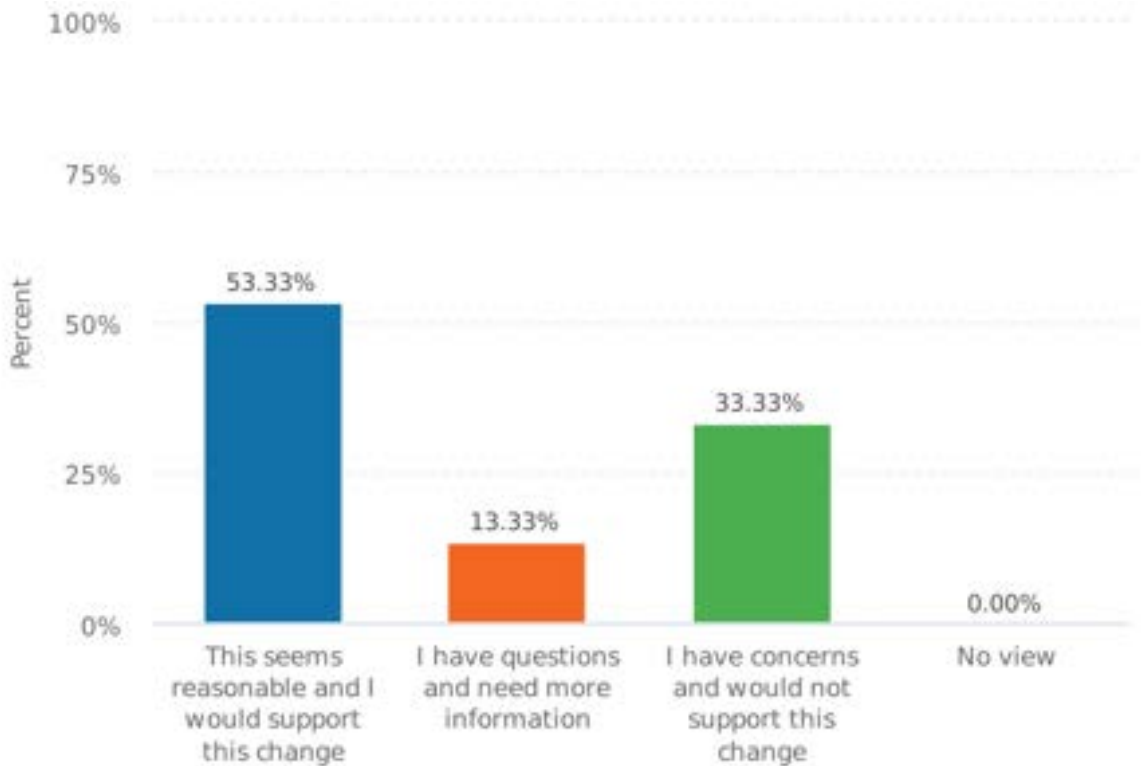


Section 6: Membership subscription fees

Section 6: Membership subscription fees

Change: Introduced a new section to include all clauses relating to Membership subscription fees. The proposed changes remove the requirement for the Membership fees to be related to commercial involvement in .UK and a new Subscriptions bye-law has been drafted. Also removed is the requirement for the Board to conduct a ballot with Members to seek views on options for changes to Membership fees. However, any changes to Membership fees will still have to be put to a Member vote.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		53.33%	8



## Section 6: Membership subscription fees

Change: Introduced a new section to include all clauses relating to Membership subscription fees. The proposed changes remove the requirement for the Membership fees to be related to commercial involvement in .UK and a new Subscriptions bye-law has been drafted. Also removed is the requirement for the Board to conduct a ballot with Members to seek views on options for changes to Membership fees. However, any changes to Membership fees will still have to be put to a Member vote.

What is your view on the proposed change?

2	I have questions and need more information		13.33%	2
3	I have concerns and would not support this change		33.33%	5
4	No view		0.00%	0
			answered	15
			skipped	2

Please tell us why: (4)

Nominet has lost a case on joining and subscription fees. So as it presently stands, the situation is not how it is described in this text.

An accurate statement is required before seeking opinions. That is not what is presented here.

Nominet has lost a court case on this issue, as it presently stands, there is no authority to demand subscription fees or a joining fee, there is therefore no need to introduce a separate bye-law on the issue. The opinion of Iain Mitchell KC is clear, currently the subscription fee is interlinked with the voting rights, and any



## Section 6: Membership subscription fees

Change: Introduced a new section to include all clauses relating to Membership subscription fees. The proposed changes remove the requirement for the Membership fees to be related to commercial involvement in .UK and a new Subscriptions bye-law has been drafted. Also removed is the requirement for the Board to conduct a ballot with Members to seek views on options for changes to Membership fees. However, any changes to Membership fees will still have to be put to a Member vote.

What is your view on the proposed change?

change which disrespects that will not be supported.

Introduction of any membership fee would require a 75% majority of the membership, as currently there is no fee in law.

---

Even with new articles 16-17 in place to protect the membership **from a rouge board**. I'm concerned a **future board may try to** unilaterally change the subscriptions bye-law and force it through with a capped poll vote (3%).

For example a future board could change the subscription fee to £5000 and £1000 per year pricing out most smaller members. This would still be voted through using a capped vote as most larger members would agree with it.

---

Please explain more about why the Board would like a less complicated process established. What problems do you foresee, giving examples, with the present system requiring a ballot before a formal vote?





## Section 6: Membership subscription fees

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	3
<p>Consultation should be re-done to reflect the actual situation, which is at present there is no power to require either a joining fee or subscriptions. Moreover, members are entitled to a refund of fees already paid.</p> <hr/>			
<p>Article 17: Could usefully be re-worded to clarify that subscription fees comprise joining fee and annual renewal fee.</p> <hr/>			
<p>This issue in the consultation should now be put aside in light of a recent court judgment on the issue. Members are entitled to a refund on the fees paid, and this should be made clear to members.</p> <hr/>			
		answered	3
		skipped	16

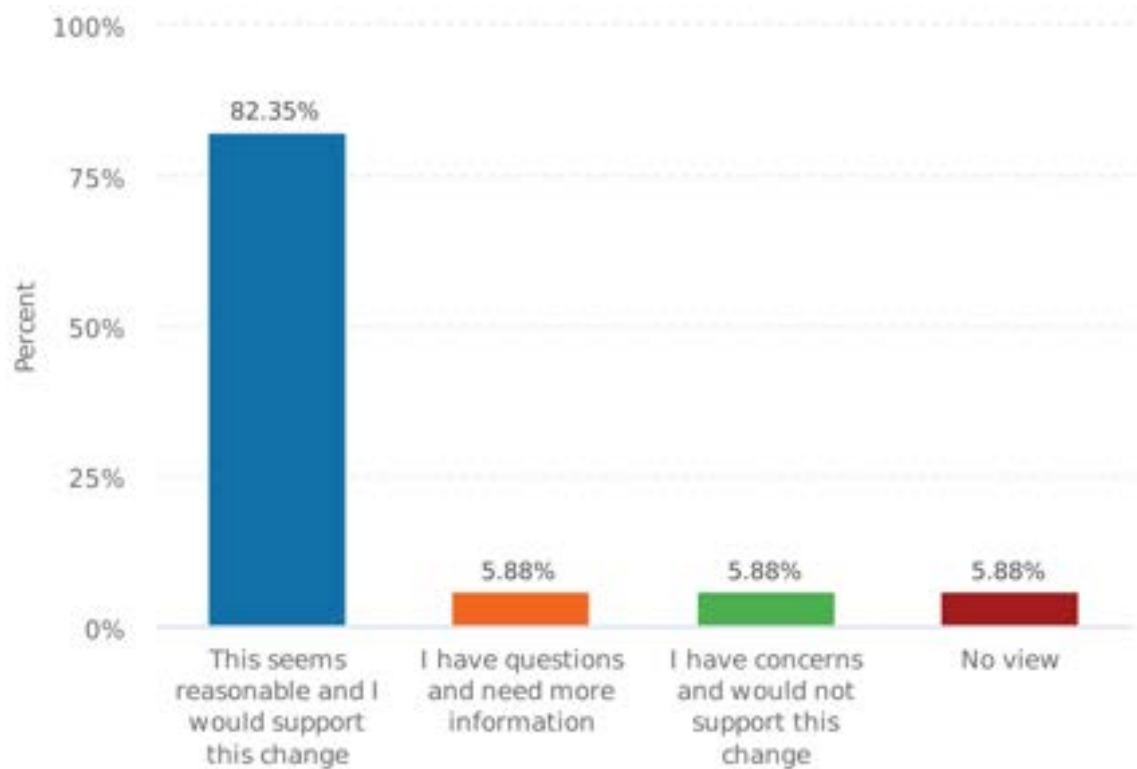


## Section 7: Liability of Members

### Section 7: Liability of Members

Change: We have incorporated the relevant wording from the Memorandum into the Articles.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		82.35%	14
2	I have questions and need more information		5.88%	1
3	I have concerns and would not		5.88%	1



## Section 7: Liability of Members

Change: We have incorporated the relevant wording from the Memorandum into the Articles.

What is your view on the proposed change?

	support this change			
4	No view	<div></div>	5.88%	1
			answered	17
			skipped	2

Please tell us why: (1)

These articles are entrenched by Section 22 and 28 of the Companies Act 2006, therefore, you will need a 90% majority to make these proposed changes (if the voting bye-law is valid, with a 3% instead of 10% cap). Unless the entrenchment is made clear by Article 4 and the bye-law (assuming it is valid) isn't updated on the issue of entrenchment that were in the memorandum, I will not be supporting this change.

Legal opinion states that the bye-law on voting rights is unlawful, and that one member, one vote applies, therefore this would need to pass the hurdle of a 90% majority based on that.

## Section 7: Liability of Members

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	1



## Section 7: Liability of Members

Any suggestions for changes or improvements we could make?

Article 19: Grammatically this sentence is open to various interpretations as presently drafted. The placement of commas suggests that Members could be liable for the £10 contribution PLUS the costs and expenses of winding up. Removal of the comma between "Company" and "for" and between "Member" and "and" would add clarity.

answered	1
skipped	18

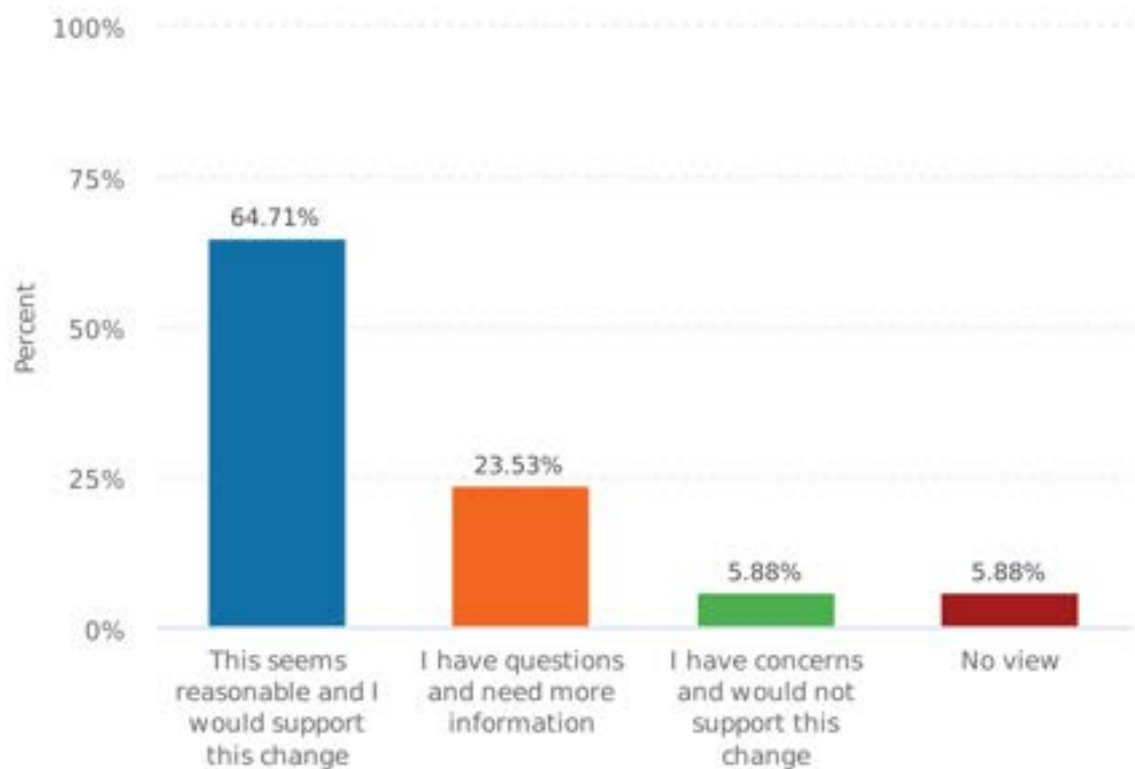


## Section 8: General meetings and new sections relation to the general meetings procedures

### Section 8: General meetings and new sections relation to the general meetings procedures

**Matters around our AGM are governed by company law. We've used the latest Model Articles (last updated in 2018) that are relevant to us, changing wording that in some places originates from 1996.**

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		64.71%	11
2	I have questions and need more information		23.53%	4
3	I have concerns and would not support this change		5.88%	1



## Section 8: General meetings and new sections relation to the general meetings procedures

**Matters around our AGM are governed by company law. We've used the latest Model Articles (last updated in 2018) that are relevant to us, changing wording that in some places originates from 1996.**

What is your view on the proposed change?

4	No view	<div></div>	5.88%	1
			answered	17
			skipped	2

Please tell us why: (3)

Does this mean that proper AGMs will resume?

Article 23: Provides for notice of "the place, the day and the hour of the meeting, and the general nature of the business to be transacted", but does not specify (nor elsewhere do these articles specify) notice of resolutions to be passed. This creates a problem in new Article 42, whereby the eligibility of a voter cannot be challenged except at the time of the vote. If a member is not advised of the resolutions prior to a meeting, he/she may opt not to attend, and if meeting is not attended, there is no recourse afterwards to challenge a voter's eligibility. Furthermore, as a broader principle, advance notice of resolutions should be required for transparency and good governance.

Article 25: Not clear what is intended by "in a position to communicate to all those attending the meeting". Is this aimed at those attending a meeting remotely?

Article 28: suggest replacing "members" with defined term



## Section 8: General meetings and new sections relation to the general meetings procedures

**Matters around our AGM are governed by company law. We've used the latest Model Articles (last updated in 2018) that are relevant to us, changing wording that in some places originates from 1996.**

What is your view on the proposed change?

### "Members"

Article 30: suggest replacing "members" with defined term "Members"

Article 31: When an article is directed at the chair of the Board it should be specified that otherwise the term "chair" has more than one meaning.

Article 32. When an article is directed at the chair of the Board it should be specified that otherwise the term "chair" has more than one meaning.

Article 32.2: "(if no directors are present), the meeting," – should this be "(if no directors are present), the Members,"?

Article 34: suggest replacing "members" with defined term "Members"

Article 37: "by the meeting" is not sufficiently clear. How, in practical terms, would this work? Should this be "by the Members"?

Article 38.2: "by the meeting" is not sufficiently clear. How, in practical terms, would this work? Should this be "by the Members"?

Article 45.4: suggest replacing "members" with defined term "Members"

Article 48.1: suggest replacing "members" with defined term "Members"



Section 8: General meetings and new sections relation to the general meetings procedures

**Matters around our AGM are governed by company law. We've used the latest Model Articles (last updated in 2018) that are relevant to us, changing wording that in some places originates from 1996.**

What is your view on the proposed change?

Article 48.2: suggest replacing "members" with defined term "Members"

Article 48.3: suggest replacing "members" with defined term "Members"

This is drafted as "one member one vote" - see also subsequent answer

Section 8: General meetings and new sections relation to the general meetings procedures

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	2

It may be possible for online voting to be performed by most members before the meeting and, following the meeting discussions, have members change their opinion on their vote.





## Section 8: General meetings and new sections relation to the general meetings procedures

Any suggestions for changes or improvements we could make?

Nothing in the articles does make sure that an organisation is capable of changing a vote cast before the meeting itself.

---

Article 23: Provides for notice of "the place, the day and the hour of the meeting, and the general nature of the business to be transacted", but does not specify (nor elsewhere do these articles specify) notice of resolutions to be passed. This creates a problem in new Article 42, whereby the eligibility of a voter cannot be challenged except at the time of the vote. If a member is not advised of the resolutions prior to a meeting, he/she may opt not to attend, and if meeting is not attended, there is no recourse afterwards to challenge a voter's eligibility. Furthermore, as a broader principle, advance notice of resolutions should be required for transparency and good governance.

Article 25: Not clear what is intended by "in a position to communicate to all those attending the meeting". Is this aimed at those attending a meeting remotely?

Article 28: suggest replacing "members" with defined term "Members"

Article 30: suggest replacing "members" with defined term "Members"

Article 31: When an article is directed at the chair of the Board it should be specified that otherwise the term "chair" has more than one meaning.

Article 32. When an article is directed at the chair of the Board it



## Section 8: General meetings and new sections relation to the general meetings procedures

Any suggestions for changes or improvements we could make?

should be specified that otherwise the term "chair" has more than one meaning.

Article 32.2: "(if no directors are present), the meeting," – should this be "(if no directors are present), the Members,"?

Article 34: suggest replacing "members" with defined term "Members"

Article 37: "by the meeting" is not sufficiently clear. How, in practical terms, would this work? Should this be "by the Members"?

Article 38.2: "by the meeting" is not sufficiently clear. How, in practical terms, would this work? Should this be "by the Members"?

Article 45.4: suggest replacing "members" with defined term "Members"

Article 48.1: suggest replacing "members" with defined term "Members"

Article 48.2: suggest replacing "members" with defined term "Members"

Article 48.3: suggest replacing "members" with defined term "Members"

answered	2
skipped	17

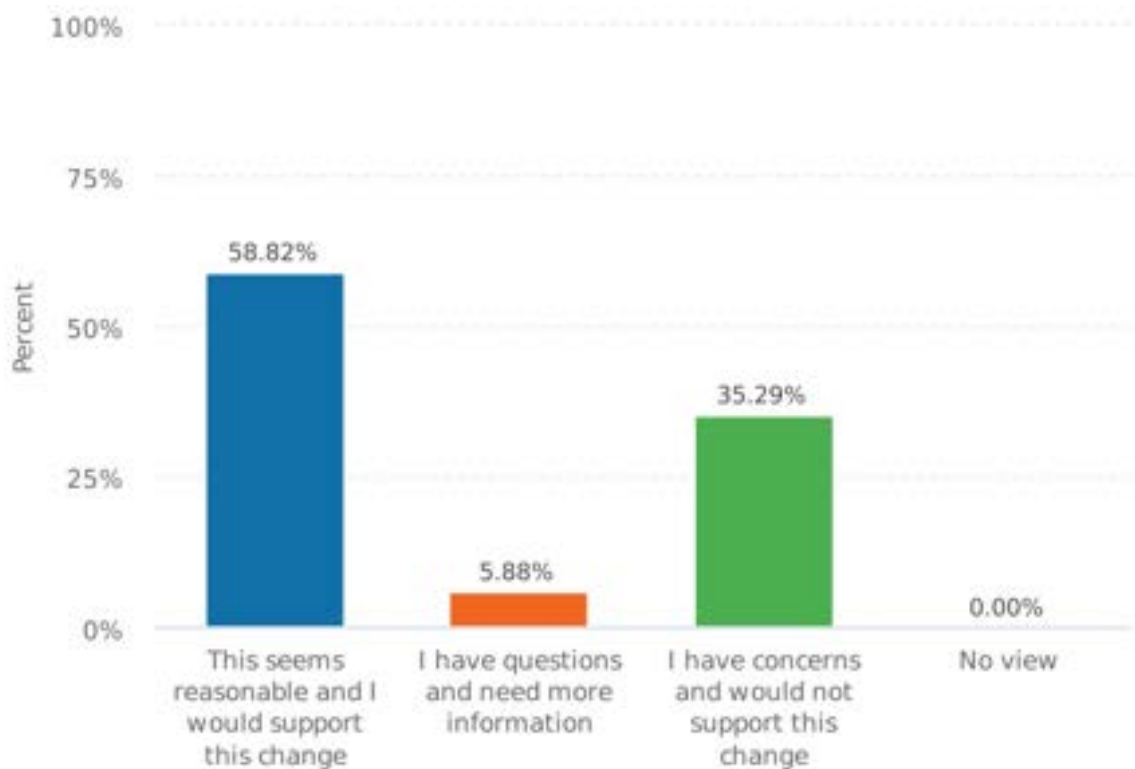


## Section 9: Votes of Members

### Section 9: Votes of Members

Change: We propose removing any text which is either not required, has been moved into a different section or is reflected in the Voting Rights bye-law.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div></div>	58.82%	10
2	I have questions and need more information	<div></div>	5.88%	1
3	I have concerns and would not support this change	<div></div>	35.29%	6
4	No view		0.00%	0



## Section 9: Votes of Members

Change: We propose removing any text which is either not required, has been moved into a different section or is reflected in the Voting Rights bye-law.

What is your view on the proposed change?

	answered	17
	skipped	2

Please tell us why: (6)

It seems that the board are able to pursue changing the cap without a minimum level of agreement from the members. This section needs to be more clearly defined.

The current voting rights are in my view unlawful. It is not possible to rectify this by changing the articles using that flawed voting system.

No objection

The current bye-law is considered unlawful, and fails to link the subscription fee to the relative involvement of the member. One cannot currently have a flat membership fee, without also having a flat voting rights. Removing the link between subscription fees and voting rights which were envisaged at the incorporation of the company, instead of fixing the fact that the bye-law is **ultra vires as it doesn't address** the issue of subscription fee is attempting to fix the wrong issue.



## Section 9: Votes of Members

Change: We propose removing any text which is either not required, has been moved into a different section or is reflected in the Voting Rights by-law.

What is your view on the proposed change?

You may need to better define paid for domain names under management because domain names have been registered for free as part of promotional activity funded by the registry in the past.

This seems (unless I have missed something) to remove the former "Not more than one member of any group of companies ... may be a member".

I have not seen this discussed elsewhere and it is not in the voting bye-law. Is this an unintentional typo?

## Section 9: Votes of Members

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	3

Obtain clarity in court by seeking a declaration on the current rights, rather than trying this unlawful slight of hand



## Section 9: Votes of Members

Any suggestions for changes or improvements we could make?

N/A

---

Obtain a court declaration that your use of the voting rights to change this issue is lawful, rather than plowing on with uncertainty

answered	3
skipped	16

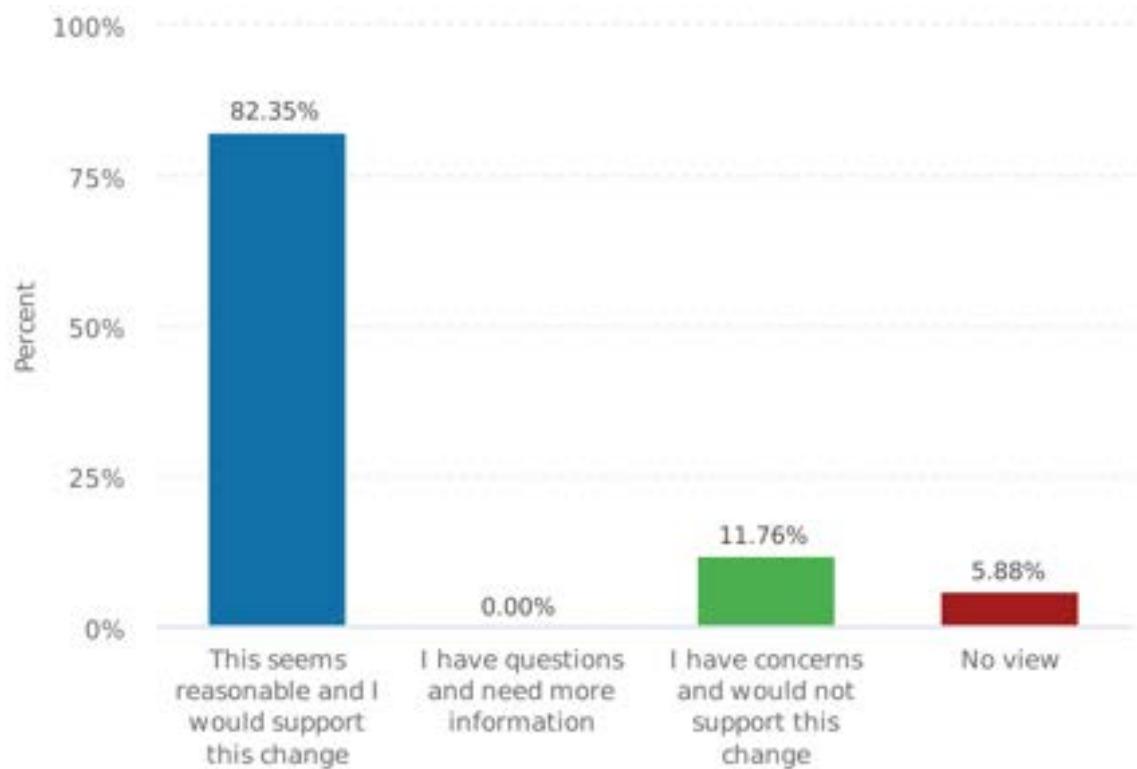


## Section 10: The Board

### Section 10: The Board

Change: Additional wording to set out clearly the composition of the Board. Introduced a procedure for the Board to appoint its Chair. Removed gender specific language.

What is your view on the proposed change?




Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div></div>	82.35%	14
2	I have questions and need more information	<div></div>	0.00%	0
3	I have concerns and would not support this change	<div></div>	11.76%	2



## Section 10: The Board

Change: Additional wording to set out clearly the composition of the Board. Introduced a procedure for the Board to appoint its Chair. Removed gender specific language.

What is your view on the proposed change?

4	No view		5.88%	1
			answered	17
			skipped	2

Please tell us why: (2)

No objection

Changes made in 2010, removing the balance of the board away from members needs to be reversed.

## Section 10: The Board

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	2

N/A





## Section 10: The Board

Any suggestions for changes or improvements we could make?

Changes made in 2010, removing the balance of the board away from members needs to be reversed.

answered	2
skipped	17

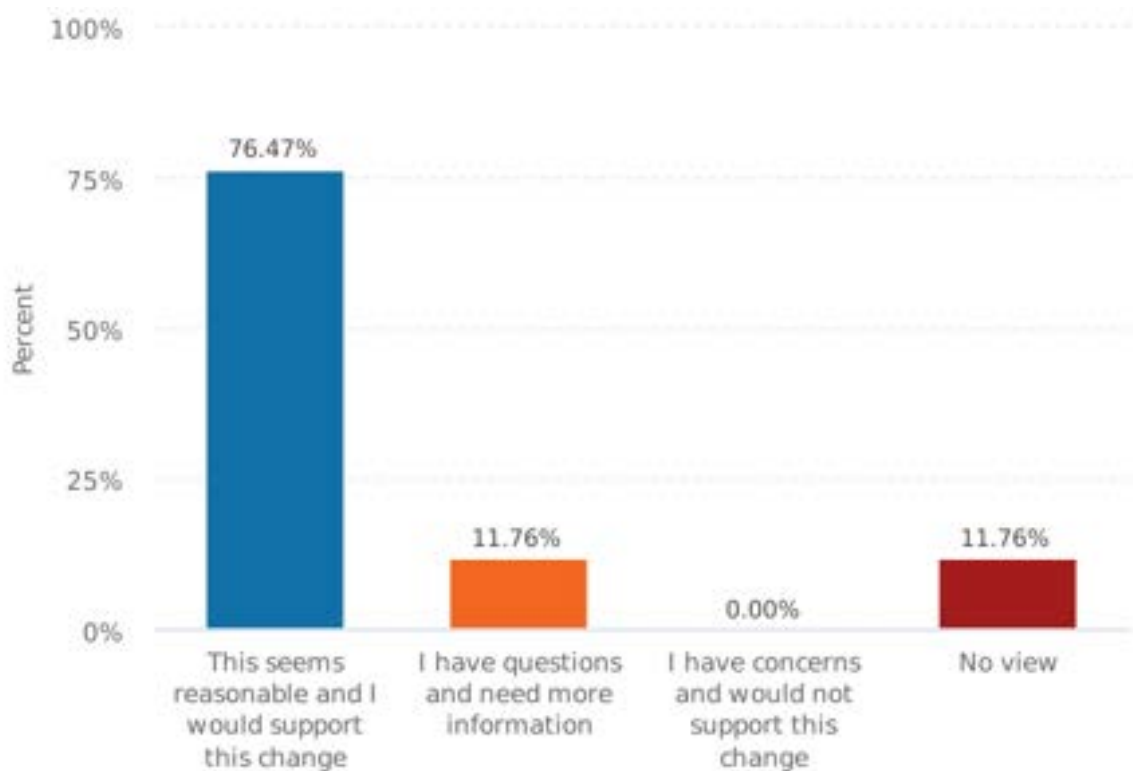


## Section 11: Directors' interests

### Section 11: Directors' interests

Change: Wording replaced with the latest Model Articles for a Private Company Limited by Guarantee issued in September 2018.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div></div>	76.47%	13
2	I have questions and need more information	<div></div>	11.76%	2
3	I have concerns and would not support this change	<div></div>	0.00%	0
4	No view	<div></div>	11.76%	2



### Section 11: Directors' interests

Change: Wording replaced with the latest Model Articles for a Private Company Limited by Guarantee issued in September 2018.

What is your view on the proposed change?

	answered	17
	skipped	2

Please tell us why: (3)

No objection

This change should have been done years ago, this raises significant questions as to why it wasn't done.

Could be better explained.

### Section 11: Directors' Interests

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	2



## Section 11: Directors' Interests

Any suggestions for changes or improvements we could make?

The problem here is not the wording, it is the application of law in relation to conflicts

N/A

answered	2
skipped	17

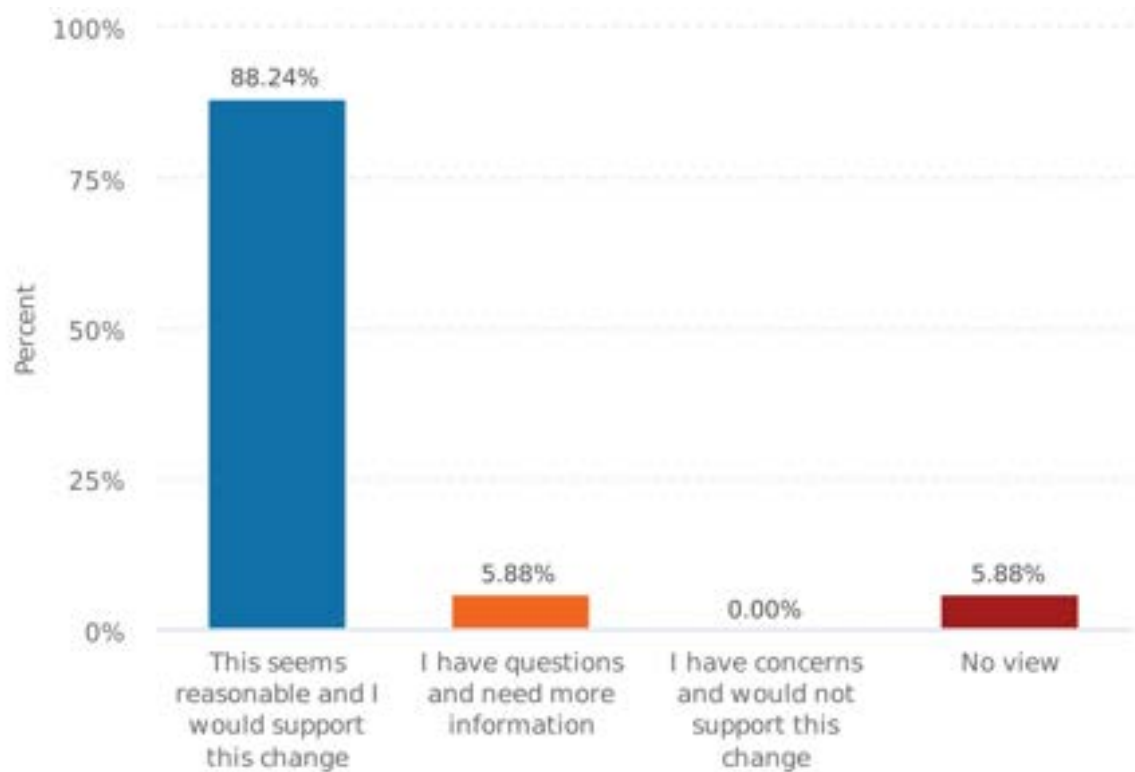


## Section 12: Proceedings of the directors

### Section 12: Proceedings of the directors

**Change: 'Chairman' changed to 'Chair' and other gender specific terms removed.**

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div><div></div></div>	88.24%	15
2	I have questions and need more information	<div><div></div></div>	5.88%	1



## Section 12: Proceedings of the directors

**Change: 'Chairman' changed to 'Chair' and other gender specific terms removed.**

What is your view on the proposed change?

3	I have concerns and would not support this change		0.00%	0
4	No view		5.88%	1
			answered	17
			skipped	2

Please tell us why: (3)

No objection

This change should have been done years ago, this raises significant questions as to why it wasn't done.

Great to see Nominet using more inclusive language!

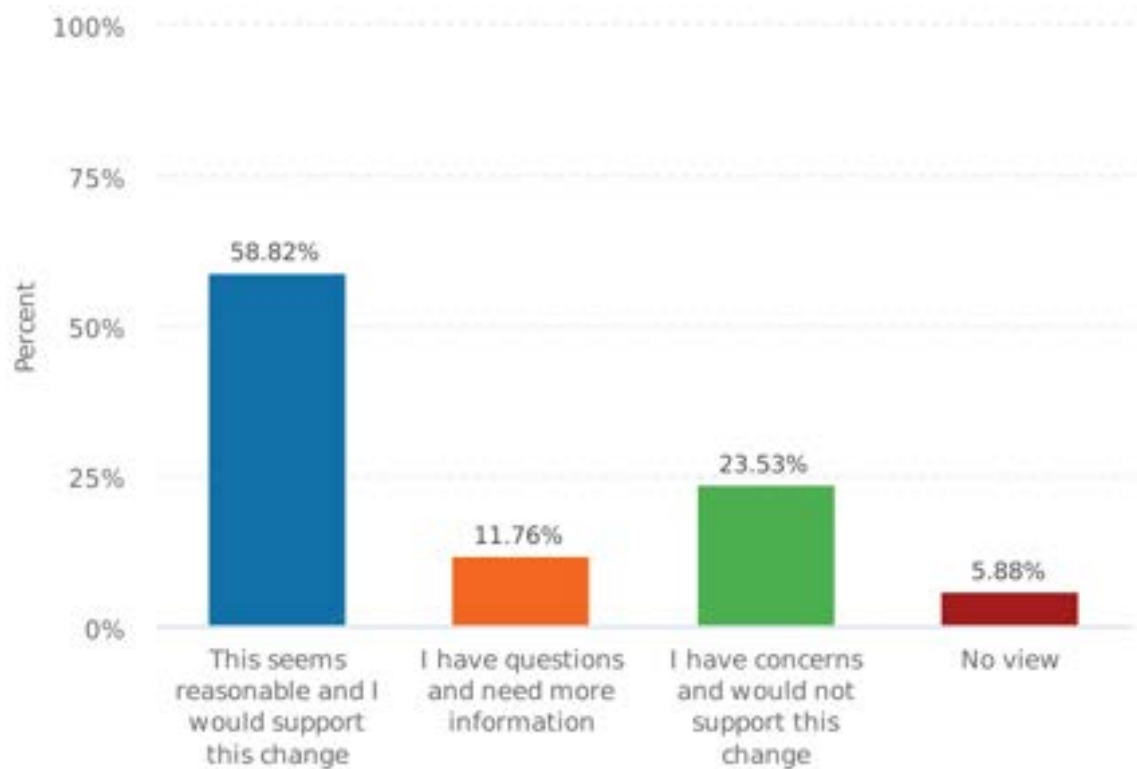


## Section 13: Unanimous decisions

### Section 13: Unanimous decisions

Change: This is a new section to enable the Board to make decisions by email, in between meetings, so long as all eligible (e.g. non-conflicted) Board directors are in agreement.

What is your view on the proposed change?




Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change	<div></div>	58.82%	10
2	I have questions and need more information	<div></div>	11.76%	2
3	I have concerns and would not support this change	<div></div>	23.53%	4



## Section 13: Unanimous decisions

Change: This is a new section to enable the Board to make decisions by email, in between meetings, so long as all eligible (e.g. non-conflicted) Board directors are in agreement.

What is your view on the proposed change?

4	No view		5.88%	1
			answered	17
			skipped	2

Please tell us why: (5)

Examples of when this would be used would be required before I can support it

Parts of the board already seems remote from the membership. They should only make substantive descisions in meetings when they have the opportunity to be made aware of the members and stakeholders views through the elected members

No objection

Whilst the balance of the board is away from members, I cannot support this change.





### Section 13: Unanimous decisions

Change: This is a new section to enable the Board to make decisions by email, in between meetings, so long as all eligible (e.g. non-conflicted) Board directors are in agreement.

What is your view on the proposed change?

How will these decisions be made with transparency in mind?  
Already have only limited notes of meetings, concerned with more decisions being made off the record that transparency will suffer.

### Section 13: Unanimous decisions

Any suggestions for changes or improvements we could make?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	3

N/A

Restore the balance of the board such that the directors selected by the membership aren't outnumbered.

I'd like to see the board provide full meeting notes with only minor redactions when necessary due to specific commercial information being present.



### Section 13: Unanimous decisions

Any suggestions for changes or improvements we could make?

	answered	3
	skipped	16

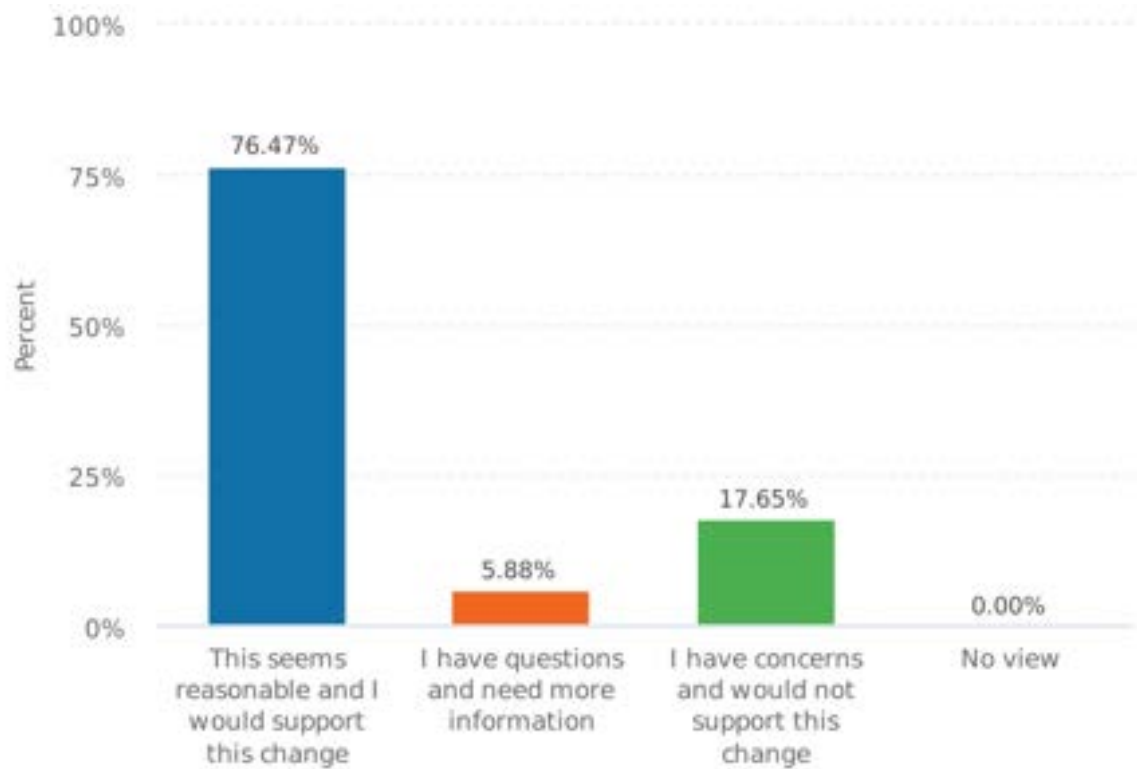


## Section 14: Bye-Laws

### Section 14: Bye-Laws

Change: The existing wording has been changed to refer to specific articles. The templates for the membership application and the proxy form have been removed. References to previously deleted articles have also been removed. Gender specific language has been updated.

What is your view on the proposed change?



Answer Choices			Response Percent	Response Total
1	This seems reasonable and I would support this change		76.47%	13
2	I have questions and need more information		5.88%	1
3	I have concerns and would not support this change		17.65%	3



## Section 14: Bye-Laws

Change: The existing wording has been changed to refer to specific articles. The templates for the membership application and the proxy form have been removed. References to previously deleted articles have also been removed. Gender specific language has been updated.

What is your view on the proposed change?

4	No view		0.00%	0
			answered	17
			skipped	2

Please tell us why: (4)

Some of these changes are unlawful

---

No objection

---

Whilst a court has found against Nominet on the issue of joining fees and subscription, I cannot support the removal of the link between subscription fee and voting rights.

---

The power in the new 89.3 to determining the process of election for Elected Directors, seems to be a new power not in the existing articles. Has this been included because the Board have historically been determining this process (eg with added screening)?

---



## Section 15: Any other views

Section 15: Do you have any general feedback or other views that you would like to provide that has not been covered in this consultation?

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	8

I no longer have trust in the current Board

The definition of GB or UK needs to be amended as it is confusing and incorrect. It is currently tied to the ISO 3166 and does not reflect that correctly either.

We should, in the definition section, define it correctly, and then reference it elsewhere. At the moment it is defined and then redefined later in the document.

ISO 3166 defines GB as The United Kingdom of Great Britain and Northern Ireland. (Note UK is reserved but not used, this is a conflict to Nominet that is the UK domain name registry).

We should move away from the ISO definition and use the lawful definitions.

GB is Great Britain (England, Scotland & Wales)

UK is the United Kingdom of Great Britain and Northern Ireland.

To include other dependencies as well, if necessary, the definition should read:

"In this document the UK means The United Kingdom of Great Britain and Northern Ireland, it also includes Island of Man and the Channel Islands."

If we use the ISO 3166 standard, then we need GB + IM (Island of Man) + JE (Jersey) and GG (Guernsey); Channel Islands is not an ISO recognised name. Also, in the case of the GB definition, it is not updated from time to time, as it would suggest in the text, as it only includes England, Scotland, Wales and Northern Ireland.

I am available if you wish to discuss further.



Section 15: Do you have any general feedback or other views that you would like to provide that has not been covered in this consultation?

The proposed changes are fundamentally flawed. In a sense, reviewing the detail is not necessary, though I have done that in some places.

Using a voting system that is - in the opinion of a leading KC - unlawful for at least 4 reasons, to try to retrofit a solution that is lawful, is just not legal. You can't use a broken voting system to change the company's constitution. There is a quick and cost effective way to sort that, seeking a declaration from a judge in court. Why is Nominet so afraid of that?

Moreover, there is a court order in force that determined that the joining and subscription fees are unlawful.

For those two primary reasons, this consultation should not proceed.

---

N/A

---

Many problems have been identified with the existing articles, however no attempt at engaging with those that brought those issues to light has taken place prior to this consultation. The proposed changes do not satisfactorily address those issues. The voting rights are fundamentally flawed, and unlawful, therefore cannot be used to push these changes through, particularly when a court case that Nominet has lost deems the subscription fees and joining fee unlawful. The outcome of that court case needs to conclude before pushing any change through, along with any other cases brought against Nominet. In fact, unless Nominet repay all members, then the changes will be rejected by members.



Section 15: Do you have any general feedback or other views that you would like to provide that has not been covered in this consultation?

I would like to see an independent opinion on the use of weighted voting (under the current articles) to vote through these changes.

Otherwise the articles changes maybe challenged at a later date by unknown parties.

---

There has been loud ongoing debate, albeit perhaps from a minority of members, on the legality or otherwise of weighted voting. Irrespective of whether they are right or wrong, it would seem prudent for the Board to take all reasonable steps to ensure that, going forward, the new articles are not open to future challenge.

At the call on 13 July, in response to my enquiries (starting 20 mins into the recording), [REDACTED] agreed that in his view the proposed new Articles would be unassailable were they to be passed other than by weighted voting: ie by one member one vote at the AGM.

The best way to mitigate the risk of further challenge or litigation would be to vote upon the Article changes at the AGM using one member one vote. This risk mitigation seems prudent IRRESPECTIVE of one's view of whether the current weighted voting is or is not lawful.

---

I appreciate this format for consultation as it allows for granular review and feedback - I hope however that Nominet has learnt from the negatives, such as inaccuracies and will endeavour to ensure future consultations and any corrections are made promptly without unneeded drama.



Section 15: Do you have any general feedback or other views that you would like to provide that has not been covered in this consultation?

answered	8
skipped	11





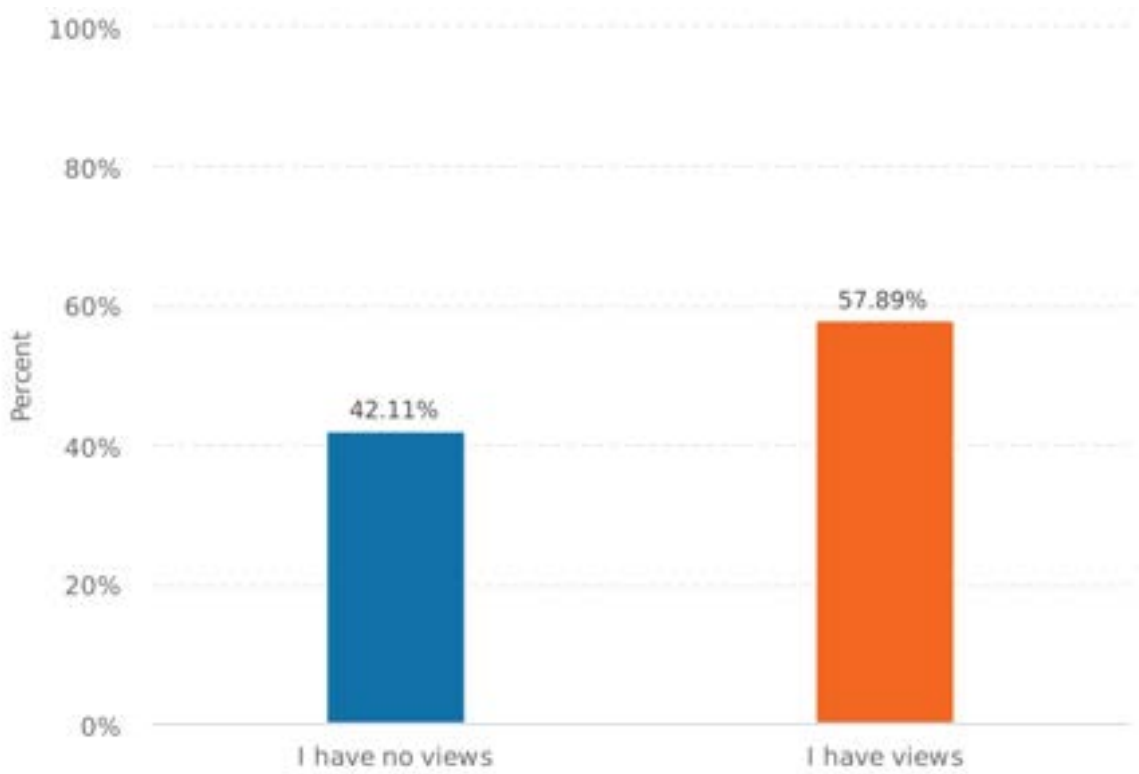
Section 16: Future change

Section 16: Future change

The Board are aware that Members have expressed views on changes they would like to see to **Nominet's Constitution which have not been incorporated into** these proposed Articles. Our view is that it makes sense to first modernise the existing Articles before considering any significant changes.

However, we are keen to get an indication of whether there is consensus from stakeholders as to whether the Board should consider making more substantive changes in the future.

We would be grateful if you could share your thoughts on the above:



Answer Choices				Response Percent	Response Total
1	I have no views	<div></div>		42.11%	8



## Section 16: Future change

The Board are aware that Members have expressed views on changes they would like to see to **Nominet's Constitution which have not been incorporated into** these proposed Articles. Our view is that it makes sense to first modernise the existing Articles before considering any significant changes.

However, we are keen to get an indication of whether there is consensus from stakeholders as to whether the Board should consider making more substantive changes in the future.

We would be grateful if you could share your thoughts on the above:

2	I have views	<div></div>	57.89%	11
			answered	19
			skipped	0

## Section 16: Future change

**Please tell us if there are any other elements of Nominet's Constitution you** would like the Board to consider in the future.

Answer Choices		Response Percent	Response Total
1	Open-Ended Question	100.00%	11

Any further changes to the articles needs to ensure that Nominet can continue to adapt to a changing industry that was never envisaged by the 1996 articles, but was enabled by the changes in the 2000s. Some members wish to restrict Nominet in order to



## Section 16: Future change

**Please tell us if there are any other elements of Nominet's Constitution you would like the Board to consider in the future.**

further their own commercial position that needs to be carefully considered for any proposals that come forward.

I am concerned that no board since 2010 has chosen to move forward on the remainder of the governance challenge that Nominet currently has and because of this across the industry professional players consider getting involved with Nominet as, and I quote, "toxic". That is not healthy for the future of critical national infrastructure.

Members I hear from are concerned about the disproportionate weight given to the voice of a select view.

---

"consider making more substantive changes in the future" - start off re-rebuilding trust before you get any more ambitious.

---

The way Nominet is managing its excess has little scrutiny from the membership, and it may be worth considering this absence as an issue.

For example, under articles 3.6, 3.8 & 3.9, Nominet can develop technologies using the income generated by its members and under 3.10 the organisation can then use this gained expertise commercially for financial gain.

The organisation has no obligation to ensure that any outcome of this work, which may benefit some members and is coming from excess income from the membership, is provided back to the membership and/or the general public under reasonable terms.



## Section 16: Future change

**Please tell us if there are any other elements of Nominet's Constitution you would like the Board to consider in the future.**

---

No changes to the articles are needed

---

I believe there needs to be further discussion regarding voting rights and their link to "commercial involvement" in the UK domain space. It seems to me that there is still a conflict between public benefit and commercial involvement. I realise this probably leads to a discussion about what constitutes "public benefit".

Thinking about this as a personal domain registrant, I want decisions regarding the .UK domain space to be taken giving priority to technical, privacy, and security issues, followed by "social" public benefit, rather than commercial members' commercial interests. It feels like the current voting structure does not quite fit.

---

This consultation is fatally flawed and should not proceed.

Once the mess of voting rights and subscriptions has been sorted, then I would suggest a wider and more useful consultation should be undertaken. It needs to deal with the substance of what Nominet stands for. Lock in proper mechanisms for Public Benefit and pricing, along with voting and subscriptions. It can also deal with genuine housekeeping.

This is not just an attempt at housekeeping. It is a shabby



## Section 16: Future change

**Please tell us if there are any other elements of Nominet's Constitution you would like the Board to consider in the future.**

attempt to sweep under the rug the currently broken constitution. It should not proceed in that way.

---

Future changes to the Articles: Should require member consultation, as conducted in the present exercise. Particularly important given that the current edits to Article 2 permit changes in scope, which warrant member consultation with a full explanation of these changes and how they would continue to meet the Objects.

---

I would like to see weighted voting reviewed by an independent expert and simplified. I would like to see the large 10% voting cap removed on article changes.

I think NED elections need changing as they are a flash point every year. There needs to be a move towards OMOV elected seats from different constituencies (just like the UKRAC).

I would like to see Nominet Cyber (PDSN) to be split from the .uk registry arm of the business. That business unit should be self funding from PDSN contracts and have a separate board.

I would like to see a return to the "Bligh Principles" on pricing and a commitment to publish KPIs on how the cost price is decided (long term cashflow neutrality, long term P&L neutrality, and maintaining a sufficient reserve for legal challenges and market downturn).

---



## Section 16: Future change

**Please tell us if there are any other elements of Nominet's Constitution you would like the Board to consider in the future.**

Continue to have elected NED's or move to appointed.

Seperation of Membership and Registrar. Discount not related to being a member.

Separation of infrastructure from policy and domain name management.

Change of name.

---

I think the board needs to adopt extreme caution regarding future changes, particularly when they impact the finances (and, ultimately, pricing).

---

I would like to see the board demonstrate their trust of the membership as a whole, and embed 'guard rails' into the articles to require that significant changes, like diversifications, changes in scope, significant policy changes etc require member buy-in and formal vote at the AGM.

answered	11
skipped	8



Feedback submitted by email to [articles@nominet.uk](mailto:articles@nominet.uk)

"I have reviewed the proposed changes to the Articles and I am broadly in favour of the proposed updates. It makes sense to update the articles if they were last fully reviewed in 1996.

As a wider discussion point I would be in favour of additional controls being put in place to help prevent Nominet making inappropriate commercial investments in the future as happened with CyGlass. I would also like to see restrictions on severance payments whereby bad decision makers end up being entitled to substantial payouts."