Amendments to the “RIPE NCC Articles of Association”

The purpose of the proposed amendments to the Articles of Association (AoA) is to bring the RIPE NCC’s formal governance structure in line with the way the organisation already works in practice.

Currently, the Executive Board is not practically in charge of the daily management of the RIPE NCC, but it is merely supervising the daily operations performed by the Management Team, i.e. the Managing Director.

Under the proposal, the current Executive Board will become the Board. The seven Board members elected by the membership will continue to serve as Non-Executive Board Members, while the current Managing Director will become an Executive Board Member of the same Board.

Some minor edits are also proposed for legal accuracy purposes.

Annex 1 outlines the proposed amendments.

Annex 2 presents a clean version of the proposed Articles of Association.

Annex 3 presents a clean version of the proposed Articles of Association in Dutch.

Annex 1 - Proposed Amendments

Article 1 - Definitions

Current provision	Proposed amendment
In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used: [...] - Affiliate – a legal entity qualifying as 'subsidiary' (*dochtermaatschappij*), 'group company' (*groepsmaatschappij*) or 'participation' (*deelneming*)] as referred to in sections 2:24a, 2:24b and 2:24c DCC. [...] - Annual Report – the report as stated in section 2:391 of the Dutch Civil Code ("DCC"; *bestuursverslag*) as well as the Financial Report. [...]	**1.1.** In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used: [...] **-** Affiliate – a legal entity qualifying as 'subsidiary' (*dochtermaatschappij*), 'group company' (*groepsmaatschappij*) or 'participation' (*deelneming*)~~]~~ as referred to in sections 2:24a, 2:24b and 2:24c **of the Dutch Civil Code ("**DCC**").** [...] - Annual Report – the report as stated in section 2:391 ~~of the Dutch Civil Code ("~~DCC~~",~~ **(***bestuursverslag*) ~~as well as the Financial Report~~. [...] **- Board – the corporate body entrusted with the management of the Association.** **- Board Member – a member of the Board.** [...] **- Executive Board Member – a member of the Board with the title of Executive Board Member.** [...] **- Non-Executive Board Member – a member of the Board with the title of Non-Executive Board Member.**

	[...] **1.2 For the purposes of these Articles of Association, both the Executive Board Members acting jointly and the Non-Executive Board Members acting jointly shall each be deemed to constitute a distinct corporate body of the Association.**
Justification - The definitions for the new Board structure are introduced. - The abbreviation of the Dutch Civil Code as "DCC" is introduced once and used consistently in the rest of the document. - The term "Financial Report" is removed from the definition of the Annual Report (it has its own definition in this article).	

Article 2 - The Association: Name and Seat

Current provision	**Proposed amendment**
[ ] 2.2 The official seat of the Association is Amsterdam, the Netherlands.	[...] 2.2 The official seat of the Association is in **the municipality of** Amsterdam, the Netherlands.
Justification - This is an improvement to the legal accuracy of the article.	

Article 5 – Membership: Register

Current provision	**Proposed amendment**
5.1 The Executive Board shall keep a Register in which the names and addresses of all Members are recorded, stating the date on which the Standard Service Agreement was signed, on which date their Membership started. [...] 5.3 Members shall notify the Executive Board of the authorised person(s) as referred to in	5.1 The ~~Executive~~ Board shall keep a Register in which the names and addresses of all Members are recorded, stating the date on which the Standard Service Agreement was signed, on which date their Membership started. [...] 5.3 Members shall notify the ~~Executive~~ Board of the authorised person(s) as referred to in

article 5.2 and of any changes therein. Without such notification, the person identified as the authorised person in the Standard Service Agreement and the designated Administrative Contact and Technical Contact shall be recorded in the Register as persons authorised to represent the Member at the General Meeting. 5.4 Every Member shall notify the Executive Board of the address, including an e-mail address, to be used by the Association to give that Member notice of the General Meeting. Without such notification, the postal address stated in the Standard Service Agreement and the last designated e-mail address of the Administrative Contact of that Member shall be recorded in the Register as the address(es) to be used by the Executive Board for sending convocations for a General Meeting. [...]	article 5.2 and of any changes therein. Without such notification, the person identified as the authorised person in the Standard Service Agreement and the designated Administrative Contact and Technical Contact shall be recorded in the Register as persons authorised to represent the Member at the General Meeting. 5.4 Every Member shall notify the ~~Executive~~ Board of the address, including an e-mail address, to be used by the Association to give that Member notice of the General Meeting. Without such notification, the postal address stated in the Standard Service Agreement and the last designated e-mail address of the Administrative Contact of that Member shall be recorded in the Register as the address(es) to be used by the ~~Executive~~ Board for sending convocations for a General Meeting. [...]
Justification - The Executive Board will become the "Board".	

Article 6 – Membership: End of Membership

Current provision	**Proposed amendment**
[ ] 6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership. Notice of termination by the Association shall be given by the Executive Board, which must observe a reasonable period of notice. The length of such notice shall be dependent on the severity of the reason for termination. In the event the Membership is terminated pursuant to article 6.1 e or 6.1 f, notice of	[...] 6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership. Notice of termination by the Association shall be given by the ~~Executive~~ Board, which must observe a reasonable period of notice. The length of such notice shall be dependent on the severity of the reason for termination. In the event the Membership is terminated pursuant to article 6.1 e or 6.1 f, notice of

termination may be given with immediate effect. [...]	termination may be given with immediate effect. [...]
Justification - The Executive Board becomes the "Board".	

Article 7 – Membership: Contribution and Obligations

Current provision	**Proposed amendment**
[ ] 7.3 The Executive Board may attach obligations to the Membership of the Association, provided that these obligations contribute to the realisation of the objects of the Association.	[...] 7.3 The ~~Executive~~ Board may attach obligations to the Membership of the Association, provided that these obligations contribute to the realisation of the objects of the Association.
Justification - The Executive Board becomes the "Board".	

Article 8

Current provision	**Proposed amendment**
Article 8 – Executive Board: General 8.1 Subject to the restrictions under the Articles of Association the Executive Board shall be charged with the management of the Association, including, but not limited to, the adoption and, where necessary, amendment of the budget and Activity Plan.	Article 8 – ~~Executive~~ Board: General 8.1 Subject to the restrictions under the Articles of Association, the ~~Executive~~ Board shall be charged with the management of the Association, including, but not limited to, the adoption and, where necessary, amendment of the budget and Activity Plan. **Each Board Member is obliged vis-à-vis the Association to perform their duties in a proper manner. These duties include all Board duties that have not been allocated to one or more other Board Members by law, if the law so provides, or the Articles of Association. In fulfilling their tasks, the Board Members must be guided by the interests of the Association and the business or organisation connected with it.**

	In particular, the Executive Board Members are charged with the day-to-day management of the Association and the business or organisation connected with it. The Non-Executive Board Members are charged with supervising the policy of the Executive Board Members and the general course of the Association's affairs and the business or organisation connected with it, and with any tasks assigned to them by law, if the law so provides, or under the Articles of Association. The Non-Executive Board Members shall support the Executive Board Members with advice.
8.2 The Executive Board of the Association shall consist of at least three and at most seven natural persons. They shall be members of the Board in a personal capacity and do not have to be Members of the Association. Employees of the Association cannot be appointed members of the Executive Board.	~~8.2 The Executive Board of the Association shall consist of at least three and at most seven natural persons. They shall be members of the Board in a personal capacity and do not have to be Members of the Association. Employees of the Association cannot be appointed members of the Executive Board.~~ **8.2 The Board may, with due observance of the Articles of Association, adopt regulations In Writing governing internal proceedings of the Board.** **Furthermore, the Board Members may divide their duties among themselves In Writing, by way of regulations In Writing or otherwise, and specify that one or more Board Members can adopt valid resolutions on matters falling within their task. The task of supervising the performance of duties of Board Members cannot be deprived of the Non-Executive Board Members by a division of duties.**
8.3 The Executive Board shall designate from its midst a chair, a secretary and a treasurer.	8.3 The ~~Executive~~ Board shall ~~designate from its midst~~ **appoint** a chair, a secretary and a treasurer. **Only a Non-Executive Board Member can be appointed as chair, secretary or treasurer.**

	8.4 Board meetings shall be held whenever the chair, the secretary or an Executive Board Member so requires. **8.5 The chair, the secretary or an Executive Board Member who wishes to hold a meeting will give notice In Writing of the meeting to the Board stating the time and venue of the Board meeting in the notice, as well as the matters to be discussed.** **8.6 The notice is sent no later than on the seventh day before the meeting to all other Board Members. In urgent cases, notice may be given up to twenty-four hours before the time of the meeting.** **8.7 The chair presides at the Board meetings. If the chair is absent, during the meeting the Board Members present will appoint another Non-Executive Board Member present at the meeting who will preside at the meeting.** **8.8 Each Board Member is entitled to cast one vote. The Board adopts its resolutions by a simple majority of the votes cast, unless explicitly otherwise provided in the Articles of Association or the regulations referred to in article 8.2.** **In a tie vote, the proposal shall have been rejected.** **Blank votes and invalid votes are regarded as not having been cast.** **A Board Member entitled to vote may only be represented at a Board meeting by another Board Member entitled to vote by means of a proxy In Writing.**
8.4 The secretary shall keep minutes of the proceedings at all meetings of the Executive Board. The minutes shall be sent to the Executive Board members and shall be adopted by them In Writing as soon as possible after the meeting.	~~8.4~~ **8.9** The secretary shall keep minutes of the proceedings at all ~~meetings of the Executive~~ Board meetings. The minutes shall be sent to the ~~Executive Board members~~ **Board Members** and shall be adopted by

Within two weeks of adoption the minutes of an Executive Board meeting shall be published on the website of the Association.	them In Writing as soon as possible after the meeting. Within two weeks of adoption the minutes of a~~n Executive~~ Board meeting shall be published on the website of the Association. **8.10 Board meetings may be held in person or by telephone, video conference or other electronic communication device, provided that each Board Member participating in the meeting can (i) communicate directly with all of the other Board Members participating and (ii) exercise their voting rights. A Board Member participating in a meeting by telephone, video conference or other electronic means of communication shall be deemed to be present at that meeting.**
Justification - The Executive Board becomes the "Board". - The responsibilities of the Board are outlined and in particular the responsibilities of Non-Executive Board Members and Executive Board Members. - The article also includes some basic rules for the administration of the Board.	

Article 9

Current provision	**Proposed amendment**
Article 9 – Executive Board: Appointment, Suspension and Dismissal	Article 9 – ~~Executive~~ Board: Appointment, Suspension and Dismissal **9.1 The General Meeting shall determine the number of Non-Executive Board Members. The Non-Executive Board Members shall determine the number of Executive Board Members. The Board shall consist of natural persons of which at least one and at most three Executive Board Members, and at least four and at most seven Non-Executive Board Members. They shall be Board Members in a personal capacity and do not have to be Members. Employees of the Association cannot be appointed as Non-Executive Board Members.**

9.1 The members of the Executive Board shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members. A nomination for the appointment of a member of the Executive Board shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. Further, no later than two weeks before the General Meeting, the nominee shall need to submit: (a) a certified copy of their official identification document, (b) a signed statement in which they declare that they shall adhere to the Code of Conduct for candidates for the Executive Board as adopted by the Executive Board and published on the Association's website, and that they have never committed any fraud or other financial misconduct in any jurisdiction, (c) a signed statement in which they declare that they are not: (1) an employee of (i) a legal entity employing a member of the Executive Board or (ii) an Affiliate of a legal entity employing a member of the Executive Board; (2) a significant shareholder of (i) a company in whose capital a member of the Executive Board participates as a significant shareholder or (ii) an Affiliate of a company in whose capital a member of the Executive Board participates as a significant shareholder, it being understood that both the nominee and the member of the Executive Board are regarded to be a significant shareholder if they jointly have a controlling interest in	~~9.1.~~ **9.2** ~~The members of the Executive Board~~ **With due observance of article 18.2, Non-Executive Board Members** shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members. A nomination for the appointment of a ~~member of the Executive Board~~ **Non-Executive Board Member** shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. Further, no later than two weeks before the General Meeting, the nominee shall need to submit: (a) a certified copy of their official identification document, (b) a signed statement in which they declare that they shall adhere to the Code of Conduct for ~~candidates for the Executive Board~~ **candidate Non-Executive Board Members** as adopted by the ~~Executive~~ Board and published on the Association's website, and that they have never committed any fraud or other financial misconduct in any jurisdiction, (c) a signed statement in which they declare that they are not: (1) an employee of (i) a legal entity employing a ~~member of the Executive Board~~ **Non-Executive Board Member** or (ii) an Affiliate of a legal entity employing a ~~member of the Executive Board~~ **Non-Executive Board Member** ; (2) a significant shareholder of (i) a company in whose capital a ~~member of the Executive Board~~ **Non-Executive Board Member** participates as a significant shareholder or (ii) an Affiliate of a company in whose capital a ~~member of the Executive Board~~ **Non-Executive Board Member** participates as a significant shareholder, it being understood that both the nominee and the ~~member of~~

the company or an Affiliate of the company or if one of them has such a controlling interest;	~~the Executive Board~~ **Non-Executive Board Member** are regarded to be a significant shareholder if they jointly have a controlling interest in the company or an Affiliate of the company or if one of them has such a controlling interest;
(3) a significant shareholder with controlling interest of (i) a legal entity employing a member of the Executive Board or (ii) an Affiliate of a legal entity employing a member of the Executive Board;	(3) a significant shareholder with controlling interest of (i) a legal entity employing a ~~member of the Executive Board~~ **Non-Executive Board Member** or (ii) an Affiliate of a legal entity employing a ~~member of the Executive Board~~ **Non-Executive Board Member** ;
(4) an employee of (i) a legal entity of which a member of the Executive Board is a significant shareholder with controlling interest or (ii) an Affiliate of a legal entity of which a member of the Executive Board is a significant shareholder with controlling interest;	(4) an employee of (i) a legal entity of which a ~~member of the Executive Board~~ **Non-Executive Board Member** is a significant shareholder with controlling interest or (ii) an Affiliate of a legal entity of which a ~~member of the Executive Board~~ **Non-Executive Board Member** is a significant shareholder with controlling interest;
(5) a partner or an employee of a partnership in which a member of the Executive Board participates as a partner or works as an employee;	(5) a partner or an employee of a partnership in which a ~~member of the Executive Board~~ **Non-Executive Board Member** participates as a partner or works as an employee;
(6) a board member of another RIR, ICANN or ISOC; and (7) a member of the ASO AC.	(6) a board member of another RIR, ICANN or ISOC; and (7) a member of the ASO AC.
Paragraphs (c) (1), (2), (3), (4) and (5) of this article do not apply with regards to members of the Executive Board whose term expires at the General Meeting in which the elections are held.	Paragraphs (c) (1), (2), (3), (4) and (5) of this article do not apply with regards to ~~members of the Executive Board~~ **Non-Executive Board Members** whose term expires at the General Meeting in which the elections are held.
(d) a signed statement in which they declare (1) the legal entity they are an employee of and the Affiliates of this legal entity, (2) the companies they are a significant shareholder of and the Affiliates of these companies and	(d) a signed statement in which they declare (1) the legal entity they are an employee of and the Affiliates of this legal entity, (2) the companies they are a significant shareholder of and the Affiliates of these companies and

(3) the partnerships they are a member of or employee of.	(3) the partnerships they are a member of or employee of. **9.3 Executive Board Members shall be appointed by the Non-Executive Board Members and not by the General Meeting. If the Non-Executive Board Members so decide, appointments of Executive Board Members may be made on the basis of a general and specific profile to be adopted by the Non-Executive Board Members and a recruitment and selection procedure. The general profile then describes the desired composition, expertise and competences to be met by the Executive Board Members jointly. A specific profile then describes the desired expertise and competences that an Executive Board Member must meet. The Non-Executive Board Members shall determine the remuneration and other terms and conditions which apply to Executive Board Members.**
9.2 The Executive Board may decide to appoint natural persons as advisers to the Executive Board. An adviser to the Executive Board can attend all Executive Board meetings. They can advise the Executive Board on all subjects. An adviser to the Executive Board is not an Executive Board member and therefore does not have the right to vote at meetings of the Executive Board.	~~9.2~~ The ~~Executive Board~~ **Non-Executive Board Members** may decide to appoint natural persons as advisers to the ~~Executive~~ Board. An adviser to the ~~Executive~~ Board can attend all ~~Executive~~ Board meetings. They can advise the ~~Executive~~ Board on all subjects. An adviser to the ~~Executive~~ Board is not ~~an Executive Board member~~ **a Board Member** and therefore does not have the right to vote at **Board** meetings~~ of the Executive Board~~.
9.3 A member of the Executive Board may be suspended or dismissed by the General Meeting at any time. A resolution to suspend or dismiss a member of the Executive Board shall require a majority of at least two thirds of the votes cast.	~~9.3~~ **9.4** A ~~member of the Executive Board~~ **Non-Executive Board Member** may be suspended or dismissed by the General Meeting at any time. A resolution **by the General Meeting** to suspend or dismiss a ~~member of the Executive Board~~ **Non-Executive Board Member** shall require a majority of at least two thirds of the votes cast.

	An Executive Board Member may be suspended or dismissed by the Non-Executive Board Members at any time and not by the General Meeting.
9.4 Any suspension may be extended one or more times, but may not last longer than three months in total. If at the end of that period no decision has been taken on termination of the suspension or on dismissal, the suspension shall end.	~~9.4~~ **9.5** Any suspension may be extended one or more times, but may not last longer than three months in total. If at the end of that period no decision has been taken on termination of the suspension or on dismissal, the suspension shall end.
9.5 The membership in the Executive Board shall become effective at the end of the General Meeting at which the member was appointed and shall automatically terminate at the end of the Annual Meeting in the third calendar year after the year in which the Executive Board member was appointed. An Executive Board member shall be eligible for immediate re-appointment.	~~9.5~~ **9.6** The ~~membership in the Executive Board~~ **appointment of Non-Executive Board Members** shall become effective at the end of the General Meeting at which the ~~member~~ **Non-Executive Board Member** was appointed and shall automatically terminate at the end of the Annual Meeting in the third calendar year after the year in which the ~~Executive Board member~~ **Non-Executive Board Member** was appointed. A~~n Executive Board member~~ **Non-Executive Board Member** shall be eligible for immediate re-appointment.
9.6 If a member of the Executive Board is appointed to an interim vacancy, then in derogation of article 9.5 membership shall terminate at the end of the Annual Meeting in the third calendar year after the year in which their predecessor was appointed.	~~9.6~~ **9.7** If a ~~member of the Executive Board~~ **Non-Executive Board Member** is appointed to an interim vacancy, then in derogation of article ~~9.5~~ **9.6 the Board** membership shall terminate at the end of the Annual Meeting in the third calendar year after the year in which their predecessor was appointed.
9.7 If a member of the Executive Board is appointed to a vacancy which was not filled prior to their appointment, then in derogation of article 9.5 membership shall terminate at the end of the Annual Meeting in the calendar year as determined by the Executive Board in accordance with a schedule of appointment and termination to be drawn up by the Executive Board.	~~9.7 If a member of the Executive Board is appointed to a vacancy which was not filled prior to their appointment, then in derogation of article 9.5 membership shall terminate at the end of the Annual Meeting in the calendar year as determined by the Executive Board in accordance with a schedule of appointment and termination to be drawn up by the Executive Board.~~
9.8 Furthermore, membership of the Executive Board shall end (i) by a three months' notice of termination by this	9.8 Furthermore, membership of the ~~Executive~~ Board **Members** shall end (i) by a ~~three months'~~ notice of termination by this

Executive Board member, (ii) by their death or (iii) as soon as the Executive Board establishes that the documents submitted by them under Article 9.1 (a), (b), (c) or (d) are proven to be falsified or containing false information.	~~Executive Board member~~ **Board Member**, (ii) by their death or (iii) as soon as the ~~Executive~~ Board establishes that the documents submitted by ~~them~~ **the Non-Executive Board Member** under Article 9.1 (a), (b), (c) or (d) are proven to be falsified or containing false information.
Justification - The Executive Board becomes the "Board". - The article determines the number of Non-Executive Board Members and Executive Board Members. - The article provides details about the nomination of Non-Executive Board Members and about their appointment, suspension and dismissal by the General Meeting. - The article also provides details about the appointment, suspension and dismissal of Executive Board Members by the Non-Executive Board Members. - Article 9.7 of the current version is removed as redundant.	

Article 10

Current provision	**Proposed amendment**
Article 10 – Executive Board: Authority and Representation	Article 10 – ~~Executive~~ Board: Authority and Representation
10.1 The Executive Board shall have full authority provided there are at least two members of the Executive Board left. If there are fewer than three members left, the Executive Board shall as soon as possible convene a General Meeting at which one or more new Executive Board members shall be appointed. If there is one or no members of the Executive Board left, the Management Team shall as soon as possible convene a General Meeting at which two or more new Executive Board members shall be appointed.	~~10.1 The Executive Board shall have full authority provided there are at least two members of the Executive Board left. If there are fewer than three members left, the Executive Board shall as soon as possible convene a General Meeting at which one or more new Executive Board members shall be appointed. If there is one or no members of the Executive Board left, the Management Team shall as soon as possible convene a General Meeting at which two or more new Executive Board members shall be appointed.~~
10.2 Without prejudice to article 10.1, in the event that one or more members of the Executive Board is/are prevented from acting, or in the case of a vacancy or vacancies for one or more members of the Executive Board, the remaining members of the Executive Board shall temporarily be in	~~10.2 Without prejudice to article 10.1, in the event that one or more members of the Executive Board is/are prevented from acting, or in the case of a vacancy or vacancies for one or more members of the Executive Board, the remaining members of the Executive Board shall temporarily be in~~

charge of the management of the Association. In the event that all members of the Executive Board are prevented from acting or there are vacancies for all members of the Executive Board, the Management Team shall temporarily be in charge of the management of the Association.	~~charge of the management of the Association. In the event that all members of the Executive Board are prevented from acting or there are vacancies for all members of the Executive Board, the Management Team shall temporarily be in charge of the management of the Association.~~ **10.1 In the event that all Non-Executive Board Members are prevented from acting or there are vacancies for all Non-Executive Board Members, the Executive Board Members in office shall temporarily be charged with the management of the Association but obliged to convene a General Meeting as soon as possible at which one or more new Non-Executive Board Members shall be appointed.** **In the event that all Board Members are prevented from acting or there are vacancies for all Board Members, the General Meeting shall be authorised to appoint one or more substitute Board Members who shall temporarily be charged with the management of the Association. Such General Meeting may be convened by a group of Members consisting of at least five Members and in the manner in which the General Meeting is convened by the Board in accordance with articles 15.1 and 15.2.**
The term 'prevented from acting' is taken to mean: (i) suspension; (ii) illness; (iii) inaccessibility, in the events referred to under sub (ii) and (iii) without the possibility of contact for a period of five (5) days between the member of the Executive Board and the Association.	The term 'prevented from acting' is taken to mean: (i) suspension; (ii) illness; (iii) inaccessibility, in the events referred to under sub (ii) and (iii) without the possibility of contact for a period of five (5) days between the ~~member of the Executive Board~~ **Board Member** and the Association.

10.3 The Executive Board may, at its own discretion, consult the Members about any decisions it plans to take.	~~10.3~~ **10.2** The ~~Executive~~ Board may, at its own discretion, consult the Members about any decisions it plans to take.
10.4 Subject to the prior approval of the General Meeting the Executive Board has authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements whereby the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. The said approval shall also apply to the authority to represent the Association in respect of such acts.	~~10.4~~ **10.3** Subject to the prior approval of the General Meeting the ~~Executive~~ Board has authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements whereby the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. The said approval shall also apply to the authority to represent the Association in respect of such acts.
10.5 The authority to represent the Association shall be vested in the Executive Board. Four members of the Executive Board, acting jointly, shall also be authorised to represent the Association.	~~10.5~~ **10.4** The authority to represent the Association shall be vested in the ~~Executive~~ Board. ~~Four members of the Executive Board,~~ **Furthermore each Executive Board Member acting independently or four Non-Executive Board Members** acting jointly, shall also be authorised to represent the Association. **The Board may grant one or more persons the power to represent the Association or grant in a different manner the power to represent the Association on a continuing basis, provided that such power can only be granted to employees of the Association.**
10.6 Acts by the Association intended to have legal effect against a Member of the Association or a member of the Executive Board shall be put In Writing.	~~10.6~~ **10.5** Acts by the Association intended to have legal effect against a Member of the Association or a ~~member of the Executive Board~~ **Board Member** shall be put In Writing.
Justification - The Executive Board becomes the "Board". - The authority and representation of Non-Executive Board Members and Executive Board Members are clarified.	

- If all Board Members are prevented from acting or there are vacancies for all Board Members, a group of at least five RIPE NCC Members can call for a General Meeting for the appointment of one or more substitute Board Members.

Article 11

Current provision	**Proposed amendment**
Article 11 – Approval of Resolutions of the Executive Board 11.1 The General Meeting shall be authorised to subject resolutions of the Executive Board other than those mentioned in article 10.3 - to its approval. These resolutions shall be clearly specified and notified to the Executive Board In Writing. 11.2 The lack of approval as referred to in article 11.1 does not affect the representative authority of the Executive Board or its members. 11.3 If a member of the Executive Board has a direct or indirect personal conflict of interest with the association, they shall not participate in the deliberations and the decision-making process concerned in the Executive Board. If as a result thereof no resolution of the Executive Board can be adopted, the resolution is adopted by the General Meeting.	Article 11 – Approval of Resolutions of the ~~Executive~~ Board 11.1 The General Meeting shall be authorised to subject resolutions of the ~~Executive~~ Board other than those mentioned in article 10.3 - to its approval. These resolutions shall be clearly specified and notified to the ~~Executive~~ Board In Writing. 11.2 ~~The~~ **With the exception of the resolutions mentioned in article 10.3, the** lack of approval as referred to in article 11.1 does not affect the representative authority of the ~~Executive~~ Board or ~~its members~~ **Board Members**. 11.3 If a ~~member of the Executive Board~~ **Board Member** has a direct or indirect personal conflict of interest with the association **and the business or organisation connected with it,** they shall not participate in the deliberations and the decision-making process concerned in the ~~Executive~~ Board. If as a result thereof no resolution of the ~~Executive~~ Board can be adopted, the resolution ~~is~~ **shall be** adopted by the General Meeting.
Justification - The Executive Board becomes the "Board". - Amendments that improve the legal accuracy are introduced.	

Article 12

Current provision	**Proposed amendment**

Article 12 – Management Team	Article 12 – ~~Management Team~~ **Arbitration**
12.1 The Executive Board shall appoint a Management Team consisting of one or more Managing Directors who shall be employed by the Association.	~~12.1 The Executive Board shall appoint a Management Team consisting of one or more Managing Directors who shall be employed by the Association.~~
12.2 The Executive Board shall delegate to the Management Team all operational decisions with respect to the Standard Service Agreements. The Management Team shall be authorised to suspend a member if the member does not fulfil their obligations according to the Standard Service Agreement.	~~12.2 The Executive Board shall delegate to the Management Team all operational decisions with respect to the Standard Service Agreements. The Management Team shall be authorised to suspend a member if the member does not fulfil their obligations according to the Standard Service Agreement.~~
12.3 The Executive Board may delegate other powers to the Management Team and give a limited power to one or more members of the Management Team to represent the Association.	~~12.3 The Executive Board may delegate other powers to the Management Team and give a limited power to one or more members of the Management Team to represent the Association.~~
12.4 There is an arbitration procedure in place for the settlement of disputes between Members of the Association on the one hand and the Management Team on the other regarding decisions of the Management Team with respect to the Standard Service Agreements.	~~12.4~~ There is an arbitration procedure in place for the settlement of disputes between Members of the Association on the one hand and the ~~Management Team~~ **Executive Board Members** on the other regarding ~~decisions~~ **resolutions** of the ~~Management Team~~ **Executive Board Members** with respect to the Standard Service Agreements.
The Executive Board may propose new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.	The ~~Executive~~ Board may propose new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes **to** the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.
12.5 The Management Team will be invited to attend the meetings of the Executive Board.	~~12.5 The Management Team will be invited to attend the meetings of the Executive Board.~~
12.6 The remuneration and further conditions of employment for each member of the Management Team shall be determined by the Executive Board.	~~12.6 The remuneration and further conditions of employment for each member of the Management Team shall be determined by the Executive Board.~~

12.7 The Executive board may lay down regulations regarding the duties of the Management Team or the individual members of the Management Team.	~~12.7 The Executive board may lay down regulations regarding the duties of the Management Team or the individual members of the Management Team.~~
Justification - The Executive Board becomes the "Board". - The "Management Team" role is removed. - The arbitration procedure is re-scoped for the settlement of disputes regarding resolutions of the Executive Board Members.	

Article 13 – Financial Year. Financial Report. Annual Report

Current provision	**Proposed amendment**
[...]	[...]
13.2 The Executive Board shall keep notes in respect of the financial position of the Association in such a manner that the rights and obligations of the Association can be ascertained at any time.	13.2 The ~~Executive~~ Board shall keep ~~notes~~ **records** in respect of the financial position of the Association in such a manner that the rights and obligations of the Association can be ascertained at any time.
13.3 At the Annual Meeting the Executive Board shall submit an Annual Report on the course of business of the Association and on the policy conducted.	13.3 At the Annual Meeting the ~~Executive~~ Board shall submit an Annual Report on the course of business of the Association and on the policy conducted.
13.4 The Executive Board shall submit the Financial Report and Audit Report to the Annual Meeting. The Financial Report is subject to approval by the Annual Meeting. These documents shall be signed by the members of the Executive Board; if one or more signatures are missing, this shall be stated giving the reason(s).	13.4 The ~~Executive~~ Board shall submit the Financial Report and Audit Report to the Annual Meeting. The Financial Report is subject to ~~approval~~ **adoption** by the Annual Meeting. These documents shall be signed by the ~~members of the Executive Board~~ **Board Members**; if one or more signatures are missing, this shall be stated giving the reason(s).
13.5 After expiration of the period as referred to in article 14.2, any Member of the Association may commence legal proceedings against all the members of the Executive Board in order to enforce the obligations as stated in article 13.3 and 13.4.	13.5 After expiration of the period as referred to in article 14.2, any Member of the Association may commence legal proceedings against all ~~the members of the Executive Board~~ **Board Members** in order to enforce the obligations as stated in article 13.3 and 13.4.

13.6 The Executive Board shall keep the records referred to in this article for the legally required period.	13.6 The ~~Executive~~ Board shall keep the records referred to in this article for the legally required period.
Justification - The Executive Board becomes the "Board". - Amendments that improve the legal accuracy are introduced.	

Article 14 - General Meeting: General Meetings. Annual Meetings. Extraordinary General Meetings

Current provision	**Proposed amendment**
[...] 14.3 Extraordinary General Meetings shall be held as often as the Executive Board deems necessary.	[...] 14.3 Extraordinary General Meetings shall be held as often as the ~~Executive~~ Board deems necessary.
Justification - The Executive Board becomes the "Board".	

Article 15 - General Meeting: Convocations. Agenda. Resolutions

Current provision	**Proposed amendment**
15.1 The Executive Board shall send the convocations for the General Meeting, including the agenda containing the subjects for the General Meeting, a URL to the verbatim text of the proposed resolutions and, if applicable, the draft Activity Plan and draft budget, to the Members at least four weeks before the Meeting. In the event the Executive Board does not have full authority under article 10.1 of these Articles of Association, the authority to convoke a meeting shall be vested in the Management Team. 15.2 General Meetings shall be convened by the Executive Board by e-mails sent to the e-mail addresses as recorded in the Register (see article 5).	15.1 The ~~Executive~~ Board shall send the convocations for the General Meeting, including the agenda containing the subjects for the General Meeting, a URL to the verbatim text of the proposed resolutions and, if applicable, the draft Activity Plan and draft budget, to the Members at least four weeks before the Meeting. ~~In the event the Executive Board does not have full authority under article 10.1 of these Articles of Association, the authority to convoke a meeting shall be vested in the Management Team.~~ 15.2 General Meetings shall be convened by the ~~Executive~~ Board by e-mails sent to the e-mail addresses as recorded in the Register (see article 5).

15.3 The agenda for the Annual Meeting shall include the following subjects: (a) the adoption of the Financial Report; (b) the discharge of the Executive Board with regard to its actions as they appear from the Annual Report; (c) the filling of any vacancies in the Executive Board.	15.3 The agenda for the Annual Meeting shall include the following subjects: (a) the adoption of the Financial Report; (b) the discharge of the Executive Board **Members from liability for their management in the preceding financial year** ~~with regard to its actions as they appear from the Annual Report~~**;** (c) **the discharge of Non-Executive Board Members for their management as well as their supervision of the other Board Members in the preceding financial year;** ~~(c)~~ **(d)**the filling of any vacancies ~~in the Executive Board~~ **with regards to Non-Executive Board Members**.
15.4 The following subjects shall be placed on the agenda for the Annual Meeting or on the agenda for another General Meeting to be held in the same calendar year: (a) a discussion of the draft Activity Plan and draft budget after a presentation by the Executive Board; (b) the adoption of the Charging Scheme with respect to the coming financial year upon proposal of the Executive Board; (c) a discussion of the policy and the quality of services (to be) rendered by the Association.	15.4 The following subjects shall be placed on the agenda for the Annual Meeting or on the agenda for another General Meeting to be held in the same calendar year: (a) a discussion of the draft Activity Plan and draft budget after a presentation by the ~~Executive~~ Board; (b) the adoption of the Charging Scheme with respect to the coming financial year upon proposal of the ~~Executive~~ Board; (c) a discussion of the policy and the quality of services (to be) rendered by the Association.
15.5 If applicable, the agenda for the Annual Meeting or another General Meeting shall also include the following subjects: (a) the extension of the period within which the Executive Board shall submit the Annual Report (as referred to in article 14.2), which shall also constitute an extension of the period within which the Annual Meeting - at which the Annual Report is to be submitted - shall be held; (b) the filling of any vacancies in the Executive Board;	15.5 If applicable, the agenda for the Annual Meeting or another General Meeting shall also include the following subjects: (a) the extension of the period within which the ~~Executive~~ Board shall submit the ~~Annual~~ **Financial** Report (as referred to in article 14.2), which shall also constitute an extension of the period within which the Annual Meeting - at which the ~~Annual~~ **Financial** Report is to be submitted - shall be held; (b) the filling of any vacancies ~~in the Executive Board~~ **with regards to Non-Executive Board Members**;

(c) upon proposal by the Executive Board: adoption of amendments to the Standard Service Agreement; (d) upon proposal by the Executive Board: approval of new arbiters and/or dismissal of current arbiters and/or adoption of amendments to the arbitration procedure; (e) other proposals and/or discussion points put forward by the Executive Board or (a group of) Members of the Association (pursuant to article 15.6) and announced in the convocation for the Meeting.	(c) upon proposal by the ~~Executive~~ Board: adoption of amendments to the Standard Service Agreement; (d) upon proposal by the ~~Executive~~ Board: approval of new arbiters and/or dismissal of current arbiters and/or adoption of amendments to the arbitration procedure; (e) other proposals and/or discussion points put forward by the ~~Executive~~ Board or (a group of) Members of the Association (pursuant to article 15.6) and announced in the convocation for the Meeting.
15.6 On the application In Writing of a group of Members who are jointly entitled to cast at least two percent (2%) of the total number of possible votes, other subjects will be added to the agenda. Such an application, accompanied by the verbatim text of the resolutions proposed by the said Members, shall have to be sent to the Executive Board at least two weeks before the Meeting. The Executive Board shall immediately send the verbatim text of the resolutions proposed by the said Members to all the Members of the Association. [...]	15.6 On the application In Writing of a group of Members who are jointly entitled to cast at least two percent (2%) of the total number of possible votes, other subjects will be added to the agenda. Such an application, accompanied by the verbatim text of the resolutions proposed by the said Members, shall have to be sent to the ~~Executive~~ Board at least two weeks before the Meeting. The ~~Executive~~ Board shall immediately send the verbatim text of the resolutions proposed by the said Members to all the Members of the Association. [...]
15.8 On the application In Writing of a group of Members who are jointly entitled to cast at least one-tenth (10%) of the total number of possible votes, the Executive Board shall convene a General Meeting within a period of four weeks. If the application has not been complied with within fourteen days, the applicants may then proceed to convene the Meeting themselves in the manner in which the General Meeting is convened by the Executive Board. [...]	15.8 On the application In Writing of a group of Members who are jointly entitled to cast at least one-tenth (10%) of the total number of possible votes, the ~~Executive~~ Board shall convene a General Meeting within a period of four weeks. If the application has not been complied with within fourteen days, the applicants may then proceed to convene the Meeting themselves in the manner in which the General Meeting is convened by the ~~Executive~~ Board. [...]
Justification - The Executive Board becomes the “Board”. - The “Management Team” role is removed.	

- Executive Board Members and Non-Executive Board Members may be discharged by the General Meeting from their respective responsibilities in the preceding financial year.
- Amendments that improve the legal accuracy are introduced.

Article 16 – General Meeting: Location. Admittance. Voting rights

Current provision	**Proposed amendment**
16.1 All General Meetings (including the Annual Meetings) shall be held in the place where the Association has its official seat, unless the Executive Board decides otherwise and states the place where the General Meeting is to be held in the convocation letter/e-mail.	16.1 All General Meetings (including the Annual Meetings) shall be held in the place where the Association has its official seat, unless the ~~Executive~~ Board decides otherwise and states the place where the General Meeting is to be held in the convocation letter/e-mail.
16.2 Each Member of the Association, provided they have not been suspended, and each member of the Executive Board, whether or not Member of the Association, shall be entitled to attend the General Meeting. Members may be represented by the persons referred to in article 16.4. The chair of the General Meeting shall decide on the admittance of other persons. Supporters as defined in article 1 shall be entitled to attend the General Meeting as observers, without voting right.	16.2 Each Member of the Association, provided they have not been suspended, and each ~~member of the Executive~~ Board **Member**, whether or not Member of the Association, shall be entitled to attend the General Meeting. Members may be represented by the persons referred to in article 16.4. The chair of the General Meeting shall decide on the admittance of other persons. Supporters as defined in article 1 shall be entitled to attend the General Meeting as observers, without voting right.
16.3 Members and Supporters who wish to attend the Meeting shall notify the Executive Board hereof. [...]	16.3 Members and Supporters who wish to attend the Meeting shall notify the ~~Executive~~ Board hereof. [...]
16.6 All natural persons who wish to attend the General Meeting and/or to exercise the right to vote at the General Meeting may be required to submit proof of their identity. All natural persons who wish to exercise the right to vote via electronic means will be required to identify themselves by means as specified by the Executive Board in accordance with article 17.1. [...]	16.6 All natural persons who wish to attend the General Meeting and/or to exercise the right to vote at the General Meeting may be required to submit proof of their identity. All natural persons who wish to exercise the right to vote via electronic means will be required to identify themselves by means as specified by the ~~Executive~~ Board in accordance with article 17.1. [...]

16.9 A member of the Executive Board who is not a Member of the Association or a representative of a Member of the Association shall have the right to advise the General Meeting.	16.9 A ~~member of the Executive Board~~ **Board Member** who is not a Member of the Association or a representative of a Member of the Association shall have the right to advise the General Meeting.
Justification - The Executive Board becomes the "Board".	

Article 17 – General Meeting: Electronic participation and voting

Current provision	**Proposed amendment**
17.1 In addition to the possibility of the members to physically attend the meeting, the Executive Board may decide to open the possibility for the Members to attend the General Meeting through electronic means at a remote location and to vote through electronic means from a remote location for resolutions as specified by the Executive Board. Also, the Executive Board may decide to allow the Members in physical attendance at the General Meeting to cast their votes through electronic means. In addition the Executive Board may decide to open the possibility for the Members to electronically participate in deliberation at the General Meeting. The Executive Board shall regulate the (technical) procedure and the requirements for electronic attendance, voting and/or deliberation. [...]	17.1 In addition to the possibility of the members to physically attend the meeting, the ~~Executive~~ Board may decide to open the possibility for the Members to attend the General Meeting through electronic means at a remote location and to vote through electronic means from a remote location for resolutions as specified by the ~~Executive~~ Board. Also, the ~~Executive~~ Board may decide to allow the Members in physical attendance at the General Meeting to cast their votes through electronic means. In addition the ~~Executive~~ Board may decide to open the possibility for the Members to electronically participate in deliberation at the General Meeting. The ~~Executive~~ Board shall regulate the (technical) procedure and the requirements for electronic attendance, voting and/or deliberation. [...]
Justification - The Executive Board becomes the "Board".	

Article 18 – General Meeting: Voting

Current provision	**Proposed amendment**
[...]	[...]

18.2 In the event of elections of persons the following method is used, if the number of candidates exceeds the number of vacancies. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining candidates. This process is repeated until a candidate achieves an absolute majority vote *(Instant Runoff Voting)*.	18.2 In the event of elections of persons the following method is used, if the number of candidates exceeds the number of vacancies. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining candidates. This process is repeated until ~~a~~ **one** candidate achieves an absolute majority vote *(Instant Runoff Voting)*.
If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.	If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.
In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.	In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.
If there are probabilities that signed statement of a nominated candidate, as referred to in article 9.1 (c), is no longer true and correct due to a winner of a seat becoming a member of the Executive Board, there will be extra election processes to cover such probabilities.	If there are probabilities that **the** signed statement of a nominated candidate, as referred to in article ~~9.1~~ **9.2**(c), is no longer true and correct due to a winner of a seat becoming a ~~member of the Executive Board~~ **Non-Executive Board Member**, there will be extra election processes to cover such probabilities.
If the signed statement, as referred to in article 9.1(c), of the winner of the seat is no longer true and correct due to a winner of the seat in a previous election process becoming a member of the Executive Board,	If the signed statement, as referred to in article ~~9.1~~ **9.2**(c), of the winner of the seat is no longer true and correct due to a winner of the seat in a previous election process becoming a ~~member of the Executive Board~~

this winner with the no longer true and correct signed statement is dropped. The process is repeated without that candidate and the next preference of each of those voters is reassigned to one of the remaining candidates. This process is repeated until a candidate, whose signed statement as referred to in article 9.1 (c) remains true and correct after the winners of the seats in previous elections process becoming members of the Executive Board, achieves an absolute majority vote. 18.3 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until an option achieves an absolute majority vote (Instant Runoff Voting). If more that one option received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which options is elected. [...]	**Non-Executive Board Member**, this winner with the no longer true and correct signed statement is dropped. The process is repeated without that candidate and the next preference of each of those voters is reassigned to one of the remaining candidates. This process is repeated until a candidate, whose signed statement as referred to in article ~~9.1~~ **9.2**(c) remains true and correct after the winners of the seats in previous elections process becoming ~~members of the Executive Board~~ **Non-Executive Board Members** of the Executive Board, achieves an absolute majority vote. 18.3 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until ~~an~~ **one** option achieves an absolute majority vote (Instant Runoff Voting). If more ~~that~~ **than** one option received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which option~~s~~ is elected. [...]
Justification - The Executive Board becomes the “Board”. - Amendments that improve the legal accuracy are introduced.	

Article 19 – General Meeting: Chair. Secretary. Minutes

Current provision	Proposed amendment
19.1 The General Meetings shall be presided over by the chair of the Executive Board; in the event that the chair of the Executive Board is absent, the longest serving member of the Executive Board who is present at the Meeting shall act as chair. [...] 19.4 The draft minutes of the meeting will be final and binding, unless the Executive Board receives a notice of objection signed by at least one hundred (100) Members within three weeks of publication of the draft minutes. The notice of objection should clearly and specifically state the objections against the draft minutes. Within three weeks of receipt of a notice of objection, the Executive Board shall consider the objections against the draft minutes and adopt the final minutes of the meeting which shall be binding. The final minutes of the meeting shall be signed by the members of the Executive Board as evidence of their adoption and shall be published on the Association's website within two working days of such minutes having become final and binding.	19.1 The General Meetings shall be presided over by the chair of the ~~Executive~~ Board; in the event that the chair of the ~~Executive~~ Board is absent, the longest serving ~~member of the Executive Board~~ **Non-Executive Board Member** who is present at the Meeting shall act as chair. [...] 19.4 The draft minutes of the meeting will be final and binding, unless the ~~Executive~~ Board receives a notice of objection signed by at least one hundred (100) Members within three weeks of publication of the draft minutes. The notice of objection should clearly and specifically state the objections against the draft minutes. Within three weeks of receipt of a notice of objection, the ~~Executive~~ Board shall consider the objections against the draft minutes and adopt the final minutes of the meeting which shall be binding. The final minutes of the meeting shall be signed by the ~~members of the Executive~~ Board **Members** as evidence of their adoption and shall be published on the Association's website within two working days of such minutes having become final and binding.
Justification - The Executive Board becomes the "Board". - Amendments that improve the legal accuracy are introduced.	

Article 20 – General Meeting: Passing of Resolutions Without Holding a Meeting

Current provision	Proposed amendment
20.1 All resolutions adopted In Writing by the Members without holding a Meeting shall have the same legal effect as a resolution passed at a Meeting, provided they were passed after the Executive Board was notified thereof and while duly observing the provisions in these Articles of Association	20.1 All resolutions adopted In Writing by the Members without holding a Meeting shall have the same legal effect as a resolution passed at a Meeting, provided they were passed after the ~~Executive~~ Board was notified thereof and while duly observing the provisions in these Articles of Association

and, furthermore, provided they were passed with the unanimous vote of all the Members. 20.2 The Executive Board shall keep records of the resolutions thus passed.	and, furthermore, provided they were passed with the unanimous vote of all the Members. 20.2 The ~~Executive~~ Board shall keep records of the resolutions thus passed.
Justification - The Executive Board becomes the "Board".	

Article 21 – Amendment of the Articles of Association and Dissolution

Current provision	**Proposed amendment**
[...] 21.4 The amendment of the Articles of Association shall take effect only upon the execution of a notarial deed of amendment. Each member of the Executive Board shall be authorised to have such a deed executed.	[...] 21.4 The amendment of the Articles of Association shall take effect only upon the execution of a notarial deed of amendment. Each ~~member of the Executive~~ Board **Member** shall be authorised to have such a deed executed.
Justification - The Executive Board becomes the "Board".	

Article 22 – Liquidation / Winding up

Current provision	**Proposed amendment**
22.1 The liquidation/winding up of the Association shall be governed by the provisions of the laws of the Netherlands, especially the provisions of section 2:19 of the Dutch Civil Code: "Dissolution". [...]	22.1 The liquidation/winding up of the Association shall be governed by the provisions of the laws of the Netherlands, especially the provisions of section 2:19 ~~of the Dutch Civil Code~~ **DCC**: "Dissolution". [...]
Justification - Amendments that improve the legal accuracy are introduced (see also amendments to Article 1).	

Annex 2
Proposed Articles of Association RIPE NCC

ARTICLES OF ASSOCIATION

Article 1 – Definitions

1.1 In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used:

- **Activity Plan** – the annual plan stating the Vision and Focus of the association as well as its current activities and the new activities for the coming year.
- **Affiliate** – a legal entity qualifying as 'subsidiary' (*dochtermaatschappij*), 'group company' (*groepsmaatschappij*) or 'participation' (*deelneming*) as referred to in sections 2:24a, 2:24b and 2:24c of the Dutch Civil Code ("DCC").
- **Annual Meeting** – the annual General Meeting as referred to in article 14.2 of these Articles of Association.
- **Annual Report** – the report as stated in section 2:391 DCC (*bestuursverslag*).
- **ASO AC** – the Address Supporting Organization Address Council, established by ICANN's Bylaws, whose role is to advise the ICANN board with respect to policy issues relating to the operation, assignment, and management of Internet addresses.
- **Audit Report** - the certificate in respect of the correctness of the Financial Report as referred to in section 2:393(5) DCC issued by an accountant as referred to in section 2:393(1) DCC.
- **Board** – the corporate body entrusted with the management of the Association.
- **Board Member** – a member of the Board.
- **Charging Scheme** – the document stating the annual contribution (service fee) to be paid by the Members.
- **Executive Board Member** – a member of the Board with the title of Executive Board Member.
- **Financial Report** – the report as stated in section 2:361 DCC (*jaarrekening*), including the balance sheet, statement of income and expenditure and the (explanatory) notes.
- **General Meeting** – the meeting of the Members of the Association as referred to in article 14 of these Articles of Association.

- **ICANN** – the Internet Corporation for Assigned Names and Numbers, a multistakeholder group and nonprofit public-benefit corporation incorporated under the law of the State of California (United States of America) responsible for coordinating the maintenance and procedures of several databases related to the namespaces and numerical spaces of the Internet.
- **ISOC** – the Internet Society, a non-profit advocacy organisation incorporated pursuant to the District of Columbia Non-Profit Corporation Act (United States of America) whose mission is to promote the open development, evolution, and use of the Internet.
- **In Writing** – any textual message transmitted by current means of (electronic) communication, including (postal) mail and e-mail, but not including verbal communication and Short Messaging Service (SMS).
- **Members** – candidate or full members of the association as referred to in article 4 of these Articles of Association.
- **Non-Executive Board Member** – a member of the Board with the title of Non-Executive Board Member.
- **RIR** – a Regional Internet Registry, an organisation that manages the allocation and registration of Internet number resources within a region of the world, established according to the Internet Coordination Policy 2 (ICP-2) "Criteria for Establishment of New Regional Internet Registries".
- **Standard Service Agreement (SSA)** – the agreement entered into between the association and a Member.
- **Supporter** – the legal entity or natural person who has entered into an agreement with the association to make annual donations to support the association (supporter agreement).

1.2 For the purposes of these Articles of Association, both the Executive Board Members acting jointly and the Non-Executive Board Members acting jointly shall each be deemed to constitute a distinct corporate body of the Association.

Article 2 – The Association: Name and Seat

2.1 The name of the Association is:

Réseaux IP Européens Network Coordination Centre (RIPE NCC).

The name of the Association may be abbreviated to RIPE NCC.

2.2 The official seat of the Association is in the municipality of Amsterdam, the Netherlands.

Article 3 – The Association: Objective

The objective of the Association is to perform activities for the benefit of the Members, primarily activities that the Members need to organize as a group. This object can be sub-divided into the following activities:

- Registration Activities related to the role of the Association as Regional Internet Registry;
- Co-ordination Activities, including the support of the stable operation of the Internet;
- Administration Activities, including all regular reports and administrative support as well as all other general administrative tasks which cannot be attributed to a specific activity;
- New Activities, including all activities which are necessary to react to the rapidly changing world of the Internet; and to do all that is connected therewith or may be conducive thereto, all this in the widest sense of the word. Making profit is not an object of the Association.

Article 4 – Membership: candidate and full members

4.1 Legal entities or natural persons who have entered into the Standard Service Agreement with the association shall become candidate members of the Association. Employees of the Association are not allowed to be a member of the Association or to enter into the Standard Service Agreement with the Association.

4.2 After a period of six (6) months the candidate membership of the Association shall be converted into full membership.

4.3 If in these Articles of Association the terms Membership and Members are used, they shall also be understood to mean candidate membership and candidate members, unless otherwise stated.

Article 5 – Membership: Register

5.1 The Board shall keep a Register in which the names and addresses of all Members are recorded, stating the date on which the Standard Service Agreement was signed, on which date their Membership started.

5.2 The Register as mentioned in article 5.1 will record which natural person/persons is/are duly authorised to:

a. represent the Member at the General Meeting;

b. serve as the Member's Administrative Contact;

c. serve as the Member's Technical Contact.

5.3 Members shall notify the Board of the authorised person(s) as referred to in article 5.2 and of any changes therein. Without such notification, the person identified as the authorised person in the Standard Service Agreement and the designated Administrative Contact and Technical Contact shall be recorded in the Register as persons authorised to represent the Member at the General Meeting.

5.4 Every Member shall notify the Board of the address, including an e-mail address, to be used by the Association to give that Member notice of the General Meeting. Without such notification, the postal address stated in the Standard Service Agreement and the last designated e-mail address of the Administrative Contact of that Member shall be recorded in the Register as the address(es) to be used by the Board for sending convocations for a General Meeting.

5.5 The Register will record which members have agreed to the procedure of electronic Participation and voting. For each of these members the Register will record which natural persons are authorised to cast votes electronically.

Article 6 – Membership: End of Membership

6.1 Membership shall end:

a. on the death (natural person) or the dissolution (legal entity) of a Member;

b. by notice of termination by the Association in accordance with this article;

c. by notice of termination by the Member in accordance with this article;

d. by notice of termination upon termination of the Standard Service Agreement with the Association;

e. by notice of termination if the Membership is no longer possible due to legal or statutory restrictions; or

f. if the Member is a natural person: by notice of termination upon the person becoming an employee of the Association.

6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership.

Notice of termination by the Association shall be given by the Board, which must observe a reasonable period of notice. The length of such notice shall be dependent on the severity of the reason for termination.

In the event the Membership is terminated pursuant to article 6.1 e or 6.1 f, notice of termination may be given with immediate effect.

6.3 Notice of termination of Membership by a Member may only be given with three months' notice. However, said Member can terminate their Membership with immediate effect (by notice of termination) if the Member cannot reasonably be required to continue the Membership.

6.4 If the applicable notice period as referred to in the preceding paragraphs of this article is not observed, the Membership shall terminate at the earliest time possible after the date on which notice was given.

6.5 A Member may immediately terminate their Membership without observing any period of notice within one month after having become aware or after having been notified of a resolution restricting their rights or increasing their obligations, in which case the resolution shall not apply to them. However, the Members shall not have such right to immediately terminate their Membership within one month if it concerns a resolution which alters the rights and obligations relating to the annual contribution (service fee).

6.6 If Membership ends in the course of a financial year of the Association, the annual contribution shall nevertheless remain due by the Member in full.

Article 7 – Membership: Contribution and Obligations

7.1 The Members shall be obliged to pay an annual contribution pursuant to the Charging Scheme as referred to in the Standard Service Agreement. Each Charging Scheme adopted by the General Meeting shall continue to apply until a new Charging Scheme has been adopted.

7.2 Failure to pay (part of) the annual contribution will automatically result in suspension of the Member, during which period the Member cannot attend the General Meeting nor exercise their voting rights.

7.3 The Board may attach obligations to the Membership of the Association, provided that these obligations contribute to the realisation of the objects of the Association.

Article 8 – Board: General

8.1 Subject to the restrictions under the Articles of Association, the Board shall be charged with the management of the Association, including, but not limited to, the adoption and, where necessary, amendment of the budget and Activity Plan.

Each Board Member is obliged vis-à-vis the Association to perform their duties in a proper manner. These duties include all Board duties that have not been allocated to one or more other Board Members by law, if the law so provides, or the Articles of Association. In fulfilling their tasks, the Board Members must be guided by the interests of the Association and the business or organisation connected with it.

In particular, the Executive Board Members are charged with the day-to-day management of the Association and the business or organisation connected with it. The Non-Executive Board Members are charged with supervising the policy of the Executive Board Members and the general course of the Association's affairs and the business or organisation connected with it, and with any tasks assigned to them by law, if the law so provides, or under the Articles of Association. The Non-Executive Board Members shall support the Executive Board Members with advice.

8.2 The Board may, with due observance of the Articles of Association, adopt regulations In Writing governing internal proceedings of the Board.

Furthermore, the Board Members may divide their duties among themselves In Writing, by way of regulations In Writing or otherwise, and specify that one or more Board Members can adopt valid resolutions on matters falling within their task. The task of supervising the performance of duties of Board Members cannot be deprived of the Non-Executive Board Members by a division of duties.

8.3 The Board shall appoint a chair, a secretary and a treasurer. Only a Non-Executive Board Member can be appointed as chair, secretary or treasurer.

8.4 Board meetings shall be held whenever the chair, the secretary or an Executive Board Member so requires.

8.5 The chair, the secretary or an Executive Board Member who wishes to hold a meeting will give notice In Writing of the meeting to the Board stating the time and venue of the Board meeting in the notice, as well as the matters to be discussed.

8.6 The notice is sent no later than on the seventh day before the meeting to all other Board Members. In urgent cases, notice may be given up to twenty-four hours before the time of the meeting.

8.7 The chair presides at the Board meetings. If the chair is absent, during the meeting the Board Members present will appoint another Non-Executive Board Member present at the meeting who will preside at the meeting.

8.8 Each Board Member is entitled to cast one vote. The Board adopts its resolutions by a simple majority of the votes cast, unless explicitly otherwise provided in the Articles of Association or the regulations referred to in article 8.2.

In a tie vote, the proposal shall have been rejected.

Blank votes and invalid votes are regarded as not having been cast.

A Board Member entitled to vote may only be represented at a Board meeting by another Board Member entitled to vote by means of a proxy In Writing.

8.9 The secretary shall keep minutes of the proceedings at all Board meetings. The minutes shall be sent to the Board Members and shall be adopted by them In Writing as soon as possible after the meeting.

Within two weeks of adoption the minutes of a Board meeting shall be published on the website of the Association.

8.10 Board meetings may be held in person or by telephone, video conference or other electronic communication device, provided that each Board Member participating in the meeting can (i) communicate directly with all of the other Board Members participating and (ii) exercise their voting rights. A Board Member participating in a meeting by telephone, video conference or other electronic means of communication shall be deemed to be present at that meeting.

Article 9 – Board: Appointment, Suspension and Dismissal

9.1 The General Meeting shall determine the number of Non-Executive Board Members. The Non-Executive Board Members shall determine the number of Executive Board Members. The Board shall consist of natural persons of which at least one and at most three Executive Board Members, and at least four and at most seven Non-Executive Board Members. They shall be Board Members in a personal capacity and do not have to be Members. Employees of the Association cannot be appointed as Non-Executive Board Members.

9.2 With due observance of article 18.2, Non-Executive Board Members shall be appointed by the General Meeting from a list of nominees to be drawn up by the Members. A nomination for the appointment of a Non-Executive Board Member shall need the written support of at least five Members and shall be submitted no later than three weeks before the General Meeting. Further, no later than two weeks before the General Meeting, the nominee shall need to submit:

(a) a certified copy of their official identification document,

(b) a signed statement in which they declare that they shall adhere to the Code of Conduct for candidate Non-Executive Board Members as adopted by the Board and published on the Association's website, and that they have never committed any fraud or other financial misconduct in any jurisdiction,

(c) a signed statement in which they declare that they are not:

(1) an employee of (i) a legal entity employing a Non-Executive Board Member or (ii) an Affiliate of a legal entity employing a Non-Executive Board Member;

(2) a significant shareholder of (i) a company in whose capital a Non-Executive Board Member participates as a significant shareholder or (ii) an Affiliate of a company in whose capital a Non-Executive Board Member participates as a significant shareholder, it being understood that both the nominee and the Non-Executive Board Member are

regarded to be a significant shareholder if they jointly have a controlling interest in the company or an Affiliate of the company or if one of them has such a controlling interest;

(3) a significant shareholder with controlling interest of (i) a legal entity employing a Non-Executive Board Member or (ii) an Affiliate of a legal entity employing a Non-Executive Board Member;

(4) an employee of (i) a legal entity of which a Non-Executive Board Member is a significant shareholder with controlling interest or (ii) an Affiliate of a legal entity of which a Non-Executive Board Member is a significant shareholder with controlling interest;

(5) a partner or an employee of a partnership in which a Non-Executive Board Member participates as a partner or works as an employee;

(6) a board member of another RIR, ICANN or ISOC; and

(7) a member of the ASO AC.

Paragraphs (c) (1), (2), (3), (4) and (5) of this article do not apply with regards to Non-Executive Board Members whose term expires at the General Meeting in which the elections are held.

(d) a signed statement in which they declare (1) the legal entity they are an employee of and the Affiliates of this legal entity, (2) the companies they are a significant shareholder of and the Affiliates of these companies and (3) the partnerships they are a member of or employee of.

9.3 Executive Board Members shall be appointed by the Non-Executive Board Members and not by the General Meeting. If the Non-Executive Board Members so decide, appointments of Executive Board Members may be made on the basis of a general and specific profile to be adopted by the Non-Executive Board Members and a recruitment and selection procedure. The general profile then describes the desired composition, expertise and competences to be met by the Executive Board Members jointly. A specific profile then describes the desired expertise and competences that an Executive Board Member must meet. The Non-Executive Board Members shall determine the remuneration and other terms and conditions which apply to Executive Board Members.

The Non-Executive Board Members may decide to appoint natural persons as advisers to the Board. An adviser to the Board can attend all Board meetings. They can advise the Board on all subjects. An adviser to the Board is not a Board Member and therefore does not have the right to vote at Board meetings.

9.4 A Non-Executive Board Member may be suspended or dismissed by the General Meeting at any time. A resolution by the General Meeting to suspend or dismiss a Non-Executive Board Member shall require a majority of at least two thirds of the votes cast.

An Executive Board Member may be suspended or dismissed by the Non-Executive Board Members at any time and not by the General Meeting.

9.5 Any suspension may be extended one or more times, but may not last longer than three months in total. If at the end of that period no decision has been taken on termination of the suspension or on dismissal, the suspension shall end.

9.6 The appointment of the Non-Executive Board Member shall become effective at the end of the General Meeting at which the Non-Executive Board Member was appointed and shall automatically terminate at the end of the Annual Meeting in the third calendar year after the year in which the Non-Executive Board Member was appointed. A Non-Executive Board Member shall be eligible for immediate re-appointment.

9.7 If a Non-Executive Board Member is appointed to an interim vacancy, then in derogation of article 9.6 the Board membership shall terminate at the end of the Annual Meeting in the third calendar year after the year in which their predecessor was appointed.

9.8 Furthermore, membership of the Board Members shall end (i) by notice of termination by this Board Member, (ii) by their death or (iii) as soon as the Board establishes that the documents submitted by a Non-Executive Board Member under article 9.2 (a), (b), (c) or (d) are proven to be falsified or containing false information.

Article 10 – Board: Authority and Representation

10.1 In the event that all Non-Executive Board Members are prevented from acting or there are vacancies for all Non-Executive Board Members, the Executive Board Members in office shall temporarily be charged with the management of the Association but obliged to convene a General Meeting as soon as possible at which one or more new Non-Executive Board Members shall be appointed.

In the event that all Board Members are prevented from acting or there are vacancies for all Board Members, the General Meeting shall be authorised to appoint one or more substitute Board Members who shall temporarily be charged with the management of the Association. Such General Meeting may be convened by a group of Members consisting of at least five Members and in the manner in which the General Meeting is convened by the Board in accordance with articles 15.1 and 15.2.

The term ‘prevented from acting’ is taken to mean:

(i) suspension;

(ii) illness;

(iii) inaccessibility,

in the events referred to under sub (ii) and (iii) without the possibility of contact for a period of five (5) days between the Board Member and the Association.

10.2 The Board may, at its own discretion, consult the Members about any decisions it plans to take.

10.3 Subject to the prior approval of the General Meeting the Board has authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements whereby the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. The said approval shall also apply to the authority to represent the Association in respect of such acts.

10.4 The authority to represent the Association shall be vested in the Board. Furthermore, each Executive Board Member acting independently or four Non-Executive Board Members acting jointly shall also be authorised to represent the Association.

The Board may grant one or more persons the power to represent the Association or grant in a different manner the power to represent the Association on a continuing basis, provided that such power can only be granted to employees of the Association.

10.5 Acts by the Association intended to have legal effect against a Member of the Association or a Board Member shall be put In Writing.

Article 11 – Approval of Resolutions of the Board

11.1 The General Meeting shall be authorised to subject resolutions of the Board other than those mentioned in article 10.3 to its approval. These resolutions shall be clearly specified and notified to the Board In Writing.

11.2 With the exception of the resolutions mentioned in article 10.3, the lack of approval as referred to in article 11.1 does not affect the representative authority of the Board or Board Members.

11.3 If a Board Member has a direct or indirect personal conflict of interest with the association and the business or organisation connected with it, they shall not participate in the deliberations and the decision-making process concerned in the Board. If as a result thereof no resolution of the Board can be adopted, the resolution shall be adopted by the General Meeting.

Article 12 – Arbitration

There is an arbitration procedure in place for the settlement of disputes between Members of the Association on the one hand and the Executive Board Members on the other regarding resolutions of the Executive Board Members with respect to the Standard Service Agreements.

The Board may propose new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes to the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.

Article 13 – Financial Year. Financial Report. Annual Report

13.1 The financial year of the Association shall coincide with the calendar year.

13.2 The Board shall keep records in respect of the financial position of the Association in such a manner that the rights and obligations of the Association can be ascertained at any time.

13.3 At the Annual Meeting the Board shall submit an Annual Report on the course of business of the Association and on the policy conducted.

13.4 The Board shall submit the Financial Report and Audit Report to the Annual Meeting. The Financial Report is subject to adoption by the Annual Meeting. These documents shall be signed by the Board Members; if one or more signatures are missing, this shall be stated giving the reason(s).

13.5 After expiration of the period as referred to in article 14.2, any Member of the Association may commence legal proceedings against all Board Members in order to enforce the obligations as stated in articles 13.3 and 13.4.

13.6 The Board shall keep the records referred to in this article for the legally required period.

Article 14 – General Meeting: General Meetings. Annual Meetings. Extraordinary General Meetings

14.1 All powers of the Association not conferred in other constituent bodies by law or by these Articles of Association shall be vested in the General Meeting.

14.2 The Annual Meeting shall be held within six months after the end of the financial year. If the General Meeting has decided to extend this period pursuant to the provisions of article 15.5(a), the Annual Meeting shall be held no later than on the day on which the period of extension ends.

14.3 Extraordinary General Meetings shall be held as often as the Board deems necessary.

Article 15 – General Meeting: Convocations. Agenda. Resolutions

15.1 The Board shall send the convocations for the General Meeting, including the agenda containing the subjects for the General Meeting, a URL to the verbatim text of the proposed resolutions and, if applicable, the draft Activity Plan and draft budget, to the Members at least four weeks before the Meeting.

15.2 General Meetings shall be convened by the Board by e-mails sent to the e-mail addresses as recorded in the Register (see article 5).

15.3 The agenda for the Annual Meeting shall include the following subjects:

a. the adoption of the Financial Report;

b. the discharge of the Executive Board Members from liability for their management in the preceding financial year;

c. the discharge of Non-Executive Board Members for their management as well as their supervision of the other Board Members in the preceding financial year;

d. the filling of any vacancies with regards to Non-Executive Board Members.

15.4 The following subjects shall be placed on the agenda for the Annual Meeting or on the agenda for another General Meeting to be held in the same calendar year:

a. a discussion of the draft Activity Plan and draft budget after a presentation by the Board;

b. the adoption of the Charging Scheme with respect to the coming financial year upon proposal of the Board;

c. a discussion of the policy and the quality of services (to be) rendered by the Association.

15.5 If applicable, the agenda for the Annual Meeting or another General Meeting shall also include the following subjects:

a. the extension of the period within which the Board shall submit the Financial Report (as referred to in article 14.2), which shall also constitute an extension of the period within which the Annual Meeting - at which the Financial Report is to be submitted - shall be held;

b. the filling of any vacancies with regards to Non-Executive Board Members;

c. upon proposal by the Board: adoption of amendments to the Standard Service Agreement;

d. upon proposal by the Board: approval of new arbiters and/or dismissal of current arbiters and/or adoption of amendments to the arbitration procedure;

e. other proposals and/or discussion points put forward by the Board or (a group of) Members of the Association (pursuant to article 15.6) and announced in the convocation for the Meeting.

15.6 On the application In Writing of a group of Members who are jointly entitled to cast at least two percent (2%) of the total number of possible votes, other subjects will be added to the agenda. Such an application, accompanied by the verbatim text of the resolutions proposed by the said Members, shall have to be sent to the Board at least two weeks before the Meeting.

The Board shall immediately send the verbatim text of the resolutions proposed by the said Members to all the Members of the Association.

15.7 The General Meeting may only vote on resolutions with respect to subjects for which the verbatim text of the related proposed resolutions has been sent to the Members in the manner set out above.

15.8 On the application In Writing of a group of Members who are jointly entitled to cast at least one-tenth (10%) of the total number of possible votes, the Board shall convene a General Meeting within a period of four weeks. If the application has not been complied with within fourteen days, the applicants may then proceed to convene the Meeting themselves in the manner in which the General Meeting is convened by the Board.

15.9 As long as all the Members of the Association are present or represented at a General Meeting, (legally) valid resolutions can be passed on all subjects brought up for discussion, even if the formalities prescribed by law or by these Articles of Association for the convocation and holding of Meetings have not been complied with, provided such resolutions are passed unanimously.

Article 16 – General Meeting: Location. Admittance. Voting rights

16.1 All General Meetings (including the Annual Meetings) shall be held in the place where the Association has its official seat, unless the Board decides otherwise and states the place where the General Meeting is to be held in the convocation letter/e-mail.

16.2 Each Member of the Association, provided they have not been suspended, and each Board Member, whether or not Member of the Association, shall be entitled to attend the General Meeting. Members may be represented by the persons referred to in article 16.4. The chair of the General Meeting shall decide on the admittance of other persons. Supporters as defined in Article 1 shall be entitled to attend the General Meeting as observers, without voting right.

16.3 Members and Supporters who wish to attend the Meeting shall notify the Board hereof.

If the Member at this Meeting:

- is to be represented by one or more employees or directors, the notification shall state the name(s) of the employee(s) or director(s) and specify who is allowed to exercise the voting right on behalf of that Member;
- is to be represented by a proxy, the notification has to be submitted no later than two weeks before the Meeting and shall state the name and address of the proxy. An employee of the Association cannot be a proxy.

16.4 The right to attend a General Meeting is limited to:

a. in the case of a Member/natural person: the Member;

b. in the case of a Member/legal entity: the natural person recorded as representative of said Member in the Register of the Association (see article 5);

c. the employee(s) of the Member as stated in the notification referred to in article 16.3;

d. an employee or director of the Member who submits proof before the commencement of the General Meeting that they are duly authorised to attend the General Meeting on behalf of the Member;

e. a proxy as stated in the notification referred to in article 16.3;

f. in the case of a Supporter/natural person: the Supporter;

g. an employee or director of the Supporter who submits proof before the commencement of the General Meeting that they are duly authorised to attend the General Meeting on behalf of the Supporter;

h. other persons admitted by the chair of the General Meeting.

16.5 The right to exercise voting rights at a General Meeting is limited to:

a. in the case of a Member/natural person: the Member;

b. in the case of a Member/legal entity: the natural person recorded as representative of said Member in the Register of the Association (see article 5);

c. an employee or director of a Member who is authorised to exercise the voting right pursuant to the statement in the notification referred to in article 16.3;

d. an employee or director who submits proof before the commencement of the General Meeting that they are duly authorised to exercise the voting rights for said Member;

e. a proxy as stated in the notification referred to in article 16.3 provided that this proxy physically attends the General Meeting.

If there are two or more persons entitled to vote present for one Member at a General Meeting, the person first registered for voting at the General Meeting shall be deemed to have the right to vote for that Member.

16.6 All natural persons who wish to attend the General Meeting and/or to exercise the right to vote at the General Meeting may be required to submit proof of their identity. All natural persons who wish to exercise the right to vote via electronic means will be required to identify themselves by means as specified by the Board in accordance with article 17.1.

16.7 Each Member of the Association who has not been suspended shall have one vote. Candidate Members shall not have the right to vote.

16.8 A proxy (as referred to in article 16.5 (e)) may not cast more than one percent (1%) of the total number of possible votes of all Members of the Association, regardless of whether or not they are present or represented at the Meeting.

16.9 A Board Member who is not a Member of the Association or a representative of a Member of the Association shall have the right to advise the General Meeting.

Article 17 – General Meeting: Electronic participation and voting

17.1 In addition to the possibility of the members to physically attend the meeting, the Board may decide to open the possibility for the Members to attend the General Meeting through electronic means at a remote location and to vote through electronic means from a remote location for resolutions as specified by the Board. Also, the Board may decide to allow the Members in physical attendance at the General Meeting to cast their votes through electronic means.

In addition the Board may decide to open the possibility for the Members to electronically participate in deliberation at the General Meeting. The Board shall regulate the (technical) procedure and the requirements for electronic attendance, voting and/or deliberation.

17.2 Members who are not yet registered as such in the register of members of the association (see article 5.5) who wish to use the possibility to participate through electronic means in the General Meeting and vote electronically must express their agreement with the procedure and the requirements prior to the vote being cast and no later than twenty-four (24) hours before the General Meeting. Such agreement will be recorded in the register of members of the association (see article 5.5).

17.3 The possibility to electronically participate, vote and/or deliberate in the General Meeting is without prejudice to the right of said member to (always) physically attend or to be represented by proxy at the General Meeting, subject to the conditions as stated in article 16. If a Member physically attends or is represented by proxy at the General Meeting, the right to vote for that Member will be with that natural person that physically attends the General Meeting or by the proxy holder representing them, respectively.

Article 18 – General Meeting: Voting

18.1 Except where otherwise stipulated by these Articles of Association or by law, all resolutions shall be adopted by an absolute majority of the votes cast, i.e. greater than fifty percent (50%) of the votes cast.

18.2 In the event of elections of persons the following method is used, if the number of candidates exceeds the number of vacancies. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). If, after the first round of voting, no candidate has an absolute majority, the candidate with the least number of votes is dropped and all ballots assigned to that candidate are recounted. The next preference of each of those voters is used to reassign their vote to one of the

remaining candidates. This process is repeated until one candidate achieves an absolute majority vote (Instant Runoff Voting).

If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected. In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.

If there are probabilities that the signed statement of a nominated candidate, as referred to in article 9.2 (c), is no longer true and correct due to a winner of a seat becoming a Non-Executive Board Member, there will be extra election processes to cover such probabilities.

If the signed statement, as referred to in article 9.2 (c), of the winner of the seat is no longer true and correct due to a winner of the seat in a previous election process becoming a Non-Executive Board Member, this winner with the no longer true and correct signed statement is dropped. The process is repeated without that candidate and the next preference of each of those voters is reassigned to one of the remaining candidates.

This process is repeated until a candidate, whose signed statement as referred to in article 9.2 (c) remains true and correct after the winners of the seats in previous elections process becoming Non-Executive Board Members, achieves an absolute majority vote.

18.3 If the proposed resolution contains various options, the following method is used. The voter ranks the options in order of preference (first choice, second choice, etc.). If, after the first round of voting, no option has an absolute majority, the option with the least number of votes is dropped and all ballots assigned to that option are recounted. The next preference of each of those voters is used to reassign their vote to one of the remaining options. This process is repeated until one option achieves an absolute majority vote (Instant Runoff Voting). If more than one option received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these options shall not participate in the voting round. If the votes tie in an election between two options, it shall be decided by drawing lots which option is elected.

18.4 If the votes tie, the proposal shall be considered to have been rejected, except if the method of Instant Runoff Voting, as referred to in articles 18.2 and 18.3, is used.

18.5 The chair shall decide on the method of voting. A vote may be taken by ballot or by a show of hands. If it concerns an election of persons or the voting is taking place through electronic means, the vote shall be taken by ballot. The chair shall be entitled to decide that votes on other issues shall also be taken by ballot. A ballot within the meaning of this article shall take place by means of closed, unsigned ballots.

Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by ballot or by show of hands.

The chair may decide that all votes shall be cast by electronic means in accordance with the procedure and requirements as outlined in article 17. An incoming ballot by electronic means shall be valid only if received during the allotted time for the electronic voting at the General Meeting. Once a vote is cast, the vote cannot be amended.

18.6 Abstentions and invalid votes shall be considered as not having been cast. All votes, both valid and invalid, and all abstentions shall be recorded in the minutes.

Article 19 – General Meeting: Chair. Secretary. Minutes

19.1 The General Meetings shall be presided over by the chair of the Board; in the event that the chair of the Board is absent, the longest serving Non-Executive Board Member who is present at the Meeting shall act as chair.

19.2 If no chair has been designated in accordance with article 19.1, the Meeting shall itself choose a chair. Until such time the oldest natural person present at the Meeting who is a Member of the Association or a representative of a Member of the Association (as referred to in article 16.4 (b), (c) and (d)) shall act as chair.

19.3 The chair appoints a secretary who shall keep the minutes of the meeting, recording the result of the voting and the resolutions adopted in the General Meeting as well as the other proceedings in the General Meeting. Within two working days of the General Meeting, the draft minutes of the meeting shall be adopted by the chair and the secretary, signed by them as evidence of their adoption and published on the Association's website.

19.4 The draft minutes of the meeting will be final and binding, unless the Board receives a notice of objection signed by at least one hundred (100) Members within three weeks of publication of the draft minutes. The notice of objection should clearly and specifically state the objections against the draft minutes. Within three weeks of receipt of a notice of objection, the Board shall consider the objections against the draft minutes and adopt the final minutes of the meeting which shall be binding. The final minutes of the meeting shall be signed by the Board Members as evidence of their adoption and shall be published on the Association's website within two working days of such minutes having become final and binding.

Article 20 – General Meeting: Passing of Resolutions Without Holding a Meeting

20.1 All resolutions adopted In Writing by the Members without holding a Meeting shall have the same legal effect as a resolution passed at a Meeting, provided they were passed after the Board was notified thereof and while duly observing the provisions in these Articles of Association and, furthermore, provided they were passed with the unanimous vote of all the Members.

20.2 The Board shall keep records of the resolutions thus passed.

Article 21 – Amendment of the Articles of Association and Dissolution

21.1 No amendments of the Articles of Association may be made other than by a resolution of a General Meeting convoked by a notice stating that an amendment of the Articles of Association will be proposed at the General Meeting. The above will accordingly apply to a resolution to dissolve the Association.

21.2 A copy of the proposal, stating the proposed amendment(s) verbatim, must be deposited - at a location suitable for that purpose - by the persons convoking such a General Meeting at least four weeks before the Meeting for inspection by the Members until the end of the Meeting. Furthermore, a copy as referred to in the previous sentence shall be sent to all the Members In Writing simultaneously with the notice as referred to in article 21.1.

21.3 A resolution to amend the Articles of Association or to dissolve the Association shall require a majority of at least two thirds of the votes cast.

21.4 The amendment of the Articles of Association shall take effect only upon the execution of a notarial deed of amendment. Each Board Member shall be authorised to have such a deed executed.

Article 22 – Liquidation / Winding up

22.1 The liquidation/winding up of the Association shall be governed by the provisions of the laws of the Netherlands, especially the provisions of section 2:19 DCC: “Dissolution”.

22.2 If applicable, the credit balance after liquidation/winding up will either be redistributed among the Members or be put in an independent foundation for the support of the Internet or for purposes most in keeping with the objects of the Association, as determined by the General Meeting.

Annex 3

STATUTEN

Artikel 1 – Definities

1.1 In deze Statuten zullen de volgende met hoofdletter geschreven termen de volgende betekenissen hebben. Bij verwijzing naar uitsluitend in het Engels opgestelde documenten is de Engelse benaming van deze documenten aangehouden:

- **Accountantsverklaring** – de verklaring met betrekking tot de juistheid van de Jaarrekening zoals bedoeld in artikel 2:393(5) van het Burgerlijk Wetboek ("BW") verstrekt door een accountant zoals bedoeld in artikel 2:393(1) BW.

- **Activity Plan** – het jaarlijkse plan dat de Visie en Focus van de Vereniging beschrijft, alsmede de huidige activiteiten en de nieuwe activiteiten voor het komende jaar.

- **Algemene Vergadering** – de vergadering van de Leden van de Vereniging, zoals beschreven in artikel 14 van deze Statuten.

- **ASO AC** – de Address Supporting Organization Address Council, opgericht door de Bylaws van ICANN, die tot taak heeft het ICANN-bestuur te adviseren met betrekking tot beleidskwesties die verband houden met de werking, de toewijzing, en het beheer van internetadressen.

- **Bestuur** – het orgaan dat is belast met het bestuur van de Vereniging.

- **Bestuurder** – een lid van het Bestuur.

- **Bestuursverslag** – het verslag zoals bedoeld in artikel 2:391 BW.

- **Charging Scheme** – het document dat de jaarlijkse door de Leden te betalen contributie (service fee) bepaalt.

- **Gelieerde Onderneming** – een juridische entiteit die kwalificeert als 'dochtermaatschappij', 'groepsmaatschappij' of 'deelneming' als bedoeld in de artikelen 2:24a, 2:24b en 2:24c BW.

- **ICANN** – de Internet Corporation for Assigned Names and Numbers, een groep van meerdere belanghebbenden en een non-profitorganisatie van openbaar nut opgericht onder de wet van de staat Californië (Verenigde Staten van Amerika) die

verantwoordelijk is voor het coördineren van het onderhoud en de procedures van verschillende databases met betrekking tot de naamruimten en numerieke ruimten van het internet.

- **ISOC** – the Internet Society, een non-profit belangenorganisatie opgericht krachtens de District of Columbia Non-Profit Corporation Act (Verenigde Staten van Amerika) met als missie het bevorderen van de open ontwikkeling, evolutie, en het gebruik van het internet.

- **Jaarrekening** – de rekening zoals bedoeld in artikel 2:361 BW, inclusief de balans, de winst- en verliesrekening en de toelichting.

- **Jaarvergadering** – de jaarlijkse Algemene Vergadering zoals vermeld in artikel 14.2 van deze Statuten.

- **Leden** – kandidaat- of volwaardige leden van de Vereniging, zoals vermeld in artikel 4 van deze Statuten.

- **Niet-Uitvoerende Bestuurder** – een lid van het Bestuur met de titel van Niet Uitvoerende Bestuurder.

- **Ondersteuner** – de rechtspersoon of natuurlijk persoon die een overeenkomst met de Vereniging is aangegaan om jaarlijks ter ondersteuning van de Vereniging te doneren (supporter agreement).

- **RIR** – een Regional Internet Registry, een organisatie die de toewijzing en registratie van internetnummerbronnen beheert binnen een regio van de wereld, opgericht volgens het internetcoördinatiebeleid 2 (ICP-2) “Criteria for Establishment of New Regional Internet Registries”.

- **Schriftelijk** – elke tekstuele boodschap verzonden via huidige methode(s) van (elektronische) communicatie, inclusief post en e-mail, behalve mondelinge communicatie en Short Messaging Service (SMS).

- **Standard Service Agreement (SSA)** – de overeenkomst aangegaan tussen de Vereniging en een Lid.

- **Uitvoerende Bestuurder** – een lid van het Bestuur met de titel van Uitvoerende Bestuurder.

1.2 Voor de toepassing van deze Statuten worden zowel de Uitvoerende Bestuurders gezamenlijk handelend als de Niet-Uitvoerende Bestuurders gezamenlijk handelend aangemerkt als een afzonderlijk orgaan van de Vereniging.

Artikel 2 – De Vereniging: Naam en Zetel

2.1 De naam van de Vereniging is:

Réseaux IP Européens Network Coordination Centre (RIPE NCC).

De naam van de Vereniging mag afgekort worden tot RIPE NCC.

2.2 De Vereniging is gevestigd in de gemeente Amsterdam, Nederland.

Artikel 3 – De Vereniging: Doel

Het doel van de Vereniging is het verrichten van activiteiten ten behoeve van de Leden, primair activiteiten die de Leden moeten organiseren als groep. Dit doel kan worden onderverdeeld in de volgende activiteiten:

- Registratieactiviteiten, welke zijn verbonden met de rol van de Vereniging als Regional Internet Registry;

- Coördinatieactiviteiten, waaronder begrepen de ondersteuning van een stabiele werking van het internet;

- Administratieve Activiteiten, waaronder zowel zijn begrepen alle reguliere rapportages en administratieve ondersteuning als alle overige algemene administratieve taken die niet aan een specifieke activiteit kunnen worden toegewezen;

- Nieuwe Activiteiten, waaronder alle activiteiten die nodig zijn om te reageren op de snel veranderende wereld van het internet; en al hetgeen daarmee verband houdt of daaraan bevorderlijk kan zijn, alles in de ruimste zin van het woord. Het maken van winst is geen doel van de Vereniging.

Artikel 4 – Lidmaatschap: kandidaat- en volwaardige leden

4.1 Rechtspersonen of natuurlijke personen die de Standard Service Agreement met de Verenigingaangaan, worden kandidaat-leden van de Vereniging. Het is voor werknemers van de Vereniging niet toegestaan om Lid te zijn van de Vereniging of de Standard Service Agreement aan te gaan met de Vereniging.

4.2 Na een periode van zes (6) maanden wordt het kandidaat-lidmaatschap van de Vereniging omgezet in een volwaardig lidmaatschap.

4.3 Waar in deze Statuten wordt gesproken van Lidmaatschap en Leden worden daaronder ook kandidaat-lidmaatschap en kandidaat-leden verstaan, tenzij anders vermeld.

Artikel 5 – Lidmaatschap: Register

5.1 Het Bestuur houdt een Register bij, waarin de namen en adressen van alle Leden worden opgenomen, met vermelding van de datum van ondertekening van de Standard Service Agreement, op welke datum het Lidmaatschap heeft aangevangen.

5.2 In het Register zoals vermeld in artikel 5.1 wordt vastgelegd welke natuurlijke persoon/personen bevoegd is/zijn om:

a. het Lid te vertegenwoordigen op de Algemene Vergadering;

b. als Administrative Contact te dienen van het Lid;

c. als Technical Contact te dienen van het Lid.

5.3 De Leden zullen het Bestuur in kennis stellen van de bevoegde perso(o)n(en) zoals bedoeld in artikel 5.2 en van wijzigingen daarvan. Bij afwezigheid van een dergelijke kennisgeving, worden de bevoegde persoon als vermeld in de Standard Service Agreement en de aangewezen Administrative Contact en Technical Contact in het Register opgenomen als de personen bevoegd om het Lid te vertegenwoordigen in de Algemene Vergadering.

5.4 Elk Lid zal het Bestuur in kennis stellen van het adres, inclusief een e-mailadres, te gebruiken door de Vereniging om het betreffende Lid op te roepen voor de Algemene Vergadering. Bij afwezigheid van een dergelijke kennisgeving, worden het postadres zoals vermeld in de Standard Service Agreement en het laatst opgegeven e-mailadres van de Administrative Contact van het Lid opgenomen in het Register als het/de adres(sen) te gebruiken door het Bestuur om de oproep voor een Algemene Vergadering naartoe te sturen.

5.5 In het Register zal worden aangetekend welke Leden hebben ingestemd met de procedure over elektronische participatie en stemming. In het Register zal worden aangetekend welke natuurlijke personen bevoegd zijn namens deze Leden het stemrecht elektronisch uit te oefenen.

Artikel 6 – Lidmaatschap: Einde van het Lidmaatschap

6.1 Het Lidmaatschap eindigt:

a. door de dood (natuurlijk persoon) of door de ontbinding (rechtspersoon) van het Lid;

b. door kennisgeving van opzegging door de Vereniging in overeenstemming met dit artikel;

c. door kennisgeving van opzegging door het Lid in overeenstemming met dit artikel;

d. door kennisgeving van opzegging bij de beëindiging van de Standard Service Agreement met de Vereniging;

e. door kennisgeving van opzegging als het Lidmaatschap niet langer mogelijk is ingevolge wettelijke of statutaire beperkingen; of

f. indien het een natuurlijk persoon betreft: door opzegging ingeval het Lid werknemer wordt van de Vereniging.

6.2 De Vereniging kan het Lidmaatschap opzeggen indien redelijkerwijs niet van de Vereniging kan worden gevergd dat het Lidmaatschap voortduurt.

Kennisgeving van opzegging door de Vereniging geschiedt door het Bestuur, waarbij het een redelijke opzegtermijn in acht moet nemen. Deze termijn hangt af van de zwaarte van de reden voor opzegging.

Ingeval het Lidmaatschap wordt beëindigd ingevolge artikel 6.1 e of 6.1 f, dan mag de opzegging direct in werking treden.

6.3 Opzegging van het Lidmaatschap door een Lid kan slechts geschieden met inachtneming van een opzegtermijn van drie maanden. Echter, het betreffende Lid kan het Lidmaatschap met onmiddellijke ingang beëindigen (door middel van kennisgeving van opzegging) indien redelijkerwijs niet van het Lid kan worden gevergd dat het Lidmaatschap voortduurt.

6.4 Indien de van toepassing zijnde opzeggingstermijn als bedoeld in de voorgaande leden van dit artikel niet wordt nageleefd, zal het Lidmaatschap eindigen op het vroegst mogelijk tijdstip na het moment waarop de kennisgeving van opzegging heeft plaatsgevonden.

6.5 Een Lid mag, zonder enige opzegtermijn in acht te nemen, binnen een maand nadat het Lid bekend is geworden met of in kennis is gesteld van een besluit waarbij diens rechten zijn beperkt of waarbij diens verplichtingen zijn verzwaard, per direct opzeggen; het besluit is alsdan niet op het Lid van toepassing. Echter, de Leden hebben dit recht om binnen een maand per direct op te zeggen niet indien het een besluit betreft tot wijziging van de rechten en verplichtingen omtrent de jaarlijkse contributie (service fee).

6.6 Indien het Lidmaatschap in de loop van een boekjaar van de Vereniging eindigt, blijft het Lid niettemin de volledige jaarlijkse contributie verschuldigd.

Artikel 7 – Lidmaatschap: Contributie en Verplichtingen

7.1 De Leden zijn gehouden tot het betalen van een jaarlijkse contributie overeenkomstig het Charging Scheme als bedoeld in de Standard Service Agreement. Elke door de Algemene Vergadering vastgestelde Charging Scheme blijft van kracht totdat een nieuwe Charging Scheme is vastgesteld.

7.2 Het achterwege blijven van betaling van (een deel van) de jaarlijkse contributie resulteert automatisch in schorsing van het Lid, gedurende welke periode het Lid geen toegang heeft tot de Algemene Vergadering alsmede diens stemrecht niet kan uitoefenen.

7.3 Het Bestuur kan verplichtingen aan het Lidmaatschap van de Vereniging verbinden, mits deze verplichtingen bijdragen aan de verwezenlijking van de doelen van de Vereniging.

Artikel 8 – Bestuur: Algemeen

8.1 Behoudens de beperkingen volgens de Statuten, is het Bestuur belast met het besturen van de Vereniging, waaronder begrepen maar niet beperkt tot, het vaststellen en, zo nodig, wijzigen van de begroting en het Activity Plan.

Elke Bestuurder is tegenover de Vereniging gehouden tot een behoorlijke vervulling van diens taak. Tot deze taak behoren alle taken van het Bestuur die niet bij of krachtens de wet of, indien dat wettelijk mogelijk is, de Statuten aan een of meer andere Bestuurders zijn toebedeeld. Bij de vervulling van hun taak richten de Bestuurders zich naar het belang van de Vereniging en de met haar verbonden onderneming of organisatie.

De Uitvoerende Bestuurders zijn in het bijzonder belast met de dagelijkse leiding van de Vereniging en de met haar verbonden onderneming of organisatie. De Niet-Uitvoerende Bestuurders zijn belast met het toezicht op het beleid van de Uitvoerende Bestuurders en op de algemene gang van zaken in de Vereniging en de met haar verbonden onderneming of organisatie en voorts met de taken die bij of krachtens de wet, indien dat wettelijk mogelijk is, of de Statuten aan hen zijn toebedeeld. De Niet-Uitvoerende Bestuurders staan de Uitvoerende Bestuurders met raad ter zijde.

8.2 Het Bestuur kan, met inachtneming van de Statuten, Schriftelijk reglementen vaststellen waarin de algemene gang van zaken binnen het Bestuur wordt geregeld.
Voorts kunnen de Bestuurders Schriftelijk, al dan niet bij een Schriftelijk reglement, hun werkzaamheden onderling verdelen en daarbij bepalen dat een of meer Bestuurders rechtsgeldig kunnen besluiten omtrent zaken die tot hun taak behoren. De taak om toezicht te houden op de

taakuitoefening door Bestuurders kan niet door een taakverdeling worden ontnomen aan de Niet-Uitvoerende Bestuurders.

8.3Het Bestuur wijst een voorzitter, een secretaris en een penningmeester aan. Alleen een Niet-Uitvoerende Bestuurder kan aangewezen worden als voorzitter, secretaris of penningmeester.

8.4 Het Bestuur vergadert zo dikwijls de voorzitter, de secretaris of een Uitvoerende Bestuurder het verlangt.

8.5 De voorzitter, de secretaris of een Uitvoerende Bestuurder die een vergadering wenst te houden, roept het Bestuur Schriftelijk op tot de vergadering. In de oproeping worden de tijd en plaats van de Bestuursvergadering vermeld, alsmede de te behandelen onderwerpen.

8.6 De oproeping wordt uiterlijk op de zevende dag vóór de vergadering aan alle overige Bestuurders verzonden. In spoedeisende gevallen kan de oproeping tot uiterlijk vierentwintig uur vóór het tijdstip van de vergadering plaatsvinden.

8.7 De voorzitter zit de Bestuursvergaderingen voor. Bij afwezigheid van de voorzitter wijzen de ter vergadering aanwezige Bestuurders een andere ter vergadering aanwezige Niet-Uitvoerend Bestuurder aan, die de vergadering voorzit.

8.8 Iedere Bestuurder heeft recht op het uitbrengen van één stem. Het Bestuur besluit bij gewone meerderheid van de uitgebrachte stemmen, tenzij in de Statuten of de in artikel 8.2 bedoelde reglementen uitdrukkelijk anders is bepaald.

Bij staking van stemmen is het voorstel verworpen.

Blanco stemmen en ongeldige stemmen worden als niet uitgebracht aangemerkt.

Een stemgerechtigde Bestuurder kan zich in een vergadering van het Bestuur alleen door een andere stemgerechtigde Bestuurder door middel van een Schriftelijke volmacht laten vertegenwoordigen.

8.9 De secretaris zal notulen maken van het verhandelde in alle Bestuursvergadering. De notulen worden verzonden naar de Bestuurders en zullen door hen, zo spoedig mogelijk na de vergadering, Schriftelijk worden vastgesteld.

Binnen twee weken na de vaststelling worden de notulen van een Bestuursvergadering gepubliceerd op de website van de Vereniging.

8.10 Bestuursvergaderingen kunnen worden gehouden door het bijeenkomen van Bestuurders in persoon of door middel van telefoongesprekken, video conference of door middel van een ander

elektronisch communicatiemiddel, mits iedere Bestuurder die aan de vergadering deelneemt (i) rechtstreeks kan communiceren met alle andere deelnemende Bestuurders en (ii) zijn stemrecht kan uitoefenen. Een Bestuurder die door middel van telefoon, video conference of een ander elektronisch communicatiemiddel deelneemt aan een vergadering wordt geacht bij die vergadering aanwezig te zijn.

Artikel 9 – Bestuur: Benoeming, Schorsing en Ontslag

9.1 De Algemene Vergadering bepaalt het aantal Niet-Uitvoerende Bestuurders. De Niet-Uitvoerende Bestuurders bepalen het aantal Uitvoerende Bestuurders. Het Bestuur bestaat uit natuurlijke personen, waarvan ten minste één en ten hoogste drie Uitvoerende Bestuurders en ten minste vier en ten hoogste zeven Niet-Uitvoerende Bestuurders. Zij zijn Bestuurders op persoonlijke titel en hoeven geen Lid te zijn. Werknemers van de Vereniging kunnen niet tot Niet-Uitvoerende Bestuurders benoemd worden.

9.2 Met inachtneming van artikel 18.2 worden Niet-Uitvoerende Bestuurders door de Algemene Vergadering benoemd uit een door de Leden op te maken kandidatenlijst. Een voordracht tot benoeming van een Niet-Uitvoerende Bestuurder dient schriftelijk te worden ondersteund door tenminste vijf Leden en dient uiterlijk drie weken voor de Algemene Vergadering te worden ingediend. Verder dient de kandidaat uiterlijk twee weken voor de Algemene Vergadering de volgende stukken te overleggen:

(a) een gewaarmerkte kopie van hun officiële identiteitsbewijs,

(b) een ondertekende verklaring waarin zij verklaren dat ze zich zullen houden aan de Code of Conduct voor kandidaat-Niet-Uitvoerende Bestuursleden zoals vastgesteld door het Bestuur en gepubliceerd op de website van de Vereniging en dat zij nooit, in welke jurisdictie dan ook, enige fraude of enig ander financieel wangedrag hebben gepleegd,

(c) een ondertekende verklaring waarin zij verklaren dat zij niet:

(1) werknemer zijn van (i) een rechtspersoon die een Niet-Uitvoerende Bestuurder in dienst heeft of (ii) een Gelieerde Onderneming van een rechtspersoon die een Niet-Uitvoerende Bestuurder in dienst heeft;

(2) een aanmerkelijk aandeelhouder van (i) een vennootschap in het kapitaal waarvan een Niet-Uitvoerende Bestuurder als aanmerkelijk aandeelhouder deelneemt of (ii) een Gelieerde Onderneming van een vennootschap in het kapitaal waarvan een Niet-Uitvoerende Bestuurder als aanmerkelijk aandeelhouder deelneemt, met dien verstande dat zowel de voorgedragen kandidaat als de Niet-Uitvoerende Bestuurder als aanmerkelijk belanghouder worden beschouwd indien zij gezamenlijk een controlerend belang in de vennootschap of een Gelieerde

Onderneming van de vennootschap hebben of indien één van hen een dergelijk controlerend belang heeft;

(3) een aanmerkelijk aandeelhouder met een controlerend belang van (i) een rechtspersoon die een Niet-Uitvoerende Bestuurder in dienst heeft of (ii) een Gelieerde Onderneming van een rechtspersoon die een Niet-Uitvoerende Bestuurder in dienst heeft;

(4) een werknemer van (i) een rechtspersoon waarvan een Niet-Uitvoerende Bestuurder een aanmerkelijk aandeelhouder met een controlerend belang is of (ii) een Gelieerde Onderneming van een rechtspersoon waarvan een Niet-Uitvoerende Bestuurder een aanmerkelijk aandeelhouder met een controlerend belang is;

(5) een vennoot of een werknemer van een personenvennootschap waarin een Niet-Uitvoerende Bestuurder als vennoot deelneemt of als werknemer werkzaam is;

(6) een bestuurder van een andere RIR, ICANN of ISOC zijn; en

(7) een lid van de ASO AC zijn.

De leden (c) (1), (2), (3), (4) en (5) van dit artikel zijn niet van toepassing op Niet-Uitvoerende Bestuurders wiens termijn afloopt in de Algemene Vergadering waarin de verkiezingen worden gehouden;

(d) een ondertekende verklaring waarin zij verklaren (1) van welke rechtspersoon zij werknemer zijn en de met deze rechtspersoon Gelieerde Ondernemingen, (2) van welke vennootschappen zij een aanmerkelijk aandeelhouder zijn en de met deze vennootschappen Gelieerde Ondernemingen en (3) van welke personenvennootschappen zij lid of werknemer zijn.

9.3 Uitvoerende Bestuurders worden benoemd door de Niet-Uitvoerende Bestuurders en niet door de Algemene Vergadering. Indien de Niet-Uitvoerende Bestuurders daartoe besluiten, kan de benoeming van Uitvoerende Bestuurders plaatsvinden aan de hand van een door de Niet-Uitvoerende Bestuurders vast te stellen algemene en specifieke profielschets en een wervings- en selectieprocedure. De algemene profielschets beschrijft in dat geval de gewenste samenstelling, deskundigheid en competenties waaraan de Uitvoerende Bestuurders gezamenlijk dienen te voldoen. Een specifieke profielschets beschrijft in dat geval de gewenste deskundigheid en competenties waaraan een Uitvoerende Bestuurder dient te voldoen. De Niet-Uitvoerende Bestuurders stellen de bezoldiging en de overige voorwaarden van de Uitvoerende Bestuurders vast.

De Niet-Uitvoerende Bestuurders kunnen besluiten tot benoeming van natuurlijke personen tot adviseur van het Bestuur. Een adviseur van het Bestuur mag alle vergaderingen van het Bestuur bijwonen. Een adviseur kan het Bestuur adviseren omtrent alle onderwerpen. Een adviseur van het Bestuur is geen Bestuurder en heeft derhalve geen stemrecht in vergaderingen van het Bestuur.

9.4 Een Niet-Uitvoerende Bestuurder kan te allen tijde door de Algemene Vergadering worden geschorst of ontslagen. Een besluit van de Algemene Vergadering tot schorsing of ontslag van een Niet-Uitvoerende Bestuurder behoeft een meerderheid van ten minste twee derde van de uitgebrachte stemmen.

Een Uitvoerende Bestuurder kan te allen tijde door de Niet-Uitvoerende Bestuurders worden geschorst of ontslagen en niet door de Algemene Vergadering.

9.5 Een schorsing kan een of meer malen worden verlengd, doch mag in totaal niet langer duren dan drie maanden. Is na verloop van die periode geen beslissing genomen omtrent de opheffing van de schorsing of over het ontslag, dan eindigt de schorsing.

9.6 De benoeming van een Niet-Uitvoerende Bestuurder gaat in aan het einde van de Algemene Vergadering waarop de benoeming van de Niet-Uitvoerende Bestuurder heeft plaatsgevonden en eindigt automatisch aan het einde van de Jaarvergadering in het derde kalenderjaar na het jaar waarin de Niet-Uitvoerende Bestuurder is benoemd. Een Niet-Uitvoerende Bestuurder is terstond herbenoembaar.

9.7 In afwijking van artikel 9.6 zal, indien een Niet-Uitvoerende Bestuurder wordt benoemd in een tussentijdse vacature, het Bestuurslidmaatschap eindigen aan het einde van de Jaarvergadering in het derde kalenderjaar na het jaar waarin diens voorganger was benoemd.

9.8 Het Bestuurslidmaatschap eindigt voorts (i) door kennisgeving van opzegging door de Bestuurder, (ii) door hun overlijden of (iii) zodra het Bestuur vaststelt dat de door een Niet-Uitvoerende Bestuurder ingevolge artikel 9.2 (a), (b), (c) of (d) overgelegde documenten aantoonbaar vervalst zijn of onjuiste informatie bevatten.

Artikel 10 – Bestuur: Bevoegdheid en Vertegenwoordiging

10.1 In geval van belet of ontstentenis van alle Niet-Uitvoerende Bestuurders zijn de overblijvende Uitvoerende Bestuurder tijdelijk met het bestuur van de Vereniging belast maar verplicht zo spoedig mogelijk een Algemene Vergadering bijeen te roepen, waarin een of meer nieuwe Niet-Uitvoerende Bestuurders worden benoemd.

In geval van belet of ontstentenis van alle Bestuurders, is de Algemene Vergadering bevoegd om een of meer vervangende Bestuurders te benoemen, welke tijdelijk met het bestuur van de Vereniging belast zijn. Een zodanige Algemene Vergadering kan worden bijeengeroepen door een groep

bestaande uit ten minste vijf Leden en op de wijze waarop de Algemene Vergadering overeenkomstig de artikelen 15.1 en 15.2 door het Bestuur wordt bijeengeroepen.

Onder 'belet' wordt ten deze verstaan:

(i) schorsing;

(ii) ziekte; of

(iii) onbereikbaarheid,

in de gevallen bedoeld onder sub (ii) en (iii) zonder dat gedurende een termijn van vijf (5) dagen de mogelijkheid van contact tussen de betreffende Bestuurder en de Vereniging heeft bestaan.

10.2 Het Bestuur kan, naar eigen inzicht, de Leden raadplegen over door het Bestuur voorgenomen besluiten.

10.3 Het Bestuur is na verkregen goedkeuring van de Algemene Vergadering, bevoegd tot het sluiten van overeenkomsten tot het kopen, vervreemden of bezwaren van registergoederen en tot het sluiten van overeenkomsten waarbij de Vereniging zich als borg of hoofdelijk medeschuldenaar verbindt, zich voor een derde sterk maakt of zich tot zekerheidstelling voor een schuld van een derde verbindt. De bedoelde goedkeuring geldt mede voor de bevoegdheid tot vertegenwoordiging van de Vereniging ter zake van deze handelingen.

10.4 De Vereniging wordt vertegenwoordigd door het Bestuur. De bevoegdheid tot vertegenwoordiging komt mede toe aan iedere Uitvoerende Bestuurder afzonderlijk of vier gezamenlijk handelende Niet-Uitvoerende Bestuurders.

Het Bestuur kan aan een of meer personen procuratie of anderszins doorlopende vertegenwoordigingsbevoegdheid van de Vereniging toekennen, met dien verstande dat deze bevoegdheid uitsluitend kan worden verleend aan werknemers van de Vereniging.

10.5 Rechtshandelingen van de Vereniging jegens een Lid van de Vereniging of een Bestuurder worden Schriftelijk vastgelegd.

Artikel 11 – Goedkeuring van besluiten van het Bestuur

11.1 De Algemene Vergadering is bevoegd om besluiten van het Bestuur anders dan die welke zijn genoemd in artikel 10.3 aan haar goedkeuring te onderwerpen. Deze besluiten dienen duidelijk omschreven te worden en Schriftelijk aan het Bestuur te worden meegedeeld.

11.2 Met uitzondering van de besluiten als bedoeld in artikel 10.3, tast het ontbreken van een goedkeuring als bedoeld in artikel 11.1 van dit artikel de vertegenwoordigingsbevoegdheid van het Bestuur of de Bestuurders niet aan.

11.3 Indien een Bestuurder een direct of indirect persoonlijk tegenstrijdig belang heeft met de Vereniging en de met haar verbonden onderneming of organisatie, neemt hij niet deel aan de beraadslaging en besluitvorming van het Bestuur. Indien daardoor geen besluit van het Bestuur kan worden genomen, wordt het besluit genomen door de Algemene Vergadering.

Artikel 12 – Arbitrage

Er is een arbitrageprocedure voor de beslechting van geschillen tussen Leden van de Vereniging enerzijds en de Uitvoerende Bestuurders anderzijds omtrent besluiten van de Uitvoerende Bestuurders in het kader van de Standard Service Agreements.

Het Bestuur mag nieuwe arbiters voordragen voor de groep van arbiters, het ontslag van arbiters voorstellen en mag voorstellen de arbitrageprocedure te wijzigen. De Algemene Vergadering heeft de bevoegdheid tot het goedkeuren van nieuwe arbiters, tot het ontslaan van huidige arbiters en omtrent wijzigingen van de arbitrageprocedure.

Artikel 13 – Boekjaar. Jaarrekening. Bestuursverslag

13.1 Het boekjaar van de Vereniging valt samen met het kalenderjaar.

13.2 Het Bestuur is verplicht tot het houden van zodanige bescheiden omtrent de financiële situatie van de Vereniging dat daaruit te allen tijde de rechten en verplichtingen van de Vereniging kunnen worden gekend.

13.3 Op de Jaarvergadering brengt het Bestuur een Bestuursverslag uit over de gang van zaken in de Vereniging en over het gevoerde beleid.

13.4 Het Bestuur legt de Jaarrekening en de Accountantsverklaring voor aan de Jaarvergadering. De Jaarrekening wordt door de Jaarvergadering vastgesteld. Deze stukken worden ondertekend door de Bestuurders; ontbreekt de ondertekening van een of meer hunner, dan wordt daarvan onder opgave van redenen melding gemaakt.

13.5 Na verloop van de termijn zoals vermeld in artikel 14.2, kan elk Lid van de Vereniging alle Bestuurder in rechte betrekken tot nakoming van de verplichtingen als bedoeld in de artikelen 13.3 en 13.4.

13.6 Het Bestuur zal de bescheiden, als vermeld in dit artikel, voor de wettelijk verplichte periode bewaren.

Artikel 14 – Algemene vergadering: Algemene vergaderingen. Jaarvergadering. Buitengewone Algemene Vergaderingen

14.1 Alle bevoegdheden in de Vereniging, die niet door de wet of deze Statuten aan andere organen van de Vereniging zijn opgedragen komen toe aan de Algemene Vergadering.

14.2 De Jaarvergadering wordt binnen zes maanden na afloop van het boekjaar gehouden. Indien de Algemene Vergadering ingevolge artikel 15.5(a) besloten heeft deze termijn te verlengen, wordt de Jaarvergadering uiterlijk gehouden op de dag waarop deze termijn afloopt.

14.3 Buitengewone Algemene Vergaderingen worden gehouden zo dikwijls het Bestuur zulks noodzakelijk acht.

Artikel 15 – Algemene Vergadering: Oproeping. Agenda. Besluiten

15.1 Het Bestuur dient de oproeping voor een Algemene Vergadering, met inbegrip van de agenda bevattende de onderwerpen voor de Algemene Vergadering, en een Uniform Resource Locator (URL) van de woordelijke tekst van de voorgestelde besluiten en indien van toepassing een concept Activity Plan en een conceptbegroting, ten minste vier weken voor de Vergadering aan de Leden te verzenden.

15.2 De Algemene Vergaderingen worden door het Bestuur bijeengeroepen per e-mail gericht aan de e-mailadressen zoals vastgelegd in het Register van de Vereniging (zie artikel 5.5).

15.3 De agenda voor de Jaarvergadering bevat de volgende onderwerpen:

a. het vaststellen van de Jaarrekening;

b. het verlenen van decharge aan Uitvoerende Bestuurders met betrekking tot hun bestuur in het afgelopen boekjaar;

c. het verlenen van decharge aan Niet-Uitvoerende Bestuurders met betrekking tot zowel hun bestuur als hun toezicht op de overige Bestuurders in het afgelopen boekjaar;

d. het voorzien in eventuele vacatures ten aanzien van Niet-Uitvoerende Bestuurders.

15.4 De volgende onderwerpen worden op de agenda van de Jaarvergadering geplaatst of op de agenda van een andere in hetzelfde kalenderjaar te houden Algemene Vergadering:

a. een bespreking van het concept Activity Plan en de concept begroting, na presentatie door het Bestuur;

b. de vaststelling van het Charging Scheme voor het komende boekjaar, op voorstel van het Bestuur;

c. een bespreking van het beleid en de kwaliteit van de diensten welke (zullen) worden verleend door de Vereniging.

15.5 Voor zover van toepassing, zal de agenda voor de Jaarvergadering of andere Algemene Vergadering tevens de volgende onderwerpen bevatten:

a. de verlenging van de termijn waarbinnen het Bestuur de Jaarrekening uitbrengt (als bedoeld in artikel 14.2), tevens houdende verlenging van de termijn voor het houden van de Jaarvergadering waarin de Jaarrekening zal worden uitgebracht;

b. voorziening van eventuele vacatures ten aanzien van Niet-Uitvoerende Bestuurders;

c. op voorstel van het Bestuur: vaststelling van wijzigingen in de Standard Service Agreement;

d. op voorstel van het Bestuur: goedkeuring van nieuwe arbiters en/of ontslag van huidige arbiters en/ of vaststelling van wijzigingen in de arbitrageprocedure;

e. andere voorstellen en/of discussiepunten die door het Bestuur of (een groep van) de Leden van de Vereniging (overeenkomstig artikel 15.6), naar voren zijn gebracht en zijn aangekondigd bij de oproeping tot de Vergadering.

15.6 Op Schriftelijk verzoek van een groep Leden die gezamenlijk bevoegd zijn tot het uitbrengen van tenminste twee procent (2%) van het totale aantal mogelijke stemmen, zullen andere onderwerpen worden toegevoegd aan de agenda. Een zodanig verzoek dient tezamen met de woordelijke tekst van de door die Leden voorgestelde besluiten tenminste twee weken voor de Vergadering aan het Bestuur te zijn gedaan.

Het Bestuur zal de woordelijke tekst van de door die Leden voorgestelde besluiten direct doorzenden aan alle Leden van de Vereniging.

15.7 De Algemene Vergadering kan slechts stemmen over besluiten omtrent onderwerpen ter zake waarvan de woordelijke tekst van het daarmee verband houdende voorgestelde besluit aan de Leden is verzonden op de hiervoor aangegeven wijze.

15.8 Op Schriftelijk verzoek van een zodanig aantal Leden die gezamenlijk bevoegd zijn tot het uitbrengen van ten minste een tiende (10%) van het totale aantal mogelijke stemmen, zal het Bestuur binnen vier weken een Algemene Vergadering bijeenroepen. Indien niet binnen veertien

dagen aan het verzoek gehoor is gegeven, kunnen de verzoekers zelf tot bijeenroeping overgaan door oproeping overeenkomstig de wijze van oproeping door het Bestuur.

15.9 Zolang alle Leden aanwezig of vertegenwoordigd zijn in een Algemene Vergadering, kunnen (rechts)geldige besluiten worden genomen over alle aan de orde komende onderwerpen, ook al zijn de door de wet of deze Statuten gegeven voorschriften voor het oproepen en houden van Vergaderingen niet in acht genomen, mits die besluiten worden genomen met algemene stemmen.

Artikel 16 – Algemene Vergadering: Locatie. Toegang. Stemrecht

16.1 Alle Algemene Vergaderingen (inclusief de Jaarvergadering) zullen worden gehouden in de vestigingsplaats van de Vereniging, behalve als het Bestuur anders beslist en de plaats waar de Algemene Vergadering zal worden gehouden aangeeft in de oproepingsbrief/e-mail.

16.2 Ieder Lid van de Vereniging, mits niet geschorst, en ieder Bestuurder, ongeacht of deze Bestuurder Lid is van de Vereniging, is gerechtigd tot het bijwonen van de Algemene Vergadering. Leden mogen worden vertegenwoordigd door de personen zoals aangegeven in artikel 16.4. De voorzitter van de Algemene Vergadering beslist omtrent de toelating van andere personen. Ondersteuners zoals gedefinieerd in artikel 1 zijn gerechtigd om de Algemene Vergadering bij te wonen als toeschouwer, zonder stemrecht.

16.3 De Leden en de Ondersteuners die bij de Algemene Vergadering aanwezig willen zijn, dienen het Bestuur hiervan in kennis te stellen.

Als het Lid op de Vergadering:

- vertegenwoordigd wordt door een of meer werknemers of directeuren, dient de kennisgeving de naam/namen van de werknemer(s) of directeur(en) te vermelden en moet worden gespecificeerd wie het stemrecht mag uitoefenen namens het betreffende Lid;

- vertegenwoordigd wordt door een gevolmachtigde, dient de kennisgeving minimaal twee weken voorafgaand aan de Vergadering te zijn verricht, waarbij deze kennisgeving de naam en het adres van de gevolmachtigde dient te vermelden. Een werknemer van de Vereniging kan geen gevolmachtigde zijn.

16.4 Het recht om de Algemene Vergadering bij te wonen is beperkt tot:

a. in het geval van een Lid/natuurlijk persoon: het Lid;

b. in het geval van een Lid/rechtspersoon: de natuurlijke persoon die als vertegenwoordiger van het betreffende Lid is vastgelegd in het Register van de Vereniging (zie artikel 5.5);

c. de werknemer(s) van het betreffende Lid vermeld in de kennisgeving zoals bedoeld in artikel 16.3;

d. een werknemer of directeur van het betreffende Lid, die voor aanvang van de Algemene Vergadering bewijs overlegt dat zij bevoegd zijn om de Algemene Vergadering bij te wonen namens het betreffende Lid;

e. een gevolmachtigde vermeld in de kennisgeving, als bedoeld in artikel 16.3;

f. in het geval van een Ondersteuner/natuurlijk persoon: de Ondersteuner;

g. een werknemer of directeur van de Ondersteuner die voorafgaand aan het begin van de Algemene Vergadering bewijs overhandigt dat zij bevoegd zijn de Algemene Vergadering namens de Ondersteuner bij te wonen;

h. andere personen toegelaten door de voorzitter van de Algemene Vergadering.

16.5 Het recht tot het uitoefenen van stemrecht in een Algemene Vergadering is beperkt tot:

a. in het geval van een Lid/natuurlijk persoon: het Lid;

b. in het geval van een Lid/rechtspersoon: de natuurlijke persoon die als vertegenwoordiger van het betreffende Lid is vastgelegd in het Register van de Vereniging (zie artikel 5.5);

c. een werknemer of directeur van het betreffende Lid die bevoegd is om het stemrecht uit te oefenen overeenkomstig de opgave in de kennisgeving, als bedoeld in artikel 16.3;

d. een werknemer of directeur die voor aanvang van de Algemene Vergadering bewijs overlegt dat zij bevoegd zijn om het stemrecht uit te oefenen namens het Lid;

e. een gevolmachtigde als vermeld in de kennisgeving, als bedoeld in artikel 16.3, mits deze gevolmachtigde fysiek aanwezig is bij de Algemene Vergadering.

Indien er van één Lid meer dan één persoon met stemrecht aanwezig is op de Algemene Vergadering, dan zal de persoon die het eerst is geregistreerd voor het stemmen in de Algemene Vergadering, geacht worden het stemrecht te hebben van dat Lid.

16.6 Alle natuurlijke personen die de Algemene Vergadering bij willen wonen en/of stemrecht in de Algemene Vergadering willen uitoefenen, kunnen verplicht worden om zichzelf te identificeren. Alle

natuurlijke personen die stemrecht in de Algemene Vergadering via elektronische communicatie willen uitoefenen, dienen zich te identificeren op de wijze zoals door het Bestuur gespecificeerd in overeenstemming met artikel 17.1.

16.7 Ieder Lid van de Vereniging, mits niet geschorst, zal één stem hebben. Kandidaat-leden hebben geen stemrecht.

16.8 Een gevolmachtigde (als bedoeld in artikel 16.5 (e)) mag niet meer dan één procent (1%) uitbrengen van het totale aantal mogelijke stemmen van alle Leden van de Vereniging, ongeacht of zij al dan niet aanwezig of vertegenwoordigd zijn in de Vergadering.

16.9 Een Bestuurder, die niet tevens Lid is van de Vereniging of vertegenwoordiger is van een Lid van de Vereniging, heeft het recht de Algemene Vergadering te adviseren.

Artikel 17 – Algemene Vergadering: Elektronische deelname en stemmen

17.1 Naast de mogelijkheid voor Leden om fysiek aanwezig te zijn in een Algemene Vergadering kan het Bestuur besluiten om de Leden de mogelijkheid te verlenen een Algemene Vergadering via een elektronisch communicatiemiddel op afstand bij te wonen en het stemrecht in een Algemene Vergadering via een elektronisch communicatiemiddel op afstand uit te oefenen. De mogelijkheid in voornoemde zin geldt voor besluiten zoals aangegeven door het Bestuur. Het Bestuur kan tevens besluiten de fysiek aanwezige Leden in een Algemene Vergadering te laten stemmen via elektronische communicatiemiddelen.

In aanvulling hierop mag het Bestuur besluiten de Leden de mogelijkheid te verlenen aan de beraadslaging in een Algemene Vergadering via een elektronisch communicatiemiddel deel te nemen. Het Bestuur zal de (technische) procedure en vereisten voor elektronische bijwoning, elektronisch stemmen en/of elektronisch deelnemen aan de beraadslaging vastleggen.

17.2 Leden die volgens het Register van de Vereniging (zie artikel 5.5) nog niet hebben aangegeven in te stemmen met de procedure over elektronische communicatie (zie artikel 5.5), doch die de mogelijkheid willen gebruiken via een elektronisch communicatiemiddel deel te nemen en te stemmen in de Algemene Vergadering, dienen voordat de stem wordt ingediend en niet later dan vierentwintig (24) uur voor aanvang van de Algemene Vergadering aan te geven de procedure en vereisten te accepteren. Van dergelijke acceptatie zal aantekening worden gemaakt in het Register van de Vereniging (zie artikel 5.5).

17.3 De mogelijkheid tot bijwoning van, deelneming aan de beraadslaging en stemmen in een Algemene Vergadering via een elektronisch communicatiemiddel doet geen afbreuk aan het recht van een Lid om (altijd) fysiek aanwezig dan wel door een gevolmachtigde vertegenwoordigd te zijn in een Algemene Vergadering, met inachtneming van de voorwaarden van artikel 16. Als een Lid fysiek aanwezig is of door een gevolmachtigde vertegenwoordigd wordt in een Algemene

Vergadering, dan rust het stemrecht bij de aanwezige natuurlijke persoon in de Algemene Vergadering of bij de aanwezige gevolmachtigde.

Artikel 18 – Algemene Vergadering: Stemmen

18.1 Voor zover de Statuten of de wet niet anders bepalen, worden alle besluiten genomen met gewone meerderheid van de uitgebrachte stemmen, dat wil zeggen met meer dan vijftig procent (50%) van de uitgebrachte stemmen.

18.2 Indien het aantal voorgedragen kandidaten groter is dan het aantal vacatures, geschieden verkiezingen van personen als volgt. De stemgerechtigde rangschikt de kandida(a)t(en) in volgorde van zijn/haar voorkeur (eerste keus, tweede keus, et cetera). Indien na de eerste stemronde geen van de kandidaten de gewone meerderheid van de stemmen heeft verworven, valt de kandidaat met de minste stemmen af en alle stembriefjes van deze kandidaat worden herteld. De eerstvolgende voorkeur van elk van die stemmers wordt gebruikt om hun stem opnieuw toe te wijzen aan een van de overgebleven kandidaten. Dit proces wordt herhaald totdat één van de kandidaten op deze wijze een gewone meerderheid van de stemmen heeft verworven (Instant Runoff Voting).

Indien meer dan één persoon het minste aantal stemmen heeft ontvangen in een stemronde, wordt door loting beslist wie van deze personen niet meedoet aan de volgende ronde. Indien de stemmen staken in een verkiezing tussen twee personen, wordt door loting beslist wie wordt verkozen. Ingeval meerdere bestuurszetels vervuld dienen te worden, dan zal per te vervullen bestuurszetel een individuele stemprocedure plaatsvinden op basis van slechts één stemronde, waarin (1) alle stemmen voor alle bestuurszetels worden uitgebracht en (2) de voorkeur van de stemgerechtigde voor de kandidaten in dezelfde volgorde zal zijn voor elke zetel. Is een kandidaat gekozen voor een bestuurszetel, dan is deze kandidaat niet meer verkiesbaar voor een andere bestuurszetel.

Indien de kans bestaat dat een ondertekende verklaring van een voorgedragen kandidaat als bedoeld in artikel 9.2 (c) niet meer juist en volledig is doordat een winnaar van een zetel een Niet-Uitvoerende Bestuurder is geworden, dan zullen er extra verkiezingsprocessen plaatsvinden om deze kans af te dekken.

Als de ondertekende verklaring, zoals bedoeld in artikel 9.2 (c), van de winnaar van de zetel niet langer waar en juist is doordat een winnaar van de zetel in een eerder verkiezingsproces een Niet-Uitvoerende Bestuurder is geworden, vervalt deze winnaar met de niet langer waar en juist ondertekende verklaring. Het proces wordt herhaald zonder die kandidaat en de volgende voorkeur van elk van die kiezers wordt toegewezen aan een van de overgebleven kandidaten.

Dit proces wordt herhaald totdat een kandidaat, wiens ondertekende verklaring als bedoeld in artikel 9.2 (c) waar en juist blijft nadat de winnaars van de zetels in voorgaande verkiezingsprocessen Niet-Uitvoerende Bestuurders zijn geworden, een gewone meerderheid van stemmen behaalt.

18.3 Indien het voorgestelde besluit verschillende opties bevat, geschiedt de stemming als volgt. Het stemgerechtigd Lid rangschikt de opties in volgorde van zijn/haar voorkeur (eerste keus, tweede keus, et cetera). Indien na de eerste stemronde geen van de opties de gewone meerderheid van de stemmen heeft verworven, valt die optie met de minste stemmen af en alle stembriefjes van deze optie worden herteld. De daaropvolgende voorkeur van deze stembriefjes wordt gebruikt om hun stem opnieuw toe te wijzen aan een van de overgebleven opties. Dit proces van hertellen wordt herhaald totdat één van de opties op deze wijze een gewone meerderheid van de stemmen heeft verworven (Instant Runoff Voting). Indien meer dan één optie het minste stemmen heeft ontvangen in een stemronde, bepaalt het lot welke van deze opties niet meedoet aan de stemronde. Indien de stemmen staken in een verkiezing tussen twee opties, bepaalt het lot welke optie wordt verkozen.

18.4 Indien de stemmen staken, dan is het voorstel verworpen, tenzij de methode van Instant Runoff Voting, als bedoeld in de artikelen 18.2 en 18.3, wordt gebruikt.

18.5 De voorzitter besluit over de stemmethode. Er kan schriftelijk gestemd worden of per openbare handopsteking. Indien het een verkiezing van personen betreft of het stemmen plaatsvindt via het elektronische communicatiemiddel dan zal de stemming schriftelijk plaatsvinden. De voorzitter is gerechtigd om te bepalen dat ook de stemming ten aanzien van andere zaken schriftelijk zal geschieden. Schriftelijk als bedoeld in dit artikel geschiedt bij gesloten, ongetekende briefjes.

Besluitvorming bij acclamatie is mogelijk, tenzij een stemgerechtigde schriftelijke stemming of stemming via openbare handopsteking verlangt.

De voorzitter mag besluiten dat alle stemmen worden uitgebracht via het elektronisch communicatiemiddel in overeenstemming met de procedure en de voorwaarden zoals beschreven in artikel 17. Een inkomende stem via het elektronisch communicatiemiddel is slechts geldig indien deze stem is ontvangen gedurende de tijd die is opengesteld voor het stemmen via het elektronische communicatiemiddel tijdens de Algemene Vergadering. Wanneer een stem is ingediend, dan kan de stem niet meer worden aangepast.

18.6 Onthouding van stemmen en ongeldige stemmen worden geacht niet te zijn uitgebracht. Alle stemmen, geldig en ongeldig en alle onthoudingen, zullen worden genotuleerd.

Artikel 19 – Algemene Vergadering: Voorzitter. Secretaris. Notulen

19.1 De Algemene Vergaderingen worden geleid door de voorzitter van het Bestuur; indien de voorzitter van het Bestuur afwezig is zal de langst in functie zijnde Niet-Uitvoerende Bestuurder die ter vergadering aanwezig is, optreden als voorzitter.

19.2 Indien er geen voorzitter is aangewezen, overeenkomstig artikel 19.1, zal de Vergadering zelf in het voorzitterschap voorzien. Tot dat moment zal de in leeftijd oudste ter vergadering aanwezige natuurlijke persoon, die Lid is van de Vereniging of vertegenwoordiger is van een Lid van de Vereniging (als bedoeld in artikel 16.4 (b), (c) en (d)), optreden als voorzitter.

19.3 De voorzitter benoemt een secretaris die de notulen van de vergadering bijhoudt met de resultaten van de stemming, de in de Algemene Vergadering genomen besluiten en ook het verhandelde in de Algemene Vergadering. Binnen twee werkdagen na de Algemene Vergadering worden de conceptnotulen van de vergadering vastgesteld door de voorzitter en de secretaris en door hen ondertekend als bewijs van hun goedkeuring en vervolgens gepubliceerd op de website van de Vereniging.

19.4 De conceptnotulen van de vergadering zijn definitief en bindend, tenzij het Bestuur binnen drie weken na publicatie van de conceptnotulen een kennisgeving van betwisting van de inhoud van de conceptnotulen ontvangt die is ondertekend door ten minste honderd (100) Leden. De kennisgeving dient duidelijk en specifiek de bezwaren tegen de conceptnotulen te vermelden. Binnen drie weken na ontvangst van een kennisgeving neemt het Bestuur de bezwaren tegen de conceptnotulen in overweging en stelt de definitieve notulen van de vergadering vast, die bindend zijn. De definitieve notulen van de vergadering worden door de Bestuurders ondertekend als bewijs van hun goedkeuring en worden gepubliceerd op de website van de Vereniging binnen twee werkdagen nadat deze notulen definitief en bindend zijn geworden.

Artikel 20 – Algemene Vergadering: Besluitvorming buiten vergadering

20.1 Schriftelijke door de Leden buiten Vergadering genomen besluiten, hebben dezelfde rechtskracht als in Vergadering genomen besluiten, mits zulks geschiedt nadat het Bestuur daarvan op de hoogte is gesteld en met inachtneming van de bepalingen van deze Statuten en voorts met algemene stemmen van alle Leden.

20.2 Het Bestuur houdt van de aldus genomen besluiten aantekeningen.

Artikel 21 – Statutenwijziging en ontbinding

21.1 In deze Statuten kunnen geen wijzigingen worden gebracht anders dan door een besluit van de Algemene Vergadering, bij de oproeping waarvan is medegedeeld dat aldaar wijziging van de Statuten zal worden voorgesteld. De vorige volzin is van overeenkomstige toepassing op een besluit tot ontbinding Vereniging.

21.2 Degenen die zodanige oproeping hebben gedaan, moeten een afschrift van dat voorstel waarin de voorgedragen wijziging(en) woordelijk is/zijn opgenomen tenminste vier weken voor de Vergadering - op een daarvoor geschikte plaats - neerleggen ter inzage voor de Leden tot na de

afloop van de Vergadering. Bovendien wordt een afschrift als in de voorgaande zin bedoeld gelijktijdig met de in artikel 21.1 bedoelde oproeping Schriftelijk verzonden naar alle Leden.

21.3 Een besluit tot Statutenwijziging of ontbinding behoeft een meerderheid van ten minste twee derde van de uitgebrachte stemmen.

21.4 Een Statutenwijziging treedt niet in werking dan nadat daarvan een notariële akte is opgemaakt. Iedere Bestuurder is bevoegd deze akte te doen verlijden.

Artikel 22 – Vereffening

22.1 Op de vereffening van de Vereniging zijn de bepalingen van de Nederlandse wet van toepassing, in het bijzonder de bepalingen in artikel 2:19 BW: “Ontbinding”.

22.2 Indien van toepassing, zal het batig saldo na vereffening hetzij herverdeeld worden over de Leden, hetzij ondergebracht worden in een onafhankelijke stichting voor doeleinden ter ondersteuning van het internet of voor doeleinden die het meest in lijn liggen met de doelen van de Vereniging, zoals bepaald door de Algemene Vergadering.