RIPE NCC
RIPE NETWORK COORDINATION CENTRE

Proposed Amendments to the Articles of Association

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RIPE NCC Chief Legal Officer

New Board Structure

Official Role and Discrepancies

Current Official Roles

Executive Board

- Responsible for the management of the Association

Managing Director

- Has been delegated the management of the Association

Reality

Executive Board

- No executive role, no hands-on management of the Association
- Supervision of the Managing Director

Managing Director

- Responsible for the day-to-day management of the Association

Proposed Amendments

Board consisting of

- Non-Executive Board members, and Executive Board Members

Non Executive Board Members

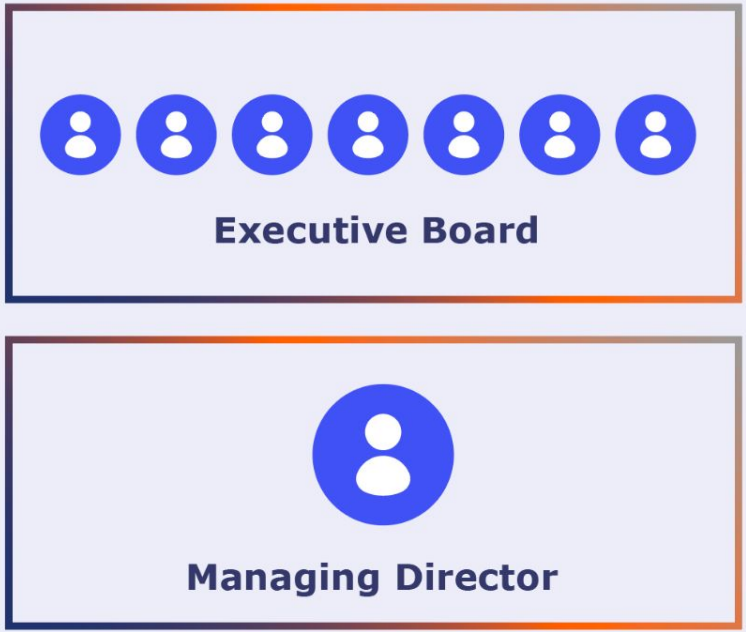
- Responsible for the supervision of the management

Executive Board Member

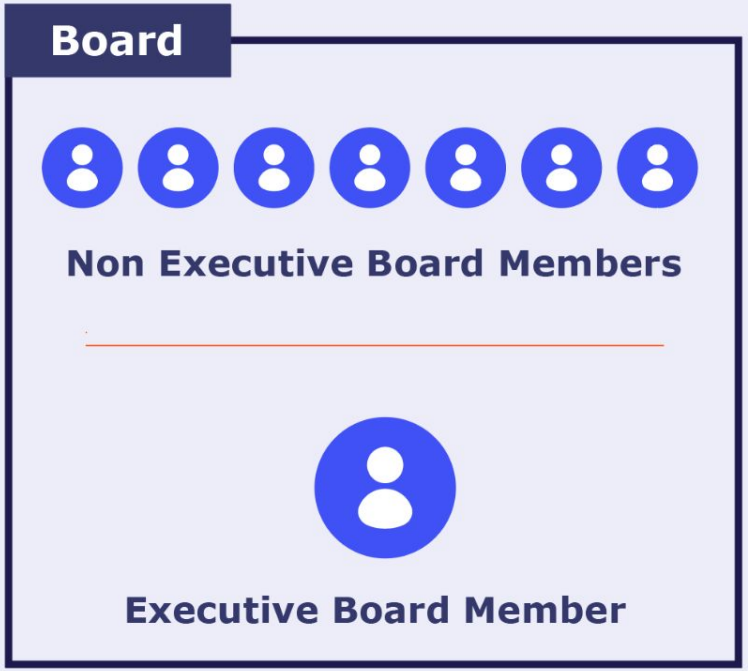
- Responsible for the management

Board Structure Change

Current Governance Structure



Proposed Governance Structure



What Changes (1)

The Bodies

Current Structure

Executive Board

- Three to Seven Executive Board Members
- Responsible for the management of the Association

Managing Director

- One to Three Directors (Management Team)
- Delegated the responsibility of the management of the Association
- Invited to all Executive Board meetings

*** Administration rules**

- Internal management regulations

Proposed Structure

Board

Non-Executive Board Members

- *Four* to Seven Members
- Responsible for the supervision of the management of the Association

Executive Board Members

- One to Three Members
- Responsible for the management of the Association
- *With voting rights*

*** Administration rules**

- Described in the AoA
- Further rules in internal management regulations TBD

What Changes (2)

Representation Rights

Current Structure

Executive Board

- Four Executive Board Members acting jointly represent the Association
- Representation powers *delegated* to the Managing Director

Managing Director

- *Limited representation rights based on Power of Attorney by the Executive Board*

Proposed Structure

Board

Non-Executive Board Members

- Four Non-Executive Board Members acting jointly represent the Association

Executive Board Member

- *Can represent the Association acting independently*
- Representation rights *may be limited* by resolution of the Non-Executive Board Members

What Changes (3)

In the Event of Lack of Board Authority

Current Structure

If all Executive Board member prevented from acting or all Executive Board seats vacant,

Managing Director

- Temporarily in charge of the Association
- Full authority to convene a General Meeting for elections

Proposed Structure

If all Non-Executive Board Members prevented from acting or all Non-Executive Board seats vacant,

- Executive Board Member temporarily in charge of the Association and obliged to convene a General Meeting for elections

If all Board Members prevented from acting or all Board seats vacant,

- General Meeting authorised to appoint one or more substitute Board members
- *At least five Members may convene such a General Meeting*

Summary of Practical Changes

Executive Board → Board (*including the CEO as the Executive Board Member*)

CEO *has a vote* for Board resolutions

CEO represents the association *by law* (subject to possible limitations by the rest of the Board)

If all Board Members prevented from acting or all Board seats vacant →

→five (5) RIPE NCC Members can convene a General Meeting to appoint substitute Board member(s)

What Does Not Change

Appointment, Suspension, Dismissal - Chair, Secretary, Treasurer

Current Structure

Executive Board

- Elected by the General Meeting
- May be suspended or dismissed by the General Meeting
- Chair, Secretary, Treasurer among them

Managing Director

- Appointed by the Executive Board
- May be suspended or dismissed by the Executive Board

Proposed Structure

Board

Non-Executive Board Members

- Elected by the General Meeting
- May be suspended or dismissed by the General Meeting
- Chair, Secretary, Treasurer among them

Executive Board Member

- Appointed by the Non-Executive Board Members
- May be suspended or dismissed by the Non-Executive Board Members

Other Changes

For legal accuracy and consistency purposes

- Dutch Civil Code → consistent use of DCC abbreviation
- Separate Annual Report from Financial Report
- Amsterdam → Municipality of Amsterdam
- Approval of Financial Report → Adoption of Financial Report
- Typos and accuracy improvements

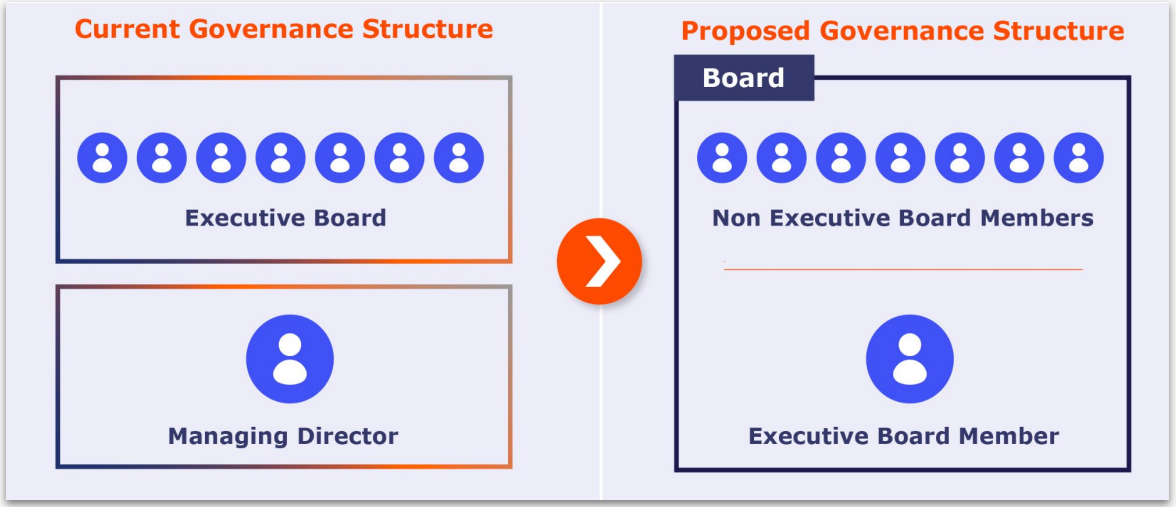
Better RIPE NCC Governance

Aligning current practice with legal framework

Remove ambiguity

Clarify responsibilities

Ensure that our Articles of Association accurately describe how the RIPE NCC is governed



Questions & Comments



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THANK YOU!