



Change to the RIPE NCC Articles of Association (AoA)

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Motivation for the change of the AoA

- Several of the articles conflict with recent changes to Dutch law
- Proxy GM voting and attendance to be aligned with Dutch law
- Addition to liquidation / settlement provision required, Dutch law
- Inconsistencies between the English and Dutch version



Approach to change the AoA

- Improve clarity of the AoA
- Improve structure of all the articles
- Align with actual current practice
- Use clear definitions to avoid misinterpretation
- Work from English version - with a sworn translator - to Dutch
- Legal support from lawyers



Legally required changes

- Provisions regarding e-mail convocation aligned with Dutch law (par 5.4 / 15.2)
- Arbitration procedure subject to approval of GM (par 12.4 / 15.5d)
- Separation discharge of EB / approval Fin. report (par. 15.3)
- Distinction External Proxy and internal representative (par. 16.3)
- Removed restriction on voting rights for group of companies
- Liquidation / settlement paragraph extended (par. 22.2)



Alignment with current practice

- Clarified persons authorised to attend GM (art. 5 / par 16.4)
- Clarified persons authorised to exercise voting rights at GM (art 5 / par. 16.5)
- No payment → no attendance at GM (par. 7.2)
- All publication on website (par. 8.4 / 15.1)
- Deleted voting committee reference (par. 10.1)
- Defined management team (par. 12.1)
- Send text of Draft budget and Draft Activity plan (par. 15.1)
- Voting method aligned with current practice (par. 17.6 / 17.8)



General improvements

- Definitions to avoid misinterpretations (Art. 1)
- Clarification of immediate termination by member (par. 6.3)
- Changed record keeping to legally required term (par. 13.6)
- Convocation of GM by Management in case of lack of authority by EB (par. 15.1)
- 2 Week term for (External) proxy (par. 16.3)
- Lowered proxy percentage to 1% (par. 16.8)



New in the Articles of Association

- Possibility to introduce “special membership” for non Contributors (par 4.4)
- Call GM solution in case of non existing EB (par. 15.1)
- Location of GM (par. 16.1)
- Verification of attendees of GM (par. 16.6)

Questions?