

## RIPE NCC Articles of Association – Proposed Amendments

### Resolution 1

#### Article 8 – Executive Board: General

Current provision	Proposed change
<p>8.2 The Executive Board of the Association shall consist of at least three and at most five 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.</p>	<p>8.2 The Executive Board of the Association shall consist of at least three and at most <del>five</del> <b>seven</b> 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.</p>
<p><b>Justification:</b> Currently, the maximum number of Executive Board members is five. The Board proposes to increase this number to a maximum of seven Board members to:</p> <ul style="list-style-type: none"> <li>• better reflect the changing composition of the RIPE NCC membership</li> <li>• have more specialist knowledge available to the Executive Board to handle specific areas</li> <li>• better handle the increased responsibility for the Executive Board in representing a growing membership with more diverse concerns and issues</li> </ul>	

Article 8 with proposed amendments:

*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.*

*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.*

*8.3 The Executive Board shall designate from its midst a chair, a secretary and a treasurer.*

*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.*

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

**Resolution 2**

Article 9 – Executive Board: Appointment, Suspension and Dismissal

Current provision	Proposed change
<p>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 and shall need the written support of at least five Members. If three weeks before the General Meeting the number of candidates nominated for appointment as referred to above does not exceed the number of vacancies, the Executive Board shall have to nominate one or more candidates for appointment so that the total number of proposed candidates shall exceed the number of Executive Board members to be appointed by the General Meeting.</p> <p>9.2 If the members or the Executive Board should fail to draw up a list of nominees within three months after the vacancy has occurred, the General Meeting may appoint a member of the Executive Board at its own discretion.</p>	<p>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 and shall need the written support of at least five Members. <b>If the number of nominees exceeds the number of vacancies, the General Meeting shall elect Executive Board members in accordance with Article 18.4.</b> <del>If three weeks before the General Meeting the number of candidates nominated for appointment as referred to above does not exceed the number of vacancies, the Executive Board shall have to nominate one or more candidates for appointment so that the total number of proposed candidates shall exceed the number of Executive Board members to be appointed by the General Meeting.</del></p> <p><del>9.2 If the members or the Executive Board should fail to draw up a list of nominees within three months after the vacancy has occurred, the General Meeting may appoint a member of the Executive Board at its own discretion.</del></p> <p>(All consecutive paragraphs in Article 9 will re-number in accordance with the removal of paragraph 9.2. So 9.3 becomes 9.2, etc.)</p>
<p><b>Justification:</b> Currently, the number of candidates nominated for the Executive Board seats must exceed the number of vacancies. If the number of candidates is equal to or smaller than the number of the vacancies, the Executive Board must nominate enough candidates to ensure an election takes place. Experience has shown that any nomination by the Executive Board for this purpose is purely symbolic. Therefore, it is proposed to eliminate this process. If the list of nominees has as many candidates as, or fewer candidates than, vacancies available, the General Meeting will vote on their appointment in accordance with Article 9.1 of the Articles of Association.</p>	

Article 9 with proposed amendments:

*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. If the number of nominees exceeds the number of vacancies, the General Meeting shall vote on the appointment of Executive Board members in accordance with Article 18.4.*

*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. He/she 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.*

*9.3 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.*

*9.4 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.*

*9.5 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.*

*9.6 If a member of the Executive Board is appointed to an interim vacancy, then in derogation of paragraph 9.6 membership shall terminate at the end of the Annual Meeting in the third calendar year after the year in which his/her predecessor was appointed.*

*9.7 If a member of the Executive Board is appointed to a vacancy which was not filled prior to his/her appointment, then in derogation of paragraph 9.6 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 in the Executive Board shall end by a three months notice of termination by this Executive Board member or by his/her death.*

**Resolution 3**

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

Current provision	Proposed change
<p>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 submit proof of their identity, no later than 24 hours before the General Meeting.</p>	<p>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 <b>identify themselves by means as specified by the Executive Board in accordance with Article 17.1</b><del>submit proof of their identity, no later than 24 hours before the General Meeting.</del></p>
<p><b>Justification:</b> Identifying those that have the right to vote is a requirement by Dutch law. But the requirement to submit proof of identity appears to be overly bureaucratic. By amending this provision, the RIPE NCC will be able to use other means of identification, such as through the LIR Portal authentication mechanism.</p>	

Article 16 with proposed amendments:

*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 he/she has 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 paragraph 16.4. Supporters as defined in Article 1 shall be entitled to attend the General Meeting as observers, without voting rights. The chair of the General Meeting shall decide on the admittance of other persons.*

*16.3 Members and Supporters who wish to attend the Meeting shall notify the Executive 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 he/she is duly authorised to attend the General Meeting on behalf of the Member;*
- e. a proxy as stated in the notification referred to in paragraph 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 he/she is 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 paragraph 16.3;*
- d. an employee or director who submits proof before the commencement of the General Meeting that he/she is duly authorised to exercise the voting rights for said Member;*
- e. a proxy as stated in the notification referred to in paragraph 16.3 and who 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 Executive 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 paragraph 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 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.*