



RIPE NCC

RIPE NETWORK COORDINATION CENTRE

Discharge of the RIPE NCC Executive Board

Athina Fragkouli | RIPE NCC General Meeting | 22 May 2024

Executive Board Duties



- The duties arise from:
 - The law
 - The Articles of Association
 - Internal procedures/policies
 - Principles of corporate good faith
- All duties must be performed “properly”
 - For the best benefit of the RIPE NCC

Executive Board Duties



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If the Executive Board does not perform their duties properly, they are exposed to ***liability***

What is Liability



- Being legally responsible
- If someone has damages because the EB did not perform their duties properly, the EB is responsible

If the Executive Board does not perform their duties properly, they are exposed to ***liability***

EB Liability



Internal Liability

Liability towards the Association
For mismanagement or actions that damage the RIPE NCC
as a whole (not individual members)

External Liability

Liability towards external parties or individual members
For actions that damage them individually

EB Liability



Internal Liability

Liability towards the Association
For mismanagement or actions that damage the RIPE NCC
as a whole (not individual members)

External Liability

Liability towards external parties or individual members
For actions that damage them individually

- Not personally liable for the activities of the association - capital of the association
 - But there are certain exceptions
- Jointly liable for EB activities during their term
- EB can be discharged by a GM decision

Discharge of the Executive Board



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- Releasing the EB from being legally responsible

Discharge of the Executive Board



Internal Liability

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- Releasing the EB from being legally responsible

ONLY regarding activities as
described in the Annual/
Financial Report

ONLY regarding the EB as a
whole



Discharge does not include

- Actions taken outside the scope of the EB duties
- Actions or failures to act that are not clearly stated in the Annual/Financial Report
- Liability towards external parties (including individual members)
- The EB may still be liable for gross negligence or wilful misconduct or absence of good faith in the execution of their duties

If EB is discharged



- The EB is not legally responsible for damages:
 - towards the RIPE NCC as an association (not towards individual members)
 - caused by actions that are clearly stated in the Annual/Financial Report 2023

In Short



By discharging the EB, you say that their actions as described in the Annual/Financial Report 2023 *have not damaged* the association



Questions

