

Articles of Association – Proposed changes

Article 1 – Definitions

<i>Current version</i>	<i>Proposed version</i>
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).	In writing <u>In Writing</u> – 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).
Justification: Definitions in Art.1 refer to capitalised terms; it makes more sense to have “Writing” in capital letters too, as this is the crucial term.	

<i>Current version</i>	<i>Proposed version</i>
Members – candidate, full or special members of the RIPE NCC as referred to in article 4 of these Articles of Association. A Contributor is a Member, except in the situations mentioned in paragraph 4.1 of these Articles of Association.	Members – candidate; or full or special members of the RIPE NCC as referred to in article 4 of these Articles of Association. A Contributor is a Member, except in the situations mentioned in paragraph 4.1 of these Articles of Association.
Justification: The status of “special” membership is not necessary as there is the opportunity for non-members to become “RIPE NCC supporters” with the right to attend but without voting rights.	

<i>Current version</i>	<i>Proposed version</i>
	Supporter – the legal entity or natural person who has entered into an agreement with RIPE NCC to make annual donations to support the RIPE NCC (supporter agreement).
Justification: To define “ Supporters”, following from last years set up for Supporters.	

Article 4 – Membership: candidate and full members

<i>Current version</i>	<i>Proposed version</i>
Membership: candidate, full and special members 4.4 The General Meeting may decide that a “special” membership of the Association is open for legal entities and natural persons who are not Contributors.	Membership: candidate; <u>and full and special</u> members 4.4 The General Meeting may decide that a “special” membership of the Association is open for legal entities and natural persons who are not Contributors.
Justification: The status of “special” membership is not necessary as there is the opportunity for non-members to become “RIPE NCC supporters”.	

Article 5 – Membership: Register

<i>Current version</i>	<i>Proposed version</i>
<p>5.3 Members shall notify the Association of the authorised person(s) as referred to in paragraph 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.</p> <p>5.4 Every Member shall notify the Association 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 Association for sending convocations for a General Meeting.</p>	<p>5.3 Members shall notify the Association <u>Executive Board</u> of the authorised person(s) as referred to in paragraph 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.</p> <p>5.4 Every Member shall notify the Association <u>Executive Board</u> 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 Association <u>Executive Board</u> for sending convocations for a General Meeting.</p>
<p>Justification: According to Art. 5.1 “the Executive Board shall keep a Register...”.</p>	

<i>Current version</i>	<i>Proposed version</i>
	<p><u>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.</u></p>
<p>Justification: To introduce that the member agrees to the different conditions for electronic voting and to register natural persons.</p>	

Article 6 – Membership: End of Membership

<i>Current version</i>	<i>Proposed version</i>
<p>6.1 Membership shall end:</p> <ul style="list-style-type: none"> 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; 	<p>6.1 Membership shall end:</p> <ul style="list-style-type: none"> 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;

<p>c by notice of termination by the Member in accordance with this article; d upon termination of the Standard Service Agreement with the Association.</p>	<p>c by notice of termination by the Member in accordance with this article; d <u>by notice of termination</u> upon termination of the Standard Service Agreement with the Association. <u>e by notice of termination if the Membership is no longer possible due to legal or statutory restrictions; or</u> <u>f if the Member is a natural person: by notice of termination upon the person becoming an employee of the Association</u></p>
<p>Justification: This has been added in order for this paragraph to be consistent with paragraph 4.1.</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership.</p> <p>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.</p>	<p>6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership.</p> <p>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.</p> <p><u>In the event the Membership is terminated pursuant to paragraph 6.1 e or 6.1 f, notice of termination may be given with immediate effect.</u></p>
<p>Justification: To be able to immediately terminate the membership in the cases mentioned in paragraph 6.1 e and 6.1f.</p>	

Article 8 – Executive Board: General

<i>Current version</i>	<i>Proposed version</i>
<p>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.</p>	<p>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 <u>Writing</u> as soon as possible after the meeting.</p>
<p>Justification: The term “in writing” must be capitalised for having the meaning mentioned in Art.1</p>	

Article 9 – Executive Board: Appointment, Suspension and Dismissal

<i>Current version</i>	<i>Proposed version</i>
9.4 A member of the Executive Board may be suspended or dismissed by the General Meeting at any time, even if he/she has been appointed for a definite period of 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 A member of the Executive Board may be suspended or dismissed by the General Meeting at any time, even if he/she has been appointed for a definite period of 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.
Justification: The members of the Executive Board are always appointed for a definite period of time.	

<i>Current version</i>	<i>Proposed version</i>
9.9 Furthermore, membership in the Executive Board shall end by notice of termination by an Executive Board member or by his/her death.	9.9 Furthermore, membership in the Executive Board shall end by <u>a three months</u> notice of termination by <u>an this</u> Executive Board member or by his/her death.
Justification: A timeframe for the notice of termination is important to avoid an unexpected “last minute” notice. The Executive Board Member to which the end of membership refers must give the notice.	

Article 10 – Executive Board: Authority and Representation

<i>Current version</i>	<i>Proposed version</i>
10.5 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.	10.5 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 <u>Writing</u> .
Justification: The term “in writing” must be capitalised to have the meaning mentioned in Art.1	

Article 11 – Approval of Resolutions of the Executive Board

<i>Current version</i>	<i>Proposed version</i>
11.1 The General Meeting shall be authorised to subject resolutions of the Executive Board - other than those mentioned in paragraph 10.3 - to its approval. These resolutions shall be clearly specified and notified to the Executive Board in writing.	11.1 The General Meeting shall be authorised to subject resolutions of the Executive Board - other than those mentioned in paragraph 10.3 - to its approval. These resolutions shall be clearly specified and notified to the Executive Board In <u>Writing</u> .
Justification: The term “in writing” must be capitalised to have the meaning mentioned in Art.1	

Article 12 – Management Team

<i>Current version</i>	<i>Proposed version</i>
<p>12.4 There is an arbitration procedure in place for the settlement of disputes between Contributors and/or 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.</p> <p>The Executive Board may amend the arbitration procedure, but only after the change has been approved by the General Meeting.</p>	<p>12.4 There is an arbitration procedure in place for the settlement of disputes between Contributors and/or 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.</p> <p>The Executive Board may amend <u>appoint new arbiters to the arbitration pool and propose changes to</u> the arbitration procedure. only after the change has been approved by <u>The authority to approve new arbiters or to change the arbitration procedure is vested in</u> the General Meeting.</p>
<p>Justification: This to align the Articles of Association and the Arbitration Procedure and to clarify the procedure.</p>	

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

<i>Current version</i>	<i>Proposed version</i>
<p>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.</p>	<p>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. <u>Supporters as defined in Article 1 shall be entitled to attend the General Meeting as observers, without voting rights.</u></p>
<p>Justification: To give Supporters attendance rights.</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>16.3 Members who wish to attend the Meeting shall notify the Executive Board hereof no later than two weeks before the Meeting.</p> <p>If the Member at this Meeting:</p> <p>* 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;</p> <p>* is to be represented by a proxy, the notification shall state the name and address of the proxy. An employee of the Association cannot be a proxy.</p>	<p>16.3 <u>Members and Supporters</u> who wish to attend the Meeting shall notify the Executive Board hereof no later than two weeks before the Meeting.</p> <p>If the Member at this Meeting:</p> <p>* 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;</p> <p>* is to be represented by a proxy, the notification <u>has to be submitted no later than two weeks before the Meeting and</u> shall state the name and address of the proxy. An employee of the Association cannot be a proxy.</p>
<p>Justification: This change is determined by fact that Members can always attend, according to Dutch law. Supporters will have the same attendance rights as Members.</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>16.4 The right to attend a General Meeting is limited to:</p> <p>a. in the case of a Member/natural person: the Member;</p> <p>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);</p> <p>c. the employee(s) of the Member as stated in the notification referred to in article 16.3;</p> <p>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;</p> <p>e. a proxy as stated in the notification referred to in paragraph 16.3;</p> <p>f. other persons admitted by the chair of the General Meeting.</p>	<p>16.4 The right to attend a General Meeting is limited to:</p> <p>a. in the case of a Member/natural person: the Member;</p> <p>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);</p> <p>c. the employee(s) of the Member as stated in the notification referred to in article 16.3;</p> <p>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;</p> <p>e. a proxy as stated in the notification referred to in paragraph 16.3;</p> <p><u>f. in the case of a Supporter/natural person: the Supporter;</u></p> <p><u>g. an employee or director of the Supporter who submits proof before the</u></p>

	<p><u>commencement of the General Meeting that he/she is duly authorised to attend the General Meeting on behalf of the Supporter;</u> <u>f-h</u> other persons admitted by the chair of the General Meeting.</p>
<p>Justification: This change is to clarify the natural persons permitted to attend the GM on behalf of a Supporter.</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>16.5 The right to exercise voting rights at a General Meeting is limited to the following natural persons:</p> <ol style="list-style-type: none"> 1. in the case of a Member/natural person: the Member; 2. 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); 3. 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; 4. 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; 5. a proxy as stated in the notification referred to in paragraph 16.3. <p>If there are two or more persons entitled to vote present for one Member at a General Meeting, the person first present at the Meeting shall be deemed to have the right to vote for that Member.</p>	<p>16.5 The right to exercise voting rights at a General Meeting is limited to the following natural persons:</p> <ol style="list-style-type: none"> 1. in the case of a Member/natural person: the Member; 2. 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); 3. 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 <u>paragraph</u> 16.3; 4. 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; 5. a proxy as stated in the notification referred to in paragraph 16.3 <u>and who physically attends the General Meeting.</u> <u>Proxy are not entitled to vote by electronic means.</u> <p>If there are two or more persons entitled to vote present for one Member at a General Meeting, the person first present at the Meeting shall be deemed to have the right to vote for that Member.</p>
<p>Justification: Alignment with 16.4 and with the new electronic voting procedure. Proxy voting will only be allowed in case of physical attendance at the General Meeting.</p>	

<i>Current version</i>	<i>Proposed version</i>
16.6 All natural persons who wish to attend the General Meeting and/or to exercise the right to vote may be required to submit proof of their identity.	16.6 All natural persons who wish to attend the General Meeting and/or to exercise the right to vote <u>at the General Meeting</u> may be required to submit proof of their identity. <u>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 two weeks before the General Meeting.</u>
Justification: This change is determined by the new electronic voting procedure.	

Article 17 [NEW] – Electronic Participation and voting

<i>Current version</i>	<i>Proposed version</i>
	<p><u>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. 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. The right to vote through electronic means shall only apply to Executive Board member elections</u></p> <p><u>2. Members who are not yet registered as such in the Register of Members of the Association (see paragraph 5.5) who wish to use the possibility to participate in the General Meeting and vote through electronic means must express their agreement with the procedure and the requirements no later than two weeks before the General Meeting. Such agreement will be recorded in the Register of Members of the Association (see paragraph 5.5).</u></p> <p><u>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)</u></p>

	<p><u>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 him, respectively.</u></p>
<p>Justification: This change is determined by the new electronic voting procedure.</p>	

Article 17 Article 18 – General Meeting: Voting

<i>Current version</i>	<i>Proposed version</i>
<p>17.2 The chair's decision on the result of a vote as pronounced at the General Meeting shall be final and binding. The same shall apply to the chair's decision as pronounced at the General Meeting on the content of an adopted resolution insofar as the Meeting voted on a proposal not recorded in writing in a General Meeting at which all the Members of the Association are present or represented, as meant in paragraph 15.9.</p> <p>17.3 If, however, the correctness of that decision as mentioned in paragraph 17.2 is challenged immediately after its pronouncement, a new vote shall be taken if so desired by the absolute majority at the Meeting or, if the original vote was not taken per capita or by ballot, by someone present who was entitled to vote. As a result of such a new vote the original vote shall be void.</p>	<p><u>18.2</u> The chair's decision <u>verdict</u> on the result of a vote as pronounced at the General Meeting shall be final and binding. The same shall apply to the chair's decision <u>verdict</u> as pronounced at the General Meeting on the content of an adopted resolution insofar as the Meeting voted on a proposal not recorded In writing <u>Writing</u> in a General Meeting at which all the Members of the Association are present or represented, as meant in paragraph 15.9.</p> <p><u>18.3</u> If, however, the correctness of that decision <u>verdict</u> as mentioned in paragraph 17.2 <u>18.2</u> is challenged immediately after its pronouncement, a new vote shall be taken if so desired by the absolute majority at the Meeting or, if the original vote was not taken per capita or by ballot, by someone present who was entitled to vote. As a result of such a new vote the original vote shall be void.</p>
<p>Justification: Checked against the Dutch translations and this English translation matches better. Also the chair does not decide but rather announces the verdict of the decision. The term "in writing" must be capitalised to have the meaning mentioned in Art.1</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>17.4 If in an election of persons an absolute majority is not obtained, a second free vote shall be taken. If again an absolute majority is not obtained, further votes shall be taken until either one person has obtained an absolute</p>	<p><u>18.4</u> If it is an election of persons an absolute majority is not obtained, a second free vote shall be taken. If again an absolute majority is not obtained, further votes shall be taken until either one person has obtained an absolute</p>

<p>majority or until the election is between no more than two persons, who both receive an equal number of votes. In the event of such further elections (not including the second free vote), each election shall be between the persons who participated in the preceding election, but with the exclusion of the person who received the smallest number of votes in that preceding election.</p> <p>If more than one person received the smallest number of votes in that preceding election, it shall be decided by drawing lots which of these persons shall not participate in the new election. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.</p>	<p>majority or until the election is between no more than two persons, who both receive an equal number of votes. In the event of such further elections (not including the second free vote), each election shall be between the persons who participated in the preceding election, but with the exclusion of the person who received the smallest number of votes in that preceding election. <u>the following method is used.</u> <u>The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.).</u> <u>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.</u> <u>This process is repeated until a candidate achieves an absolute majority vote ("Instant Run off Voting").</u></p> <p>If more than one person received the smallest number of votes in a preceding election <u>voting round</u>, it shall be decided by drawing lots which of these persons shall not participate in the new election <u>following round</u>. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.</p> <p><u>In the case of multiple seat elections there will be a separate election process for each seat. The winner of a seat will not be eligible for another seat.</u></p>
<p>Justification: To introduce instant run-off voting.</p>	

<i>Current version</i>	<i>Proposed version</i>
<p>17.6 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 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 ballot papers.</p>	<p><u>18.6</u> The chair shall decide on the method of voting in accordance with this paragraph. A vote may be taken by ballot or by a show of hands. If it concerns an election of persons 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.</p>

<p>Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by roll-call.</p>	<p>Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by roll-call <u>ballot or by show of hands.</u></p> <p><u>Each Member has the option to vote either at the General Meeting or by sending a ballot by electronic means to the Association. An incoming ballot by electronic means shall be valid only if received during the allotted time for the elections at the General Meeting.</u></p>
<p>Justification: This change is determined by the new electronic voting procedure.</p>	

Article 19 Article 20 – General Meeting: Passing of Resolutions Without Holding a Meeting

<i>Current version</i>	<i>Proposed version</i>
<p>19.1 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.</p>	<p><u>20.1</u> All resolutions adopted In writing <u>Writing</u> 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.</p>
<p>Justification: The term “in writing” must be capitalised to have the meaning mentioned in Art.1</p>	

Article 20 Article 21 – Amendment of the Articles of Association and Dissolution

<i>Current version</i>	<i>Proposed version</i>
<p>20.2 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 paragraph 20.1.</p>	<p><u>21.2</u> 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 <u>Writing</u> simultaneously with the notice as referred to in paragraph 20.1 <u>21.1</u>.</p>
<p>Justification: The term “in writing” must be capitalised for having the meaning</p>	

mentioned in Art.1