

## RIPE NCC Articles of Association – Proposed Amendments

**The Article 12 amendment will be voted on as Resolution 2 in the RIPE NCC General Meeting.**

### Article 12 – Management Team

Current provision	Possible amendment
<p>12.4 There is an arbitration procedure in place for the settlement of disputes between 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 appoint new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.</p>	<p>12.4 There is an arbitration procedure in place for the settlement of disputes between 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 <b>propose</b> appoint new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.</p>
<p><b>Justification:</b> This adds some clarification to the process and highlights that the General Meeting has the final word on the appointment of new arbiters.</p>	

**The Article 13 amendment will be voted on as Resolution 3 in the RIPE NCC General Meeting.**

### Article 13 – Financial Year. Financial Report. Annual Report

Current provision	Possible amendment
<p>13.4 The Executive Board shall submit the Financial Report and Audit Report for the approval of the Annual Meeting. These documents shall be signed by the members of the Executive Board; if one or more signatures are missing, this shall be stated giving the reason(s).</p>	<p>13.4 The Executive Board shall submit the Financial Report and Audit Report <del>to for the approval of the</del> Annual Meeting. <b>The Financial Report is subject to approval by the Annual Meeting.</b> These documents shall be signed by the members of the Executive Board; if one or more signatures are missing, this shall be stated giving the reason(s).</p>
<p><b>Justification:</b> The Audit Report does not have to be approved by the General Meeting (Annual Meeting) according to the Dutch law.</p>	

**The Article 18 amendment will be voted on as Resolution 4 in the RIPE NCC General Meeting.**

### Article 18 – General Meeting: Voting

Current provision	Possible amendment
<p>18.2 The chair's verdict 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 verdict 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>18.3 If, however, the correctness of that verdict as mentioned in paragraph 18.2 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</p>	<p>18.2 The chair's verdict 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 verdict 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>18.3 If, however, the correctness of that verdict as mentioned in paragraph 18.2 is challenged immediately after its pronouncement, a new vote shall be taken if so desired by the absolute majority <b>of those registered to vote at the Meeting. The decision about the taking of a new vote cannot be</b></p>

entitled to vote. As a result of such a new vote the original vote shall be void.	<b>challenged. The new vote shall be taken at the next Meeting at the Meeting or, if the original vote was not taken per capita or by ballot, by someone present who was entitled to vote.</b> As a result of such a new vote the original vote shall be void.
<b>Justification:</b> Currently, the procedure to challenge the verdict does not clearly take into account RIPE NCC members voting remotely. It is proposed that the verdict can be challenged if there is an absolute majority of those members entitled to vote at the General Meeting, not just physical attendees at the General Meeting. In order to facilitate the members voting remotely, the new vote would take place at the next General Meeting.	

## RIPE NCC Articles of Association (2018 with all proposed amendments highlighted)

### Translation

In this translation, an attempt has been made to be as literal as possible without jeopardising the overall continuity. To guarantee a high quality translation with as little room as possible for differences in interpretation a District Court sworn translator has executed the translation. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

### Article 1 – Definitions

In these Articles of Association the following capitalised terms shall have the following meanings. Wherever reference is made to documents drafted in the English language only the English title of these documents has been used:

- **Activity Plan** – the annual plan stating the Vision and Focus of the association as well as its current activities and the new activities for the coming year.
- **Annual Meeting** – the annual General Meeting as referred to in paragraph 14.2 of these Articles of Association.
- **Annual Report** – the report as stated in section 2:391 of the Dutch Civil Code (“DCC”; *jaarverslag*), including the Financial Report.
- **Audit Report** - the certificate in respect of the correctness of the Financial Report as referred to in section 2:393(5) DCC issued by an accountant as referred to in section 2:393(1) DCC.
- **Charging Scheme** – the document stating the annual contribution (service fee) to be paid by the Members.
- **Financial Report** – the report as stated in section 2:361 DCC (*jaarrekening*), including the balance sheet, statement of income and expenditure and the (explanatory) notes.
- **General Meeting** – the meeting of the Members of the Association as referred to in article 14 of these Articles of Association.
- **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).
- **Members** – candidate or full members of the association as referred to in article 4 of these Articles of Association.
- **Standard Service Agreement (SSA)** – the agreement entered into between the association and a Member
- **Supporter** – the legal entity or natural person who has entered into an agreement with association to make annual donations to support the association (supporter agreement).

### Article 2 – The Association: Name and Seat

2.1 The name of the Association is:

**Réseaux IP Européens Network Coordination Centre (RIPE NCC).**

The name of the Association may be abbreviated to RIPE NCC.

2.2 The official seat of the Association is in Amsterdam, the Netherlands.

### Article 3 – The Association: Objective

The objective of the Association is to perform activities for the benefit of the Members, primarily activities that the Members need to organize as a group. This object can be sub-divided into the following activities:

- Registration Activities related to the role of the Association as Regional Internet Registry;
- Co-ordination Activities, including the support of the stable operation of the Internet;
- Administration Activities, including all regular reports and administrative support as well as all other general administrative tasks which cannot be attributed to a specific activity;
- New Activities, including all activities which are necessary to react to the rapidly changing world of the

Internet; and to do all that is connected therewith or may be conducive thereto, all this in the widest sense of the word. Making profit is not an object of the Association.

**Article 4 – Membership: candidate and full members**

- 4.1 Legal entities or natural persons who have entered into the Standard Service Agreement with the association shall become candidate members of the Association. Employees of the Association are not allowed to be a member of the Association or to enter into the Standard Service Agreement with the Association.
- 4.2 After a period of six (6) months the candidate membership of the Association shall be converted into full membership.
- 4.3 If in these Articles of Association the terms Membership and Members are used, they shall also be understood to mean candidate membership and candidate members, unless otherwise stated.

**Article 5 – Membership: Register**

- 5.1 The Executive Board shall keep a Register in which the names and addresses of all Members are recorded, stating the date on which the Standard Service Agreement was signed, on which date their Membership started.
- 5.2 The Register as mentioned in paragraph 5.1 will record which natural person/persons is/are duly authorised to:
  - a. represent the Member at the General Meeting;
  - b. serve as the Member's Administrative Contact;
  - c. serve as the Member's Technical Contact.
- 5.3 Members shall notify the Executive Board 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.
- 5.4 Every Member shall notify the Executive Board 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 Executive Board for sending convocations for a General Meeting.
- 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.

**Article 6 – Membership: End of Membership**

- 6.1 Membership shall end:
  - 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;
  - c. by notice of termination by the Member in accordance with this article;
  - d. by notice of termination upon termination of the Standard Service Agreement with the Association;
  - e. by notice of termination if the Membership is no longer possible due to legal or statutory restrictions; or
  - f. if the Member is a natural person: by notice of termination upon the person becoming an employee of the Association.
- 6.2 The Association may give notice of termination of Membership if the Association cannot reasonably be required to continue the Membership.

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.

In the event the Membership is terminated pursuant to paragraph 6.1 e or 6.1f, notice of termination may be given with immediate effect.
- 6.3 Notice of termination of Membership by a Member may only be given with three months' notice. However, said Member can terminate his Membership with immediate effect (by notice of termination) if the Member cannot reasonably be required to continue the Membership.
- 6.4 If the applicable notice period as referred to in the provisions of the preceding paragraphs is not observed, the Membership shall terminate at the earliest time possible after the date on which notice was given.
- 6.5 A Member may immediately terminate his Membership without observing any period of notice within one month after having become aware or after having been notified of a resolution restricting his rights or increasing his obligations, in which case the resolution shall not apply to him. However, the Members shall not have such right to immediately terminate their Membership within one month if it concerns a resolution which alters the rights and obligations relating to the annual contribution (service fee).
- 6.6 If Membership ends in the course of a financial year of the Association, the annual contribution shall nevertheless remain due by the Member in full.

#### **Article 7 – Membership: Contribution and Obligations**

- 7.1 The Members shall be obliged to pay an annual contribution pursuant to the Charging Scheme as referred to in the Standard Service Agreement. Each Charging Scheme adopted by the General Meeting shall continue to apply until a new Charging Scheme has been adopted.
- 7.2 Failure to pay (part of) the annual contribution will automatically result in suspension of the Member, during which period the Member cannot attend the General Meeting nor exercise his voting rights.
- 7.3 The Executive Board may attach obligations to the Membership of the Association, provided that these obligations contribute to the realisation of the objects of the Association.

#### **Article 8 – Executive Board: General**

- 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.

#### **Article 9 – Executive Board: Appointment, Suspension and Dismissal**

- 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 elect 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 9.5 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 9.5 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.

#### **Article 10 – Executive Board: Authority and Representation**

- 10.1 The Executive Board shall have full authority provided there are at least two members of the Executive Board left. If there are fewer than three members left, the Executive Board shall as soon as possible convene a General Meeting at which one or more new Executive Board members shall be appointed.

- 10.2 The Executive Board may, at its own discretion, consult the Members about any decisions it plans to take.
- 10.3 Subject to the prior approval of the General Meeting the Executive Board has authority to enter into agreements to purchase, dispose of or encumber registered property or to enter into agreements whereby the Association commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party. The said approval shall also apply to the authority to represent the Association in respect of such acts.
- 10.4 The authority to represent the Association shall be vested in the Executive Board. Two members of the Executive Board, acting jointly, shall also be authorised to represent the Association. However, in all matters in which the Association has a conflict of interest with one or more members of the Executive Board, the General Meeting may designate one or more persons in order to represent the Association.
- 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.

#### **Article 11 – Approval of Resolutions of the Executive Board**

- 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.
- 11.2 The lack of approval as referred to in paragraph 11.1 does not affect the representative authority of the Executive Board or its members.

#### **Article 12 – Management Team**

- 12.1 The Executive Board shall appoint a Management Team consisting of one or more Managing Directors who shall be employed by the Association.
- 12.2 The Executive Board shall delegate to the Management Team all operational decisions with respect to the Standard Service Agreements. The Management Team shall be authorised to suspend a member if the member does not fulfil their obligations according to the Standard Service Agreement.
- 12.3 The Executive Board may delegate other powers to the Management Team and give a limited power to one or more members of the Management Team to represent the Association.
- 12.4 There is an arbitration procedure in place for the settlement of disputes between 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.  
The Executive Board may propose new arbiters to the arbitration pool, propose the dismissal of current arbiters and propose changes the arbitration procedure. The authority to approve new arbiters, to dismiss current arbiters or to change the arbitration procedure is vested in the General Meeting.
- 12.5 The Management Team will be invited to attend the meetings of the Executive Board.
- 12.6 The remuneration and further conditions of employment for each member of the Management Team shall be determined by the Executive Board.
- 12.7 The Executive board may lay down regulations regarding the duties of the Management Team or the individual members of the Management Team.

#### **Article 13 – Financial Year. Financial Report. Annual Report**

- 13.1 The financial year of the Association shall coincide with the calendar year.
- 13.2 The Executive Board shall keep notes in respect of the financial position of the Association in such a manner that the rights and obligations of the Association can be ascertained at any time.
- 13.3 At the Annual Meeting the Executive Board shall submit an Annual Report on the course of business of the Association and on the policy conducted.
- 13.4 The Executive Board shall submit the Financial Report and Audit Report to the Annual Meeting. The Financial Report is subject to approval by the Annual Meeting. These documents shall be signed by the members of the Executive Board; if one or more signatures are missing, this shall be stated giving the reason(s).
- 13.5 After expiration of the period as referred to in paragraph 14.2, any Member of the Association may commence legal proceedings against all the members of the Executive Board in order to enforce the obligations as stated in paragraph 13.3 and 13.4.
- 13.6 The Executive Board shall keep the records referred to in this article for the legally required period.

#### **Article 14 – General Meeting: General Meetings. Annual Meetings. Extraordinary General Meetings**

- 14.1 All powers of the Association not conferred in other constituent bodies by law or by these Articles of

Association shall be vested in the General Meeting.

14.2 The Annual Meeting shall be held within six months after the end of the financial year. If the General Meeting has decided to extend this period pursuant to the provisions of paragraph 15.5(a), the Annual Meeting shall be held no later than on the day on which the period of extension ends.

14.3 Extraordinary General Meetings shall be held as often as the Executive Board deems necessary.

#### **Article 15 – General Meeting: Convocations. Agenda. Resolutions**

15.1 The Executive Board shall send the convocations for the General Meeting, including the agenda containing the subjects for the General Meeting, a URL to the verbatim text of the proposed resolutions and, if applicable, the draft Activity Plan and draft budget, to the Members at least four weeks before the Meeting. In the event the Executive Board does not have full authority under paragraph 10.1 of these Articles of Association, the authority to convoke a meeting shall be vested in the Management Team.

15.2 General Meetings shall be convened by the Executive Board by e-mails sent to the e-mail addresses as recorded in the Register (see article 5).

15.3 The agenda for the Annual Meeting shall include the following subjects:

- a. the adoption of the Financial Report;
- b. the discharge of the Executive Board with regard to its actions as they appear from the Annual Report;
- c. the filling of any vacancies in the Executive Board.

15.4 The following subjects shall be placed on the agenda for the Annual Meeting or on the agenda for another General Meeting to be held in the same calendar year:

- a. a discussion of the draft Activity Plan and draft budget after a presentation by the Executive Board;
- b. the adoption of the Charging Scheme with respect to the coming financial year upon proposal of the Executive Board;
- c. a discussion of the policy and the quality of services (to be) rendered by the Association.

15.5 If applicable, the agenda for the Annual Meeting or another General Meeting shall also include the following subjects:

- a. the extension of the period within which the Executive Board shall submit the Annual Report (as referred to in paragraph 14.2), which shall also constitute an extension of the period within which the Annual Meeting - at which the Annual Report is to be submitted - shall be held;
- b. the filling of any vacancies in the Executive Board;
- c. upon proposal by the Executive Board: adoption of amendments to the Standard Service Agreement;
- d. upon proposal by the Executive Board: approval of new arbiters and/or dismissal of current arbiters and/or adoption of amendments to the arbitration procedure;
- e. other proposals and/or discussion points put forward by the Executive Board or (a group of) Members of the Association (pursuant to paragraph 15.6) and announced in the convocation for the Meeting.

15.6 On the written application of a group of Members who are jointly entitled to cast at least two percent (2%) of the total number of possible votes, other subjects will be added to the agenda. Such an application, accompanied by the verbatim text of the resolutions proposed by the said Members, shall have to be sent to the Executive Board at least two weeks before the Meeting.

The Executive Board shall immediately send the verbatim text of the resolutions proposed by the said Members to all the Members of the Association.

15.7 The General Meeting may only vote on resolutions with respect to subjects for which the verbatim text of the related proposed resolutions has been sent to the Members in the manner set out above.

15.8 On the written application of a group of Members who are jointly entitled to cast at least one-tenth (10%) of the total number of possible votes, the Executive Board shall convene a General Meeting within a period of four weeks. If the application has not been complied with within fourteen days, the applicants may then proceed to convene the Meeting themselves in the manner in which the General Meeting is convened by the Executive Board.

15.9 As long as all the Members of the Association are present or represented at a General Meeting, (legally) valid resolutions can be passed on all subjects brought up for discussion, even if the formalities prescribed by law or by these Articles of Association for the convocation and holding of Meetings have not been complied with, provided such resolutions are passed unanimously.

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

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.

#### **Article 17 – General Meeting: Electronic participation and voting**

17.1 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 for resolutions as specified by the Executive Board. Also, the Executive Board may decide to allow the Members in physical attendance at the General Meeting to cast their votes through electronic means. 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.

17.2 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 through electronic means in the General Meeting and vote

electronically must express their agreement with the procedure and the requirements prior to the vote being cast and no later than 24 hours before the General Meeting. Such agreement will be recorded in the register of members of the association (see paragraph 5.5).

- 17.3 The possibility to electronically participate, vote and/or deliberate in the General Meeting is without prejudice to the right of said member to (always) 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.

#### **Article 18 – General Meeting: Voting**

- 18.1 Except where otherwise stipulated by these Articles of Association or by law, all resolutions shall be adopted by an absolute majority of the votes cast, i.e. greater than fifty percent (50%) of the votes cast.
- 18.2 The chair's verdict 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 verdict 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.
- 18.3 If, however, the correctness of that verdict as mentioned in paragraph 18.2 is challenged immediately after its pronouncement, a new vote shall be taken if so desired by the absolute majority of those registered to vote at the Meeting. The decision about the taking of a new vote cannot be challenged. The new vote shall be taken at the next Meeting. As a result of such a new vote the original vote shall be void.
- 18.4 If it is an election of persons the following method is used. The voter ranks the candidate(s) in order of preference (first choice, second choice, etc.). 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. This process is repeated until a candidate achieves an absolute majority vote (*Instant Runoff Voting*).
- If more than one person received the smallest number of votes in a voting round, it shall be decided by drawing lots which of these persons shall not participate in the following round. If the votes tie in an election between two persons, it shall be decided by drawing lots who is elected.
- In the case of multiple seat elections there will be a separate election process for each seat on the basis of only one election round in which (1) all the votes for all seats are being cast and (2) the ranking by the voter of the candidate(s) in order of preference will be the same for each seat. The winner of a seat will not be eligible for another seat.
- 18.5 If the votes tie on subjects other than an election of persons, the proposal shall be considered to have been rejected.
- 18.6 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 or the voting is taking place through electronic means, 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.
- Resolutions may be passed by acclamation, unless a person who is entitled to vote demands a vote by ballot or by show of hands.
- Each Member has the option to vote either at the General Meeting or by sending a ballot by electronic means to the Association in accordance with the procedure and requirements as outlined in Article 17. An incoming ballot by electronic means shall be valid only if received during the allotted time for the electronic voting at the General Meeting. Once a vote is cast, the vote cannot be amended.
- 18.7 Abstentions and invalid votes shall be considered as not having been cast. All votes, both valid and invalid, and all abstentions shall be recorded in the minutes.

#### **Article 19 – General Meeting: Chair. Minutes**

- 19.1 The General Meetings shall be presided over by the chair of the Executive Board; in the event that the chair of the Executive Board is absent, the longest serving member of the Executive Board who is present at the Meeting shall act as chair.
- 19.2 If no chair has been designated in accordance with paragraph 19.1, the Meeting shall itself choose a chair. Until such time the oldest natural person present at the Meeting who is a Member of the Association or a representative of a Member of the Association (as referred to in paragraph 16.4(b),(c) and (d)) shall act as chair.
- 19.3 The Executive Board shall keep records of the resolutions passed. If the Executive Board is not present at a Meeting, the chair of the meeting shall provide the Executive Board with a transcript of the text of the

resolutions passed as soon as possible after the Meeting. The records shall be made available for inspection on the Association's website.

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

20.1 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.

20.2 The Executive Board shall keep records of the resolutions thus passed. Paragraph 19.3 shall apply accordingly.

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

21.1 No amendments of the Articles of Association may be made other than by a resolution of a General Meeting convoked by a notice stating that an amendment of the Articles of Association will be proposed at the General Meeting. The above will accordingly apply to a resolution to dissolve the Association.

21.2 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 21.1.

21.3 A resolution to amend the Articles of Association or to dissolve the Association shall require a majority of at least two thirds of the votes cast.

21.4 The amendment of the Articles of Association shall take effect only upon the execution of a notarial deed of amendment. Each member of the Executive Board shall be authorised to have such a deed executed.

**Article 22 – Liquidation / Winding up**

22.1 The liquidation/winding up of the Association shall be governed by the provisions of the laws of the Netherlands, especially the provisions of section 2:19 of the Dutch Civil Code: “Dissolution”.

22.2 If applicable, the credit balance after liquidation/winding up will either be redistributed among the Members or be put in an independent foundation for the support of the Internet or for purposes most in keeping with the objects of the Association, as determined by the General Meeting.