



AFNIC Articles of Association valid from 19th June 2008

- Approved by vote on 19th June 2008 -

Article 1. Incorporation - Name

The Association has been founded by and between the undersigned parties and any persons adhering to those Articles of Association, governed by the law of 1st July 1901 and the decree of 16th August 1901, in the name of AFNIC (Association Française pour le Nommage Internet en Coopération) hereinafter known as the "Association".

Article 2. Purpose

To encourage the development of the Internet in France, the Association aims to:

- attribute and maintain Internet domain names as referred to in the L.45 article of the French Post and Electronic Communications Code;
- develop support services for the applications of the Digital Economy and their supply to service providers;
- transfer its knowledge and know-how on a national and international level;
- any other role assigned to it by the public authorities to manage the Internet.

Article 3. Duration

The Association has been established for a period of six (6) years which may be renewed following a decision of the General Assembly.

Article 4. Registered office

The Association's registered office is located at Montigny le Bretonneux, Saint Quentin en Yvelines, France.

It may be transferred by an ordinary decision of the Board of Directors.

Article 5. Members

The Association comprises:

- **founder members**
 - the National Institute for Research in Information Technology and Automation (INRIA);
 - the State represented by the Minister responsible for Telecommunications, the Minister responsible for Industry and the Minister responsible for Research;
- **registrar members**
 - legal entities that supply domain name registration services for ccTLDs managed by AFNIC ;
- **user members:**
 - legal entities ;
 - individuals ;

- **correspondent members:**
 - national or international Associations or organisations;
- **honorary members:**
 - the title of honorary member can be awarded by the Board of Directors to people who provide or have provided identified services to the Association. This title grants those who have been awarded it the right to participate in the General Assembly without having to pay a subscription.

Article 6. Membership

Any application for membership of the Association must be made in writing and sent by any means of communication. Membership will only become effective after payment of the subscription fee.

Members of the Association will undertake to participate constructively in debates, provide their knowledge or business to the Association in compliance with its roles as set out in article 2.

Article 7. Loss of membership

Membership is lost:

1. by resignation sent in writing to the President of the Association;
2. for an individual by death or by losing his civil rights;
3. for a private law legal entity, by cessation of activity, by pronounced collective proceedings, striking off and, for a public institution, by administrative liquidation;
4. for non-payment of fees 45 days after due date;
5. by exclusion decided by the President after an opinion given by the Board of Directors on serious grounds as evaluated by the President after the concerned party has been invited to provide a written explanation by registered letter.

Article 8. Funds

The funds available annually to the Association include:

1. members' subscriptions decided by the Board of Directors details of which can be found on the web site;
2. the proceeds of sales and payment received for services provided;
3. gifts and donations from state-owned companies;
4. income from assets;
5. exceptional resources;
6. any State, regional, departmental, city and public sector institution subsidies;
7. all other funds authorised by law.

Founder and honorary members are exempted from paying subscriptions.

Article 9. The Association's bodies

The Association's bodies are:

- the Board of Directors;
- management;
- the General Assembly;
- the "registrars" consultative committee;
- the "users" consultative committee;
- the International College.

Article 10. The Board of Directors: composition

The Association is run by a Board of Directors made up of five (5) representatives appointed by the founder members, two (2) of these from INRIA and one from each of the Ministries concerned and five (5) representatives of members elected by the General Assembly by them from each of the three categories below:

- two (2) representatives of the "registrars" members;
- two (2) representatives of user members;
- one (1) representative of correspondent members.

The board will elect a President by secret ballot from the representatives of its founder members. The powers of the President are specified hereinafter in article 13.

The Chief Executive Officer will attend meetings of the Board of Governors in an advisory capacity.

Non-members of the Board of Directors may be called to attend board meetings as advisers.

Article 11. Re-electing members of the Board

Members of the Board are re-elected every three years. Outgoing members may stand for re-election but may not exceed two consecutive terms of office.

Registrar members, legal entity users or correspondents that represent the legal member are elected as such.

Individual user members are elected as individuals.

Methods of replacing elected member vacancies are detailed in the Association's internal regulations.

Article 12. Powers of the Board of Directors

The Board has full authority to make all decisions not reserved for the General Assembly of members.

In particular, it deliberates the following points:

- it fixes the draft annual budget;
- it approves general business directions and the programme of action proposed to it by the President and, where required by the Chief Executive Officer, following the opinion of the consultative committee;
- it fixes staff recruitment and remuneration conditions;
- it fixes financial and accounting rules;
- it sets the amount of annual subscriptions;
- it decides to exclude members;
- it must be consulted with regards to any loans, leases and acquisition of interest in other legal entities.

Article 13. President

The Board of Directors will elect a President from its members by secret ballot. The President is elected from the representatives of founder members for three years. His term of office cannot exceed his term of office on the Board.

The President may stand for re-election but may not exceed two consecutive terms of office.

The President is authorised to represent the Association in all civil activities, in particular, to take legal action in the name of Association.

The President, following a proposal by the Board of Directors, may appoint and terminate the employment of a Chief Executive Officer. He draws the agenda for Board of Directors meetings.

He will ensure that the Board's decisions are executed.

He may delegate part of his powers to the Chief Executive Officer. He may only be replaced in a court action by an authorised agent acting under special powers of attorney. He will report on his management to the annual General Assembly of Association members.

Article 14. Operation of the Board of Directors

The Board meets at least once every six (6) months and whenever convened by its President or at the request of one third of its members. It deliberates with an ordinary majority of members present or represented.

The Board of Directors' decisions will be valid when at least half of its members are present or represented. Where a vote is tied, the President will have a casting vote. At the beginning of each Board meeting, a secretary is appointed by a majority of members present or represented. Minutes are kept of the meetings.

The minutes are signed by the President and the meeting secretary. They are drafted without blanks or deletions on numbered sheets and are held at the Association's office.

The Board of Directors may also be consulted and vote electronically. It deliberates in the same conditions as previously, a statement of decisions is issued after each electronic consultation and sent to the Board.

Members of the Board may not receive payment for their functions. Costs may be reimbursed on presentation of supporting documents.

Article 15. Management

The Association is run by a Chief Executive Officer assisted by a Chief Technical Officer. The Chief Executive Officer is appointed by the President following a proposal by the Board of Directors.

The Chief Executive Officer is responsible for setting up the organization, management procedures and more generally, any measures that help the Association meet its objectives while protecting the interests of its members and its staff.

To this purpose:

- he recruits and manages the Association's own staff;
- he has functional authority over the staff provided;
- he manages, in compliance with the law and regulations of public office, officials seconded or made available to the Association;
- he prepares dossiers to submit to the President and the Board of Directors;
- he executes the decisions made by the Board of Directors;
- he prepares the Association's programme of activities, the draft budget as well as draft contracts and agreements;
- he is responsible for the management and resources of the Association;
- he reports to the President on measures taken within the scope of his powers.

Article 16. Staff

The Association's staff includes those recruited under private law contracts as well as civil servants and officials of the State that are provided, seconded or have requested secondment.

Subject to prior approval by inter-ministerial order, six posts may be filled by seconded civil servants. Civil servants may perform the following tasks: director, network engineer, systems engineer and technical assistant.

Article 17. General Assembly: composition

The General Assembly comprises all members of the Association that are up-to-date with subscription payments if they are required to pay at the date of the notification of the said meeting.

An exception is nevertheless made of correspondent members (International College) that must be up to date with their subscription payments at the latest on the day before the General Assembly is held.

Legal member entities may designate, once they have become members, a person authorised to represent them at the General Assembly.

Article 18. Operation of the General Assembly

The General Assembly meets at least once a year and whenever it is convened by the President of the Board of Directors or at the request of at least one quarter of its members.

An ordinary General Assembly must be convened twenty-one (21) days before the meeting. For an extraordinary General Assembly, the period is reduced to fifteen (15) days before the meeting.

Its agenda is fixed by the author of the notification.

If the President is prevented from attending, a session President may be elected from the members of the Board.

It deliberates with an ordinary majority of members present or represented. By sending a blank proxy, any member of the Association is considered to have voted in favour of the draft resolutions on the agenda by the party convening the meeting and against any other project.

It alone is authorised to elect members of the Board of Directors, apart from those appointed by founder members. At the time of the election, only members belonging to the category called to appoint its representative or representatives, in accordance with the allocation set out in article 10 may take part in the vote.

The Articles of Association can only be amended and the Association may only be dissolved in compliance with rules of representation and majority set out in Articles 21 and 22 hereinafter.

The General Assembly listens to the management report by the Board of Directors of the financial and legal position of the Association.

It approves the accounts for the financial year, makes decisions about issues on the agenda and, where required, re-elects members of the Board of Directors. Voting procedures are defined in the internal regulations.

Minutes are kept of the meetings. The minutes are signed by the President of the Association and the meeting secretary. They are drafted without blanks or deletions on numbered sheets and are held at the Association's office.

Each member present may not hold more than two named proxy votes in addition to his own.

Where a vote is tied, the President will have a casting vote.

The annual report and accounts are sent in writing to those members that request them. An electronic version can be accessed by all members of the Association.

Non-members of the Association may be called to attend General Assembly meetings in an advisory capacity.

Article 19. Consultative committees

All registrars who have paid their subscription fees may take part in the registrars' consultative committee.

All user members (individual or legal entities) who have paid their subscription fees may take part in user consultative committees.

All correspondent members who have paid their subscription fees may take part in International College meetings.

Consultative committees may be consulted by the Board of Directors and/or by management as often as required. This may occur during formal meetings or by any other means of communication.

The objectives, organization and operation of the consultative committees are defined in the Association's internal regulations.

Article 20. Internal regulations

Internal regulations are drawn up freely and amended by the Board of Directors to define procedures for enforcing the present Articles of Association.

These internal regulations are binding for all the Association's members.

Article 21. Amending the Articles of Association

The Articles may be modified by the General Assembly following a proposal by the Board of Directors.

The amendment proposals are included on the agenda of the next General Assembly which must be sent to all members at least twenty-one (21) days in advance.

The quorum must be at least two-thirds of the members present or represented. If this proportion is not reached, the meeting will be convened again after a period of fifteen days and, this time, it may deliberate validly however many members are present or represented.

Amendments to the Articles of Association must be approved by a three-quarters majority of the members present and represented.

Article 22. Dissolution of the Association – devolution of assets, rights and obligations

The General Assembly, called to make a decision on the dissolution of the Association and convened specially for this purpose in accordance with procedures set out in the previous article must comprise at least two-thirds of the members of the Association who have paid their membership fees.

If this proportion is not reached, the meeting will be convened again after a period of fifteen days and, this time, it may deliberate however many members are present or represented.

In any case, the dissolution can only be approved by a three-quarters majority of the members present and represented.

If the Association is dissolved, the General Assembly of members:

- will name one or several liquidators;
- will take any decisions concerning the evolution of the remaining net assets. It may not allocate anything to the members of the Association other than their contributions.

The Association may be dissolved at the request of the founder members in order to continue its aims under a general interest legal entity with a similar purpose. In this case, the assets, rights and obligations of the Association are devolved to this new legal entity responsible for continuing the activity of the Association.

Article 23. Audit

23.1

A government auditor is appointed to the Association by the Ministry responsible for Electronic Communications after consulting Ministries responsible for Research and Industry.

He will be called to meetings of the Board of Directors and the General Assembly and has a right to inspect all documents.

He has a suspensive right of veto of fifteen (15) days from the Board meeting date on decisions or deliberations that may jeopardize the existence or proper operation of the Association, whatever the method of consultation used.

The deliberation or decision in question is examined again by the Association's decision-making bodies.

23.2

A statutory auditor and relief auditor are appointed by the Board of Directors.

As part of his general assignment, the auditor will certify the accounts and make specific checks. In his annual report, he must particularly certify that the annual accounts are fair and true and they provide a faithful image of the operations for the period under review. He may also have to:

- decide on the veracity and consistency of the information given in documents sent to members with annual accounts;
- check that the budget document is drawn up on reasonable grounds and within the time limits laid down;
- reveal any deliberate offence or offence that has a significant impact on the Association's accounts;
- use the alert procedure for any act liable to jeopardize the continuity of the Association's activity.

Issued in Montigny le Bretonneux, on 19th June 2008,
in as many copies as interested parties.

Jean-Claude GORICHON
President

Mathieu WEILL
Chief Executive Officer