Code of Conduct and Ethics

Schedule to internal regulations of the Association

- Come into force on 15 June 2007 -
Preamble

In application of article 20 of the Articles of Association, the present Code of Conduct and Ethics constitutes a schedule to the internal regulations, the purpose of which is to define the manner in which the Articles of Association are to be implemented.

Field of application

The present code was drawn up and adopted by the Board of Directors on 27 April 2007.

The present Code of Conduct and Ethics is designed to formalize the obligations of the members of the Board of Directors of AFNIC (hereinafter, “the directors”).

Effective date

The present Code of Conduct and Ethics shall come into force on 15 June 2007.

Duty of loyalty

The directors are under a duty of loyalty.

In all circumstances they shall promote the fulfilment of the corporate aims of AFNIC.

They shall not accept responsibilities, in any form whatsoever, directly or indirectly, in any company or business that is in competition with the activities of AFNIC, and especially by acting as consultants.

Duty of discretion and confidentiality

The directors are required to exercise discretion and absolute confidentiality at all times in respect of any document or information of any nature obtained in the performance or during the court of the performance of their functions.

It is specified that agendas and minutes, even provisional minutes, are of a confidential nature, unless the Chairman shall decide otherwise and unless there is a stipulation to the contrary in the Articles of Association or any legal provision of a public nature to the contrary.

The same shall apply to information gathered or exchanged on the occasion of meetings of the Board of Directors and this shall apply without restriction.

This duty of discretion and confidentiality shall persist for three (3) years after the directors have ceased to hold office, for any reason whatsoever.
Conflict of interest

The directors shall refrain from placing themselves in a situation in which a conflict of interest could arise between their personal or professional interests and those of AFNIC.

The directors shall refrain from using any information obtained through the holding of office in order to procure an advantage for themselves or for a third party, especially on the occasion of negotiations or the signature of contracts or agreements with AFNIC.

In all circumstances, they shall perform their functions with impartiality and objectivity; where appropriate, they shall abstain from voting.

As an example, the situation in which a director is a member of a public or private organization whose interests are in competition with those of AFNIC, shall constitute a conflict of interest.

Informing the Board of Directors

Without prejudice to the foregoing, the directors undertake to inform the Chairman of any difficulty they may have in any circumstance.

Penalties

Any breaches of the present Code of Conduct and Ethics may be used as grounds for expulsion in application of the Articles of Association.