

*Afnic Articles of  
Association*

**As of 8 February 2018**

*afnic*

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## *Article 1. Incorporation - Name*

The Association has been founded by and between the undersigned parties and any person adhering to these Articles of Association, governed by the law of 1 July 1901 and the decree of 16 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 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
- ✓ Support, through the creation of a fund or directly or indirectly managed:
  - The development of the Internet, education and teaching in the Internet
  - Its promotion and better knowledge in France.
- ✓ Any other role assigned to the Internet by the public authorities.

## *Article 3. Duration*

Its duration is 99 years from the date of its creation and is renewable by decision of the General Assembly.

## *Article 4. Registered office*

The Association’s registered office is located in Montigny-le-Bretonneux, Saint-Quentin-en-Yvelines, France.

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

## *Article 5. Members*

The association comprises:

- ✓ **Founding members**
  - The National Institute for Research in Information Technology and Automation (INRIA)
  - The state represented by the Ministries responsible for Telecommunications, Industry and Research
- ✓ **Registrar members**

- Legal entities that supply domain name registration services for ccTLDs managed by AFNIC
- ✓ **User members**
  - Legal entities
  - Individuals
- ✓ **Correspondent members**
  - National and international Associations or organizations
- ✓ **Honorary members**
  - The title of honorary member can be awarded by the Board of Trustees to people who provide or have provided identified services to the Association. This title grants the right to participate in the General Assembly without having to pay a subscription but does not grant the right to vote.

## *Article 6. Membership*

Any application for membership of the Association must be made in writing and sent by any means of communication. Membership becomes effective only after receipt of the subscription fee and provided it is not rejected by the Board of Trustees within two months following receipt of same.

Admission to and membership of the Association for individuals is subject to the absence of any connection, within the meaning of French labor law, between the applicant and the Association.

Membership can be rejected by the Board of Trustees, no later than two months after the receipt of the subscription fee. In this case, the full amount of the subscription fee is refunded to the applicant.

Membership renewals are confirmed after the receipt of the subscription fee. The subscription is annual and must be paid at the latest on the day of the first meeting of the Association to which the member is convoked.

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. Members acquire the right to vote after six months of subscription.

## *Article 6. Loss of membership*

Membership is lost:

1. By resignation sent to the President of the Association
2. For an individual by death or by losing his/her 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 annual fees 45 days after due date despite unsuccessful written and electronic format reminders
5. By exclusion, temporary or final, decided by the President after an opinion given by the Board of Trustees on serious grounds as evaluated by the President after the concerned party has been invited to provide a written explanation by registered letter. The choice of the sanction is proportionate to the non-compliance found. In case of temporary exclusion, the party loses his/her rights to participate in any way

to the life of the Association, including the right to vote for the whole length of the exclusion.

6. For an individual, when it is found that there is a connection, within the meaning of French labor law, between the member of the Association and the Association. The existence of the connection is recognized by the Chief Executive Officer and the loss of membership is decided by the Board of Directors within 30 days after finding the connection.

## *Article 8. Funds*

The funds available annually to the Association include:

1. Members' subscriptions decided by the Board of Trustees details of which can be found on the website
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. Ant State, regional, departmental, city and public sector institution subsidies
7. All other funds authorized 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 Trustees
- ✓ Management
- ✓ The General Assembly
- ✓ The "registrars" consultative committee
- ✓ The "users" consultative committee
- ✓ The International College

## *Article 10. The Board of Trustees: composition*

The Association is run by a Board of Trustees 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 "registrar" 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 Trustees in an advisory capacity.

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

## *Article 11. Re-electing members of the Board of Trustees*

All members of the Board must accept the Code of Ethics and Deontology.

Before electing an individual as its representative any civil servant or private law legal entity must ensure s/he has properly filled and signed the declaration of interests.

### *11.1. RE-ELECTING ELECTED MEMBERS AND CONDITIONS FOR THE ADMISSIBILITY OF APPLICATIONS*

"The term of office of elected members representing registrars and users is 4 years.

Half of the elected members of the board representing Registrars and users are renewed every two years.

The term of office of an elected member representing correspondent members is three years.

Outgoing members may be reappointed once and therefore cannot serve more than two consecutive terms of office.

"Transitional provision:

In the election of 10 June 2016, the trustees with the greatest numbers of votes representing registrars and users will be elected for four years; the two trustees in second position will be elected for two years. In case of a tie, a draw by lots will be held."

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.

Candidates to the Board of Trustees must meet the following conditions:

- ✓ Be up-to-date with their subscription fees
- ✓ Comply with the operating mode described in the internal regulations
- ✓ Not to have been condemned during the past three (3) years for any offence which may jeopardize in any way Afnic's reputation and the image

Before any election, a validating committee is constituted. It comprises three members chosen by the Board. This committee is responsible for declaring applications admissible

for the next election and pays particular attention to the declaration of interests filled out by each candidate.

Members of the committee may not apply to the election concerned.

The committee may ask further information from the candidates while studying their application.

The committee must explain its decision in case of inadmissibility. This decision is without recourse.

The admissibility of an application is looked into on reception of the latter. All candidates agree to respect conditions of admission and to let the President of Board know of any change in their situations within a month of the change.

#### *11.2. RENEWAL OF APPOINTED MEMBERS AND CONDITIONS FOR THE ADMISSIBILITY OF APPLICATIONS*

The representatives of appointed members are chosen by founding members with no term limit. They agree to let the President of Board know of any change in their situations within a month of the change.

### *Article 12. Powers of the Board of Trustees*

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

In particular, it deliberates the following points:

- ✓ It fixes the draft annual budget
- ✓ It approves the strategy, general business directions and the action plan proposed, following the opinion of the consultative committees
- ✓ It is kept informed of the compensation policy and corporate agreements
- ✓ 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.
- ✓ It authorizes the President to institute legal proceedings on behalf of the Association.

### *Article 13. President*

The Board of Trustees 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/her term of office on the Board.

The President is re-elected once and therefore cannot serve more than two consecutive terms of office.

The President has the authority to represent the Association in all civil procedures. In particular, subject to authorization from the Board of Trustees, s/he is entitled to institute legal proceedings on behalf of the Association.

Further to a proposal by the Board of Trustees, the President appoints the Chief Executive Officer, fixes his/her/her remuneration and dismisses him/her from office.

S/he ensures the proper performance by the Chief Executive Officer of the Board's decisions.

S/he assesses the performance of the Chief Executive Officer each year.

S/he may delegate, by express decision, part of his/her powers.

S/he may only be replaced in a court action by an authorized agent acting under special powers of attorney.

S/he will report on his/her management to the annual General Assembly of Association members.

In the event of a failure by a Board member to respect procedures, especially to comply with the Code of Ethics and Deontology, the President can decide to exclude temporarily this member or its representative after informing him/her of the decision and asking for written explanations. The exclusion may become final if the decision is made during the next Board meeting. The sanction is proportionate to the non-compliance found.

## *Article 14. The Board of Trustees: Operation*

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.

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.

On request from the President, the Board can also meet in a conference call or by any other means of communication allowing effective participation of one or several Board members.

The procedures for organizing such meetings are explained in the internal regulations.

For these means of consultation, a statement of decisions and minutes are written by the meeting secretary according to procedures set out in the internal regulations.

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 offices.



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

Whatever the means of consultation, the Board of Trustees' 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.

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

## *Article 15. Management*

"The services of the Association are placed under the authority of a Chief Executive Officer, who reports to the Board and its Chairperson, in accordance with their respective powers as described in Articles 12 and 13 of these articles of association".

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 as defined in the internal regulations while protecting the interests of its members and its staff.

To this purpose:

- ✓ S/he recruits and manages the Association's own staff
- ✓ S/he has functional authority over the staff provided
- ✓ S/he manages, in compliance with the law and regulations of public office, officials seconded or made available to the Association
- ✓ S/he examines applications for membership to the association
- ✓ S/he implements the strategy and action plan approved by the Board of Trustees
- ✓ S/he prepares dossiers to submit to the President and the Board of Trustees
- ✓ S/he executes the decisions made by the Board of Trustees
- ✓ S/he prepares the Association's program of activities, the draft budget as well as draft contracts and agreements
- ✓ S/he is responsible for the management and resources of the Association
- ✓ S/he reports to the President and the Board on measures taken within the scope of his/her 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 who have paid their subscription if they are required to pay at the date of the notification of the said meeting.

An exception is nevertheless made for correspondent members (International College) who 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 authorized to represent them at the General Assembly.

### *Article 18. General Assembly: Operation*

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

An Ordinary Annual 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 favor of the draft resolutions on the agenda by the party convening the meeting and against any other project. The convocation reminds this rule.

If needed, Afnic might use digital solutions for the organization of the elections of the General Assembly according to the terms and conditions described in the internal regulations.

It alone is authorized to elect members of the Board of Trustees, apart from those appointed by founder members.

It elects members of the Board of Trustees after hearing the Appointments Committee's report.

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 the 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 Trustees 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 Trustees. Voting procedures are defined in the internal regulations.

Each member present may not hold more than two named proxy votes in addition to his/her own. Where a vote is tied, the President will have a casting vote.

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. All participants sign an attendance sheet. Both documents are held at the Association's offices, in compliance with to law and regulations on the conservation of documents.

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 members who have paid their subscription fees may take part in the users' consultative committee.

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

Consultative committees may be consulted by the Board of Trustees 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 Trustees to define procedures for enforcing the present Articles of Association.

These internal regulations are bonding 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 Trustees.

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 half of the members up-to-date with their subscription fees present or represented. If this proposition 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 or represented.

## *Article 22. Dissolution of the Association*

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 proposition 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.

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

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

- ✓ Will name one or several liquidators
- ✓ Will take any decision 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 similar purpose. In this case, the assets, rights and obligations of the Association are devolved to this new legal entity responsible for continuing the activities of the Association.

## *Article 23. Audit*

### *23.1. GOVERNMENT AUDITOR*

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

S/he will be called to meetings of the Board of Trustees and the General Assembly and has a right to inspect all documents.

S/he has a suspensive veto right 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. STATUTORY AUDITOR*

A statutory auditor and his/her substitute are appointed by the Board of Trustees.

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

S/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 set time limits
- ✓ Reveal any offence, deliberate or not, which 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 activities

Drawn up in Montigny-le-Bretonneux, on 8 February 2018.

Emmanuel SARTORIUS

Chairman of the Board