

Board of Directors

**Decision record of the meeting
held on 10 April 2014**

afnic

1. Présents

Members of the Board in attendance

INRIA	Represented by Emmanuel SARTORIUS, Chairman of the Board
BACHOLLET Sébastien	Engineer, elected as a representative of user members
MAILCLUB	Represented by Frédéric GUILLEMAUT, Director, elected as a representative of registrar members
NIC MADAGASCAR	Represented by Lala ANDRIAMAMPIANINA, Chairman, elected as a representative of the Corresponding members of the International college
Ministry of Research	Represented by Patrick DONATH, Director of Renater
Ministry of Industry	Represented by Mireille CAMPANA, Deputy director of networks and ICT, STIC, DGCIS
TAYER David-Irving	Attorney, elected as a representative of user members

Members of the Board represented

Ministry for Electronic Communications	Represented by Anne-Lise THOUROUDE, Head of the "Network Security" office with the ICT, STIC and DGCIS Use and Network sub-division, having mandated Mireille CAMPANA
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Others participants

Afnic	Mathieu WEILL, CEO
Afnic	Pierre BONIS, Deputy CEO
Afnic	Pascale GATTI, CFO
Afnic	Virginie NAVAILLES, Member Services
Audit France	Christian DETRE, Statutory auditor
DVA	Jean-Philippe EVRARD, Chartered Accountant
Audit France	Christian DETRE, Statutory auditor

Excused



INRIA	Represented by Stéphane UBEDA, Head of Technical Development, having mandated Emmanuel SARTORIUS
Secretariat-General for government modernization	Represented by Perica SUCEVIC, government commissioner

2. Working Papers

- ✓ Draft resolutions
- ✓ Presentation material
- ✓ Draft minutes of the meeting held on February 13, 2014
- ✓ 2013 MD&A
- ✓ Draft financial statements for 2013
- ✓ Table "Actual budget for 2013 and Provisional budget for 2014-2015"
- ✓ Progress report on the FSDI
- ✓ Memo on Afnic's new organization

3. Agenda

- ✓ 09h30: Welcome and appointment of the Recording Secretary
- ✓ 09h35: Approval of the minutes of the meeting of February 13, 2014
- ✓ 09h40: Update
- ✓ 10h00: Financial statements
- ✓ 10h30: Convening of the GM and submission of financial statements for approval
- ✓ 10h45: FSDI: Progress report
- ✓ 11h15 : *Break* – Visit of the premises
- ✓ 11h45: Finalization of the objectives of the Executive Committee (Codir)
- ✓ 12h00: Working Seminar for the Board meeting of September (date, place, topic)
- ✓ *12h30: Lunch*
- ✓ 14h00: Information about the new services to members following the consultative committee meetings

- ✓ 14h30: Schedule for the new features of the .fr TLD
- ✓ 15h00: Assessment of Board operations
- ✓ 15h30: Restricted information on the implementation of the new organization
- ✓ 16h00: Meeting closure

4. Decision record

Emmanuel Sartorius opened the meeting. The agenda was approved. Virginie Navailles was appointed Recording Secretary.

1. Approval of the minutes of the meeting held on February 13, 2014

RESOLUTION 1

The Board approved the draft minutes of the meeting held on February 13, 2014.

2. Financial statements

RESOLUTION 2

On the basis of a report from the Finance and Risk Management Committee, the Board, after reviewing the draft financial statements (balance sheet, income statement and schedules) as presented, which showed a loss of € 541,913 for the FY, decided to approve the financial statements for the year ended 31/12/2013, including the FSDI expenses for an amount of € 1,296,124.

RESOLUTION 2BIS

The share of income allocated in 2012 to the precautionary reserve account for an amount of €18,360 is aggregated with the Other Reserves and Working Capital item.

RESOLUTION 2TER

The Board of Directors decided to submit the following resolutions to the Ordinary General Meeting of June 6:

- ✓ Approve Afnic's financial statements (balance sheet, income statement and schedules)
- ✓ Allocate to the "other reserves and working capital" item the net loss of € 541,913.

3. Convening of the General Meeting

RESOLUTION 3

The Board authorizes the Chair to convene an extraordinary general meeting of the members of the association on Thursday, May 15, 2014 at 10:00 am in Afnic's premises located at Immeuble Le Stephenson, 1 rue Stephenson, 78180 Montigny-le-Bretonneux;

The agenda is as follows: amend Article 2 of the Articles of Association (scope) to provide for the creation of the Afnic Foundation to support the development of the Internet.

If the quorum is not reached at the extraordinary general meeting of 15 May, the Board will authorize the Chair to convene a second extraordinary general meeting of the members of the association on Friday, June 6, 2014 after the ordinary general meeting.

RESOLUTION 3BIS

The Board of Directors authorizes the Chair to convene the Annual General Meeting of the members of Afnic on Friday, June 6, 2014 at 10.00 am at the Conference Centre Etoile Saint-Honoré, 21-25, rue Balzac, 75008 Paris, (Auditorium).

The agenda is as follows:

1. Opening speech by the Chairman
2. Appointment of a Recording Secretary and a Scrutineer
3. 2013 Annual Report
4. Presentation of the Financial Statements
5. Statutory Auditor's Report
6. Approval of the financial statements for 2013 and appropriation of income
7. Afnic Foundation to support the development of the Internet
8. Election of the second administrator to the Registrars college

4. Finalization of the objectives of the Executive Committee (Codir)

RESOLUTION 4

The Board has established the following common objectives for the Executive Committee for 2014:

- ✓ Boost the growth of the *.fr* TLD
- ✓ Successfully launch the new TLDs
- ✓ Implement the cost control program
- ✓ Acquire outside recognition for Afnic's Excellence Initiative
- ✓ Successfully move and implement the new organization

Drawn up on 10 April 2014 in Saint-Quentin-en-Yvelines.

Chair
Emmanuel Sartorius

Administrator

Recording Secretary
Virginie Navailles