

Ordinary General Meeting of 15 October 2024



Minutes

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Preamble

On 15 October 2024 at 18:10, the members of Afnic met in an Ordinary General Meeting at the Novotel Paris Centre Tour Eiffel, 61 quai de Grenelle, 75015 Paris and online <https://visio.afnic.fr/b/sop-geq-nim>.

Notice of the meeting, containing the agenda, had been sent on 26 September 2024, electronically, to all members.

The date and place of the meeting, the agenda and the working documents were available in the members' area: <https://members.afnic.fr>.

1. Agenda

- Opening by the Chair
- Appointment of a Recording Secretary and Scrutineer
- Presentation of the proposed amendment to the Articles of Association
- Approval of the amendments to the Articles of Association

2. Attendees

Upon entering the meeting, each member present signed an attendance sheet; for members attending online, a screenshot was taken of the list to identify them and record their online presence on the attendance sheet. These documents can be consulted at the Afnic Members service.

In total, 83 members were present or represented, 76 of whom were entitled to vote. Those present were counted when the vote on the resolution was taken.

5 Founding Members represented by two Afnic trustees:

- Inria represented by Mr Godefroy Beauvallet
- Inria represented by Mr Luc Saccavini
- Ministry of Electronic Communications represented by Ms Mirelle Campana
- Ministry of Industry represented by Ms Isabelle Amaglio-Terisse
- Ministry of Research represented by Mr Boris Dintrans, attending online

1 Honorary Member (non-voting):

- Ms Annie Renard, attending online

19 User Members, individuals (including 3 non-voting):

- Mr Sébastien Bachollet
- Mr Alexandre Bagard, attending online
- Mr Philippe Batreau
- Mr Laurent Bloch
- Mr Killian Boubennec, attending online
- Mr Antoine Boutignon, having given power to Mr Paul Perpère
- Ms Fadila Brahimi, having given power to Mr Sébastien Bachollet
- Mr Chagny Nicolas
- Mr David Chelly, having given power to Ms Betty Fausta
- Ms Betty Fausta
- Mr Laurent Galichet, having given power to Mr Sébastien Bachollet
- Mr Julien Guinard Dubus, having given power to Mr Nicolas Pawlak
- Mr Benjamin Louis, having given power to Mr Laurent Bloch
- Mr Abdel Mchatet, having given power to Mr Nicolas Chagny
- Mr François Nguyen, attending online
- Mr Christophe Nicolas, having given power to Mr Nicolas Pawlak
- Mr Nicolas Pawlak
- Ms Elisabeth Porteneuve, attending online

- Mr David-Irving Tayer, attending online

3 User Members, individuals (not convened and therefore non-voting):

- Ms Anne-Marie Joly-Bachollet, attending online
- Mr Idris Kinani
- Ms Nielle Ditengou Rockaya

12 User Members, corporations:

- Association www.bzh, represented by David Lesvenan having given power to Mr Paul Perpère
- Bibliothèque Nationale de France represented by Mr Vladimir Tybin, having given power to Mr Nicolas Chagny
- EBRAND Services represented by Mr Pierre Berecz, having given power to Mr Raft Razafindrakoto
- En Personne Expo, represented by Mr Alain Bosetti, having given power to Ms Betty Fausta
- In Concreto, represented by Mr Franck Caso, having given power to Mr Marc-Emmanuel Mellet
- INPI, represented by Mr Paul Perpère
- ISOC France, represented by Mr Nicolas Chagny
- MIIP Made in IP, represented by Lucie Prunières, attending online
- Ministry of Ecological Transition, represented by Mr Frédéric Kustyan, having given power to Mr Marc-Emmanuel Mellet
- NOVAGRAAF, represented by Mr Marc-Emmanuel Mellet and Ms Charline Prêt, attending online
- Plasseraud IP, represented by Ms Guylène Kiesel Le Cosquer, having given power to Mr Raft Razafindrakoto
- Sparkling, represented by Mr Benjamin Louis, having given power to Mr Laurent Bloch

25 Registrar Members:

- Cabinet Germain Moreau, represented by Mr Gaël Mancec, having given power to Ms Sophie Jean-Gilles
- CSC Corporate Domains, represented by Mr Patrick Hauss, having given power to Mr Arnaud Franquinet
- DATAXY, represented by Mr Bernard Dulac, having given power to Mr Luc Saccavini
- DGS Monaco, represented by Mr Eric Lantonnet
- DOMAINIUM, represented by Mr Philippe Franck, having given power to Mr Luc Saccavini
- DOMAINOO, represented by Ms Emilie Dessens, having given power to Mr Sébastien Almiron
- EURODNS, represented by Mr Luc Seufer, having given power to Mr Souleymane Oumtanaga
- GANDI, represented by Mr Arnaud Franquinet
- GIP RENATER, represented by Mr Boris Dintrans, attending online
- HOSTEUR, represented by Mr Laurent Escart, having given power to Ms Emma Caner, attending online
- IKOULA, represented by Mr Ly Dung, attending online
- IP TWINS, represented by Mr Gianni Chiarolini, having given power to Mr Eric Lantonnet
- NAMESHIELD, represented by Mr Arnaud Wittersheim, attending online
- NAMEBAY, represented by Mr Arnaud Wittersheim, attending online
- NETIM, represented by Mr Sébastien Almiron
- NORDNET, represented by Ms Edith Delvoye, attending online
- ONE2NET, represented by Mr Pierre Geoffroy, attending online
- ORANGE, represented by Ms Sophie Jean-Gilles
- ORDIPAT, represented by Ms Jennifer Korn, having given power to Ms Sophie Jean-Gilles
- OVH, represented by Ms Emma Caner, attending online
- RANXPLOER, represented by Mr Pierre Foucher, having given power to Ms Mireille Campana

- SAFEBRANDS, represented by Mr Frédéric Guillemaut, having given power to Mr Sébastien Almiron
- SDV6TM, represented by Mr Christian Neuenschwander, having given power to Ms Mireille Campana
- SFR, represented by Mr Arnaud Weber, having given power to Mr Arnaud Franquinet
- SOLIDNAMES, represented by Mr Jean-François Poussard, having given power to Mr Eric Lantonnet

18 Correspondent Members of the International College:

- ADETIC, represented by Mr Mahamat Ali Batran, attending online
- ANINF, represented by Mr Harold Christopher Adiminga Kouna
- ANSI, represented by Mr Antoine Kammiri Souroumpo, having given power to Mr Souleymane Oumtanaga
- ARCEP, represented by Mr Serge Roland Sanou
- ARTCI, represented by Mr Philippe Kouamé
- CAMEROON DIGITAL, represented by Mr Oumarou Mounpoubeyi
- CII, represented by Mr Vojo Spahiu, attending online
- Domain HT, represented by Mr Max Larson Henry, attending online
- INPHB, represented by Mr Souleymane Oumtanaga
- IT-NUM, represented by Mr Wilfried Quenum
- JENY SAS, represented by Mr Deo Gratias Tonouhewa
- NIC Madagascar, represented by Mr Raft Razafindrakoto
- NIC Mauritanie, represented by Mr Ahmed Salem Cheikh, present online
- NIC Sénégal, represented by Mr Idrissa Sarr, attending online
- SAN, represented by Mr Agim Cami, attending online
- Société Congolaise des Postes et des Télécommunications, represented by Mr Maurice Mufusi Nteteubaka
- Transversal, represented by Mr Max Larson Henry, attending online

- Webnet Africa, represented by Ms Rita Tshimanga, having given power to Mr Oumarou Mounpoubeyi

Also attending the General Meeting:

- Mr Benoit Ampeau, Partnerships and Innovations Director, Afnic
- Ms Gabrielle Apfelbaum, Communication Director, Afnic
- Mr Pierre Bonis, CEO of Afnic
- Ms Sophie Canac, Head of Associative Governance, Afnic
- Mr Régis Massé, Director of Information Systems, Afnic
- Ms Kaviya Senthillingam, Communication Officer, Afnic
- Mr Pascal Vella, Head of Digital Communication, Afnic

3. Minutes

Opening by the Chair

The Ordinary General Meeting being lawfully convened, the Chair Mr Godefroy Beauvallet opened the session. He welcomed all participants.

Godefroy Beauvallet announced that the agenda would exclusively concern the proposed amendment to the Articles of Association and approval thereof via a vote.

Appointment of a Recording Secretary and Scrutineer

Gabrielle Apfelbaum (Afnic) was appointed recording secretary and Sophie Canac (Afnic) was named scrutineer.

Presentation of the amendments to the Articles of Association

Firstly, the Chair indicated that the last substantial review of the Articles dates back four years, hence the decision to take the opportunity to proofread the entirety of the Articles with a threefold aim:

- To check the consistency of the Articles of Association and the Rules of Procedure, the latter having changed more quickly (incorporation of new means of participation during COVID, for example), and align both texts.

- To take advantage of this exhaustive proofreading, a rare exercise given that the previous amendments of the Articles of Association had well-defined purposes, in order to bring them into line with well-established practices within the Association that are not always explicitly covered by the Articles.
- To clarify certain points of the Articles which have given rise to recurrent questions in the past regarding their interpretation.

He then proceeded to present the proposed substantial amendments, namely the integration of the Scientific Council; clarification of the terms of dissolution of the Association; withdrawal of the presence of a government commissioner on the Afnic Board of Trustees; modification of the dates of taking office of newly elected members of the Board of Trustees; the possibility of appeal against decisions of the Nomination Validation Committee, as well as several editorial changes.

The CEO, Pierre Bonis, then took the floor to explain these amendments in detail.

Integration of the Scientific Council

Reminder: the Scientific Council was created in 2007 and its members are appointed by the Board of Trustees. It is an important governance body within the Association which reasonably needed to be legitimised within the Articles of Association after seventeen years of existence. That said, it is a consultative body, and its members are not necessarily members of Afnic.

Proposal: as part of the integration of the Scientific Council, confirmation of practice for the Chair of the Scientific Council whose role is affirmed as a member of the Board of Trustees in an advisory capacity (no voting right).

Pierre Bonis underscored the importance of the role of the Scientific Council with regard to establishing roadmaps for innovation and research & development, but also with regard to strategic intelligence thanks to the participation of academics well informed of the changes to the Afnic and research ecosystems.

Clarification of the terms of dissolution of the Association

Proposal: the degree of unanimity concerning the motion to dissolve the Association is increased by imposing, when the quorum is not required (at a second General Meeting), representation of all of the colleges of the Association, maintaining the three-quarters majority and the need for a four-fifths majority of the founding members.

A member brought up the extreme case in which a college chose to leave, which would block the dissolution.

Godefroy Beauvallet and Pierre Bonis replied that in the case that the trustees of a college resigned, this would not cause a problem as it is the members who vote at the General Meeting, not their representatives. There would have to be no members of a college for the problem to materialise.

Withdrawal of the presence of a government commissioner on the Afnic Board of Trustees

Reminder: in the last eleven years, the French State has appointed a government commissioner only once, who attended a single session before changing position and resigning.

Proposal: this stipulation is no longer relevant as it is not covered by law and Afnic cannot demand that a government commissioner be appointed. It is redundant insofar as the State represents half of the Board of Trustees with the Chair holding the deciding vote, from among the founding members, in the event of a tie, and that Afnic's action is governed by a public service concession.

Lastly, in the absence of a State-appointed government commissioner, Afnic's decisions are legally weakened, since a commissioner's presence is provided for in the Articles of Association.

Pierre Bonis recalled that the government commissioner was entitled to oppose a decision of the Board of Trustees within fifteen days of its adoption, if they felt that it went against the interests of Afnic, hence the irrelevance of this stipulation.

Modification of the dates of taking office of newly elected members of the Board of Trustees

Proposal: change of date of taking office for trustees following elections in order to facilitate decision-making within the Board of Trustees by extending the term of office of outgoing trustees if the Board of Trustees is convened prior to an election given that they will have prepared for the meeting, and not place the newly elected members in a position to make decisions on matters that they have not had time to grasp.

This change in time frame for taking up office cannot exceed one month, to the sole extent that a Board of Trustees meeting is convened before an election, and that the newly elected members are invited to the meeting in question.

Pierre Bonis clarified that the Board of Trustees meeting in question can only be held within one month of the General Meeting.

A member raised a question as to the opportunity of gathering the ingoing and outgoing trustees at a seminar in order to ensure a handover.

Godefroy Beauvallet underscored that the seminar did not have statutory existence. Nevertheless, the idea of inviting outgoing trustees would be a good practice that merits consideration. He noted, however, that its application would be dependent on the seminar topic and the reasons for the non-attendance of the former trustee on the Board of Trustees.

Pierre Bonis added that this amendment to the Articles of Association did not seek to address the issue of handover, but the ability of the trustee to prepare for the Board of Trustees meeting.

Possibility of appeal against decisions of the Nomination Validation Committee

Proposal: even though the Committee has never refused a nomination, the restriction of the right of a member to stand for office must be subject to a unanimous decision and be open to appeal to the Chair, who should be present at further deliberations, which must also be unanimous.

This protects the rights of members and earmarks such a decision for incontrovertible cases. See Article 11.1 – Re-election of elected members and conditions of admissibility of candidacies

Editorial changes

Voting procedures within the Board of Trustees for the election of the Chair

This vote is not held by secret ballot, although the Board may decide otherwise. (*see Article 10 Board of Trustees – Composition.*)

Collection of fees for international correspondent members

Alignment with practices. As international bank charges often exceed the amount of the fee itself, some members prefer to pay in cash when in France for the International College Days. (*see Article 6 Membership.*)

Clarification of the Chair's powers to instigate legal or litigation proceedings

Although legal proceedings instigated by Afnic remain subject to the Chair's authority, the defence of Afnic's interests in case of litigation proceedings against Afnic is not subject to this authorisation for obvious reasons of efficiency and responsiveness. This also allows the Chair to delegate the management of the defence of Afnic's interests before the courts to the CEO if necessary. This is consistent with current practice, but clarifies and structures it within the Articles of Association. (*see articles 12 Powers of the Board of Trustees, 13 Chair, 15 Management.*)

Godefroy Beauvallet explained that if the Chair believes that the CEO is not protecting the institution as he or she should, they may withdraw this delegation at any time.

A member raised a question concerning the application of the business continuity plan.

Godefroy Beauvallet confirmed that this was indeed the case.

Clarification of the means of participation of Afnic personnel on the Board of Trustees

In practice, the Management Committee participates in many of the Board of Trustees' deliberations. However, this presence must be governed by decision of the Chair, who has authority over the Board of Trustees, and the CEO, who has authority over personnel. The Chair is naturally able to invite staff members even following an unfavourable opinion from the CEO, but not without consulting the latter. This specification does not call into question current practice, but instead structures it. *(see Article 14 Board of Trustees – Operation.)*

Pierre Bonis explained that this modification is designed to prevent any future conflict.

Alignment of the periods of non-eligibility and non-voting rights

Correction of an unintended anomaly in the Articles of Association which rendered new members non-voters, but potentially eligible after six months of membership. *(see Article 6 Membership.)*

Clarification of the rules limiting the number of terms of office

The decision to limit the number of successive terms on the Board of Trustees, which applies to all Board members, including the Chair, must apply to both elected members and the trustees they represent. As such, a trustee, regardless of the natural person he or she represents, cannot serve more than two consecutive terms of office. *(see Article 11.1 Re-election of elected members and conditions of admissibility of candidacies.)*

A member raised a question concerning the case of a legal person and user member and a natural person who is also a user member.

Pierre Bonis clarified that outgoing trustees can be re-elected once, which means that they cannot serve more than two terms. This limitation applies to all natural persons, whether or not they represent a legal person member.

A member commented that the Articles of Association refer to the Extraordinary General Meeting and indicate that the difference from the Ordinary General Meeting lies in the period of notice (fifteen days as opposed to twenty-one days).

Pierre Bonis acknowledged that this distinction is indeed connected with the period of notice, but also with the situation in which the quorum is not met during the Ordinary General Meeting, which requires an Extraordinary General Meeting to be convened.

The member underscored that the Articles of Association specify that if the quorum is not met, a second Meeting must be convened within fifteen days. As such he did not understand the concept of an Extraordinary Meeting.

Godefroy Beauvallet put this down to a question of vocabulary and brought the discussion to a close.

Approval of the amendments to the Articles of Association

Godefroy Beauvallet submitted to the vote the resolution concerning the approval of the amended version of the Articles of Association.

83 members were present in person or online or duly represented, 76 of whom had the right to vote (66% of the total number of members entitled to vote, i.e. well above the required quorum of 50%).

The following resolution was adopted unanimously with one abstention, i.e. more than 75% of the votes in accordance with the Articles of Association.

Resolution I:

Having taken due note of the documents provided and following additional oral explanations, the General Meeting approves the new version of the Afnic Articles of Association as presented.

Godefroy Beauvallet thanked all the participants in the General Meeting for their presence, in person and online, and gave the floor to Pierre Bonis.

Before bringing the meeting to a close, Pierre Bonis wished to pay tribute to Boubakar Barry, former Afnic trustee and Chair of the International College, who had recently passed.

Godefroy Beauvallet brought the session to a close at 19:20.

Drawn up in Paris on 15 October 2024

The Chair,

Godefroy Beauvallet

The Recording Secretary,

Gabrielle Apfelbaum

The Scrutineer,

Sophie Canac