

# Afnic Articles of Association



## Articles of Association

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## Article 1. - Incorporation - Name

An Association is established by and between the undersigned parties and any person acceding 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 referred to as the “Association”.

## Article 2. - Purpose

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

- allocate and manage Internet domain names as referred to by Article L.45 of the French Post and Electronic Communications Code (CPCE);
- develop support services for digital economy applications and provide them to service providers;
- transfer knowledge and know-how on a national and international level;
- support, by any and all means, including the creation of funds:
  - the development of the Internet, education and awareness of its uses;
  - its promotion and greater understanding in France;
- any other responsibility assigned to it by the public authorities in the context of Internet governance.

## Article 3. - Duration

The Association’s duration is 99 years from the date of its creation and is renewable by decision of the General Meeting.

## Article 4. - Registered office

The Association’s registered office is Guyancourt, France. The registered office may be transferred by an ordinary resolution of the Board of Trustees.

## Article 5. - Members

The Association comprises:

- **Founding members:**
  - the National Institute for Research in Digital Science and Technology (Inria);
  - the French State, represented by the Ministries responsible for Telecommunications, Industry and Research;
  - the founding members are exempt from payment of membership fees;
- **Registrar members:**
  - legal persons supplying domain name registration services for the top-level domains managed by Afnic;
- **User members:**
  - legal persons;
  - natural persons;
- **International Correspondent Members:**
  - national or international Associations or organisations not established in France and engaged with the Association in a process of co-development on the subject of domain names;
- **Honorary Members:**
  - the title of Honorary Member can be awarded by the Board of Trustees to persons who provide or have provided identified services to the Association. This title grants the right to participate in the General Meeting without having to pay membership fees but does not grant the right to vote. Exceptionally, and in derogation of Article 7, the title of Honorary Member may be conferred posthumously.

## 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 Afnic has examined the application on the basis of the membership form duly completed by the applicant and payment of the corresponding membership fees.

Admission to and membership of the Association for natural persons is subject to the absence of any relationship of subordination, in the meaning of French labour law, between the applicant and the Association.

Membership can be rejected by the Board of Trustees, in accordance with Articles 12 and 15 of these Articles of Association, no later than two months after receipt of the membership fees. In this case, the full amount of the membership fees is refunded to the applicant.

Membership renewals are confirmed after receipt of the membership fees. Membership fees are payable annually and must be paid at the latest on the day of the first meeting of the Association to which the member is invited.

Exceptions to these deadlines may be accepted for international correspondent members by express decision of the Chair of the Association. In any case, non-payment of membership fees for the year entails the loss of membership status.

Members of the Association undertake to participate constructively in debates, and to share their knowledge and business experience in compliance with the objectives as set out in Article 2. Members acquire the right to stand for election to the Board of Trustees and to vote on the Association's bodies after six months of membership in compliance with the procedures described in Article 11 of these Articles of Association and the *modus operandi* described in the Association's Rules of Procedure.

## Article 7. - Loss of membership

Membership is lost:

- 1) by letter of resignation sent to the Chair of the Association;
- 2) for a private law legal person, by cessation of activity, by institution of collective proceedings, by striking off or eliminated and, for a public institution, by administrative liquidation;
- 3) by non-payment of the annual membership fees at the latest on the day of the first meeting of the Association to which the member is invited.
- 4) by exclusion, temporary or definitive, declared by the Chair based on the opinion of the Board of Trustees on serious grounds, the concerned party having been asked, by registered letter, to provide a written explanation. The choice of sanction is proportionate to the non-compliance established. In the case of temporary exclusion, the party concerned forfeits their right to participate in any way whatsoever in the activity of the Association, including the right to vote, throughout the period of exclusion;
- 5) for a natural person, when it is found that there is a relationship of subordination, in the meaning of French labour law, between the member and the Association. The possible existence of the relationship of subordination is established by the CEO and the loss of membership is decided by the Board of Trustees within 30 days after the establishment of the relationship of subordination;
- 6) for a natural person, by the loss of his or her civil rights or on his or her death.

In all cases the loss of membership status annuls the length of membership for purposes of voting rights.

## Article 8. - Funds

The funds available annually to the Association include:

- 1) membership fees decided by the Board of Trustees, details of which can be found on the Association's 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) any State, regional, departmental, city and public sector institution grants and subsidies;
- 7) all other resources authorised by law.

## Article 9. - The Association's bodies

The Association's bodies consist of the following:

- Board of Trustees;
- General Management;
- General Meeting;
- Registrars' Consultative Committee;
- Users' Consultative Committee;
- International College
- Scientific Council

## Article 10. - Board of Trustees – Composition

The Association is administered by a Board of Trustees made up of five (5) representatives appointed by the founding members, two (2) of which from Inria and one from each of the Ministries concerned, and five (5) representatives of members elected by the General Meeting by and from each of the three categories below:

- two (2) representatives of registrar members;
- two (2) representatives of user members;
- one (1) representative of international correspondent members.

The Board elects a Chair from among the representatives of the founding members. The powers of the Chair are specified hereinafter in Article 13.

The CEO attends meetings of the Board of Trustees in an advisory capacity.

The Chair of the Scientific Council attends meetings of the Board of Trustees in an advisory capacity.

Individuals who are not members of the Board of Trustees may be asked by the Chair to attend Board meetings in an advisory capacity.

# Article 11. - Re-election of members of the Board of Trustees

All members of the Board accept the Code of Ethics and Professional Conduct. They also undertake to keep the declarations made in respect of this Code and the declaration of interests up to date throughout the term of their office.

Before electing a natural person as its representative on the Board of Trustees, any private or public legal person must ensure that its representative completes the declaration of interests.

## 11.1. Re-election of elected members and conditions of admissibility of candidacies

The term of office of elected members representing registrars and users on the Board of Trustees is four 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 international correspondent members on the Board is three years.

Outgoing members may be reappointed once and therefore cannot serve more than two consecutive terms of office. This limitation applies equally to all natural persons, whether or not they are representing a member of the Board of Trustees.

Members elected to represent registrars, legal person users or international correspondents represent the legal person member and are elected as such.

- ✓ In the event of a vacancy for a legal person following a departure, for whatever reason, this member will be replaced by the following General Meeting. The powers of the new member expire on the date on which the term of office of the replaced member would have expired.
- ✓ The effect of cases of merger, division, transformation or other corporate change on the representation of the legal person concerned is left to the discretion of the Board of Trustees.

Individual user members are elected as natural persons.

- ✓ In the event that an elected natural person member is unable to perform his or her duties for whatever reason, this member will be replaced by the following

General Meeting. The powers of the new member expire on the date on which the term of office of the replaced member would have expired.

In the event that a meeting of the Board of Trustees should have been validly convened before the General Meeting for a date not more than one month after the General Meeting, such terms of office of Trustees as are not renewed by this General Meeting will be extended until the convened meeting of the Board of Trustees.

The Trustees elected by this General Meeting will be invited by the Chair to attend the meeting of the Board of Trustees in a consultative capacity.

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

- be up to date with their membership fees;
- have been a member for at least six months;
- comply with the *modus operandi* described in the Rules of Procedure;
- not have been sentenced during the past three (3) years for any offence which may jeopardise Afnic's image in any way.

Before any election, a Nomination Validation Committee is constituted. It comprises three members chosen by the Board. This committee is responsible for declaring candidates admissible for the next election and pays particular attention to each candidate's declaration of interests.

Members of the Committee may not be candidates in the election concerned.

The Committee may ask candidates for further information when examining their applications.

Any decisions to declare a candidacy inadmissible must be reasoned and taken unanimously by the Committee members; such decision is subject to appeal to the Chair, who in such case will require a second deliberation in which he or she will take part, and which again must be decided unanimously.

The admissibility of candidacies is assessed at the same time as the decision of the Validation Committee. All candidates undertake to comply with the conditions of admission and to inform the Chair of the Board of Trustees and the Chair of the Nomination Validation Committee of any change in their situation within one month of such change and in any case prior to the vote.

## 11.2. Re-election of appointed members and conditions of admissibility of candidacies

The representatives of appointed members are chosen by the founding members with no term limit. Nevertheless, the founding members are required to confirm the appointment of their representatives at least every six years. They agree to inform the Chair of Board of any change in their situations within one month of such change.



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

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

In particular, it deliberates on and approves the following, which may be prepared by such Board committees as it establishes, the functioning of which is described in the Association's Rules of Procedure:

- the draft annual budget;
- the proposed strategy and action plan, following the opinion of the Consultative Committees;
- the Association's activity and management report;
- the amount of annual membership fees;
- the exclusion of members;
- any loans, leases and acquisition of equity interests in other legal entities, on which it must systematically be consulted;
- With the exception of the powers specified in Articles 13 and 15, it authorises the Chair to undertake legal proceedings in the name of the Association.

It is kept informed of the compensation policy and corporate agreements.

## Article 13. - Chair

The Board of Trustees will elect a Chair. The Chair is elected from among the representatives of the founding members for three years, providing this does not exceed his or her term of office as a Trustee.

The Chair may be re-elected once and may not therefore serve more than two consecutive terms of office.

The Chair is invested with the power to represent the Association in all its civil law acts, subject to the powers of the Board of Trustees described in Article 12 and those of Management described in Article 15. In particular, the Chair is empowered to conduct the defence of the Association on its behalf before any courts.

On the proposal of the Board of Trustees, the Chair appoints the CEO, establishes his or her remuneration and dismisses him/her from office.

The Chair ensures that the CEO properly implements the resolutions of the Board.

He or she assesses the performance of the CEO each year.

He or she establishes the agenda for meetings of the Board of Trustees.

He or she may delegate, by express decision, part of his/her powers.

As far as legal representation is concerned, the Chair can be replaced only by an agent acting by virtue of a special proxy, except for legal actions falling within the powers of Management, for which he or she may delegate powers to the CEO permanently.

He or she will report on his/her management to the annual General Meeting of Association members.

In the event of non-compliance by a Board member, especially with the provisions of the Code of Ethics and Professional Conduct, the Chair can decide to exclude this member or its representative temporarily after informing him/her of the decision and asking for written explanations. This temporary exclusion cannot become definitive until after the decision of the following Board meeting. The choice of sanction is proportionate to the non-compliance established.

## **Article 14. - Board of Trustees - Operation**

The Board meets at least once every six (6) months and whenever convened by its Chair or at the request of at least four (4) of its members. It deliberates with an ordinary majority of members present or represented.

At the beginning of each Board meeting, a recording secretary is appointed by a majority of members present or represented. Minutes are kept of the meetings.

On the Chair's proposal, the Board can also meet in the form of a conference call or by any other means of communication allowing effective participation of one or several Board members.

The Chair may invite one or more personnel members concerning a specific agenda point, after consulting the CEO.

The Rules of Procedure specify the conditions for organising such meetings as necessary.

For these means of consultation, a decision record and minutes are drawn up by the recording secretary in accordance with the procedures set out in the Rules of Procedure.

The Board of Trustees may also be consulted and vote electronically. After each electronic consultation, the recording secretary draws up a decision record only and sends it to the Board.

Whatever the means of consultation, the Board of Trustees' deliberations will be valid when at least half of its members are present or represented. In the event of a tie, the Chair has a casting vote.

The elected trustees may receive compensation in respect of the functions entrusted to them, within the limits established annually by the Association's General Meeting. This compensation must be requested. Its payment is subject to the trustees' diligence under the supervision of the Chair. The means of payment of this compensation are specified in the Rules of Procedure. Expenses may be reimbursed to all trustees against presentation of supporting documentation.

## **Article 15. - Management**

The Association's departments are placed under the authority of a CEO, who reports to the Board and its Chair, in accordance with their respective powers as described in Articles 12 and 13 of these Articles of Association.

The CEO is responsible for setting up the organisation, management procedures and, more generally, any measures that help the Association fulfil its objectives as defined in the Articles of Association, while protecting the interests of its members and its staff.

To this end, her or she:

- recruits and manages the Association's personnel;
- exercises functional and hierarchical authority over all the Association's personnel;
- manages, in compliance with the law and regulations of public office, the public officials seconded or made available to the Association;
- examines applications for membership of the Association;
- implements the strategy and action plan approved by the Board of Trustees;
- prepares dossiers for submission to the Chair and the Board of Trustees;
- executes the decisions made by the Board of Trustees;
- prepares the Association's programme of activities, the draft budget as well as draft contracts and agreements;
- is responsible for the administration and the resources of the Association, and as such represents the Association in all civil law acts for which the Chair has granted him or her delegated powers in accordance with Article 13 of these Articles of Association;
- reports to the Chair and the Board on the measures taken within the scope of the powers conferred on him or her.

## **Article 16. - Personnel**

The Association's personnel comprises salaried employees recruited under private law employment contracts, and, possibly, civil servants and public officials made available or seconded against remuneration.

## **Article 17. - General Meeting – Composition**

The General Meeting comprises all members of the Association who have paid their fees up to date, if so required, at the date on which the meeting is convened. Legal person members must designate a natural person empowered within their organisation to represent them at the General Meeting.

## Article 18. - General Meeting – Operation

The General Meeting meets at least once a year and whenever it is convened by the Chair of the Board of Trustees or at the request of at least a quarter of its members.

An Ordinary General Meeting must be convened twenty-one (21) days before the meeting; for an Extraordinary General Meeting, the period is reduced to fifteen (15) days before the meeting.

The agenda is set by the Chair, who convenes the meeting.

If the Chair is prevented from attending a session, a meeting chair may be elected from among the members of the Board.

The General Meeting 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 and against any other resolution. The meeting notice includes a reminder of this rule.

If necessary, Afnic may make total or partial use of electronic means to organise voting at General Meetings. The means of organisation are specified in the Rules of Procedure.

The General Meeting is alone competent to elect members of the Board of Trustees, apart from those appointed by the founding members. Voting procedures are set out in the Rules of Procedure.

The General Meeting elects members of the Board of Trustees after hearing the Nomination Validation 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 be amended and the Association dissolved only in accordance with the quorum and majority rules set forth in Articles 22 and 23 hereinafter.

The General Meeting hears the Board of Trustees' reports on the management and the financial and legal position of the Association.

It approves the accounts for the financial year last ended and deliberates on the matters placed on the agenda.

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

In the event of a tie, the Chair has a casting vote.

Minutes of the meetings are drawn up, signed by the Chair and the recording secretary, and an attendance sheet is signed by all members present. Online presence is confirmed in accordance with the procedures set out in the Association's Rules of Procedure. These documents are kept at the Association's head office in accordance with the legal provisions on document retention times.

The annual report and accounts are sent in writing to members so requesting them. An electronic version of these documents can be accessed by all members of the Association.

Non-members of the Association may be called on by the Chair to attend the General Meeting in an advisory capacity.

## **Article 19. - Consultative bodies**

All registrar members who have paid their membership fees up to date may take part in the Registrars' Consultative Committee.

All User members who have paid their membership fees up to date may take part in the Users' Consultative Committee.

All international correspondent members who have paid their membership fees up to date 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 consultation may occur during formal meetings or by any other means of communication.

The purpose, organisation and operation of these bodies are defined in the Association's Rules of Procedure.

## **Article 20. - Scientific Council**

As a consultative body whose main functions are to discuss and propose, it also keeps a critical eye on the Association's work, helps to broaden its horizons and contributes to drawing up its strategy.

The Board of Trustees designates, for a three-year term of office, well-known scientists from the worlds of academia and industry, in France and abroad, from a wide variety of different disciplines in order to anticipate the technical challenges, and also the socio-economic implications, of the development of the Internet.

The Scientific Council may be consulted by the Board of Trustees and/or by Management as often as required. This consultation may occur during formal meetings or by any other means of communication.

The Scientific Council elects a Chair from among its members. This Chair is invited to join meetings of the Board of Trustees in a consultative capacity and proposes additional and/or replacement candidates to the Scientific Council.

Council meets four times a year when convened by its Chair.

The Board of Trustees may designate one of its members as a representative on the Scientific Council.

## **Article 21. - Rules of Procedure**

The Rules of Procedure are drawn up and amended freely by the Board of Trustees to define procedures for implementing these Articles of Association. These Rules of Procedure are binding on all the Association's members.

Only the part of the Association's Rules of Procedure dealing with the procedures for the resolution of disputes referred to in Article L45 of the CPCE require ministerial validation.

## **Article 22. - Amendments to the Articles of Association**

The Articles of Association may be modified by the General Meeting at the proposal of the Board of Trustees.

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

The quorum for passing amendments to the Articles of Association is half the fully paid-up members with the right to vote at the date on which the General Meeting is convened. If this quorum is not attained, 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 23. - Dissolution of the Association**

The General Meeting must resolve on the dissolution of the Association and is convened specially for this purpose, in the terms provided in the foregoing paragraph.

The quorum is set at two-thirds of the fully paid-up members with the right to vote at the date on which the General Meeting is convened.

If this quorum is not attained, 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, providing each college is present or represented by at least one of its members.

In any case, the dissolution can be approved only by a three-quarters majority of the members present or represented and must obtain at least four-fifths of the votes of the founding members.

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

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

## Article 24. - Audit

### 24.1. Statutory auditor

The Association must at all times have a statutory auditor under contract.

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

- give an opinion on the veracity and consistency of the information given in documents sent to members with the 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 whistleblowing procedure for any act liable to jeopardise the continuity of the Association's activities.

Drawn up in Guyancourt on 15 October 2024

**Godefroy Beauvallet**

Afnic Chair