

## Articles of Association

### TITLE I – NAME, REGISTERED OFFICE, DURATION, OBJECTIVES

#### *Article 1. Name*

The association has the name "CENTR".

All acts, invoices, announcements, expenses and other documents emanating from the association, are to be preceded or followed by the legible and fully written words "Vereniging zonder winstoogmerk" / "Association sans but lucrative" or the abbreviation "VZW" / "ASBL"

#### *Article 2. Registered office*

The registered office of the association shall be Rue Belliard Straat 20, 1040 Brussel and reside under the judicial district Brussels. It can be transferred by decision of the General Assembly. This decision is to be published within a month in the Appendices of the Official Gazette.

#### *Article 3. Duration*

The association is set up for an indefinite period of time.

#### *Article 4. Objectives*

The Association's purpose is as follows:

- (a) To provide a forum to discuss matters of policy affecting Internet Country Code Top-Level Domain registries (ccTLDs).
- (b) To act as a channel of communication to Internet governing bodies and other bodies involved in the Internet.
- (c) To promote the interests of ccTLDs, .
- (d) To collect information on and document the practices of ccTLDs and provide a focal point for enquiries on such matters.
- (e) To promote and encourage amongst ccTLD registries the provision of better services for users.
- (f) To assist and support its members, to provide them with information concerning ccTLDs, as well as to co-ordinate activities aimed at strengthening reciprocal interests.
- (g) To organise meetings and conferences for members, in order to examine questions relating to ccTLDs, and such other activities as may assist the Association to achieve these goals.
- (h) To provide its members with assistance in their contacts with the European Union and any other international or national organisation, whether or not having its seat in Brussels.

- (i) To provide a platform for discussion of any topic of common interest to the Membership.

In all that, the Association has a European focus. It may also engage in any activity directly or indirectly connected with its objectives or conducive thereto, provided that in carrying out its objects the Association shall remain within limits set by the law. It may among others, support and interest itself in all activities similar to its objects.

## TITLE II – MEMBERS, ADMISSION, TERMINATION OF MEMBERSHIP, CONTRIBUTION

### *Article 5.*

#### 5.1. Number – types

The minimum number of members which are required for the association to exist is fixed at 3.

There are 2 different membership types: Full Members and Associate Members. The organisation can also admit Observers. Only Full Members shall have voting rights. Additional Rights and obligations of the different categories are set out in the Internal Policy Document.

#### 5.2. Admission as full member

Admission as a Full Member shall be open to organisations, corporate bodies or individuals that operate a country code top level domain registry.

The Full Members underwrite the Articles of Association and if applicable the Internal Policies Document.

#### 5.3. Admission as associate member

Associate membership of the association may be given to any organisation or corporate body that operates an internet domain registry and the General Assembly considers that CENTR would benefit from such bodies or organisations having Membership of CENTR. .

The Associated Members underwrite the Articles of Association and if applicable the Internal Policies Document.

#### 5.4. Admission as observer

Observership may be given to corporate bodies or legal representatives representing such bodies if, at its sole discretion, the General Assembly considers that the association would benefit from such bodies or individuals having Observer status. No person or corporate body who qualifies for full or associate membership shall be appointed as an Observer.

The Observers underwrite the Articles of Association and if applicable the Internal Policies Document.

### Article 6. Admission to membership

Only the General Assembly is authorised to admit members. Admission shall be granted with the consent of a simple majority of the Full Members in good standing.

Application for membership as a member shall be in such form as the Board of Directors shall from time to time specify. The Board of Directors shall maintain a register of members in which it is recorded the name of the persons who are appointed as representatives of the members. The register shall also contain the address, fax or telex number and electronic mail address supplied by the representative to which notices and other communications are to be sent.

*Article 7. Termination and suspension of membership*

Membership (whether as Full Member or Associate Member) shall terminate:

- upon the Member ceasing to exist pursuant to the laws of its country of incorporation or, the member being an individual, upon death;
- upon the resignation of a member having by it given at least seven clear days notice to the association;
- upon any Full Member or Associate Member ceasing to qualify as such in accordance with Article 5.2 or 5.3

Membership (whether as Full Member or Associate Member) can be terminated by a decision of the General Assembly

- if a member fails to fulfil its obligations towards the association, or if the General Assembly determines that membership should be terminated;
- by expulsion, which shall only be applied if a member acts in violation of these Articles or of any regulation or resolution of the association or acts in a manner unreasonably prejudicial to the interests of the association;
- if a member becomes bankrupt, goes into liquidation, has a receiver appointed in respect of its assets or makes any arrangement with his creditors generally;

Membership (whether as Full Member or Associate Member) can be suspended:

If a member has not paid the invoice sent by the Secretariat within 60 days after the due date, the membership can be suspended by the Board of Directors. Such suspension shall only be upheld if confirmed by the General Assembly by simple majority of members present at the next meeting and only for such a period of time as the General Assembly thereby determines. Suspension shall mean the temporary removal of membership rights. In case of full settlement of the account, the board shall revoke suspension..

If a member is expelled or resigned in the course of a financial year the Member concerned shall nonetheless be required to pay the full annual membership fee due for that year. Terminated or suspended members shall not be entitled to any refund of paid membership fees.

A member shall only be affected by the resolution of the General Assembly, with two thirds of the members who are entitled to vote present or lawfully represented voting in favour of termination.

At each Annual General Meeting the General Assembly will review the status of all Observers but may at any time discontinue the admission of an Observer

Membership status shall not be transferable.

*Article 8. Membership fees*

Full Members and Associate Members shall be required to pay an annual membership fee for a maximum amount of 50.000 Euro whereby the actual

membership fee is to be determined in the Internal Policies Document. Full Members and Associate Members may be divided into categories each of which will pay a different membership fee. No membership fees shall be required of Observers.

*Article 9. Liability of members*

The liability of the members is limited to the obligations that the Members may have vis-à-vis the association, hereby included the obligation to pay the annual membership fee and to respect the Articles of Association and the Internal Policies Document. The members are in any case not personally liable for the commitments of the association.

TITLE III – GENERAL ASSEMBLY

*Article 10. General Assembly – Competences*

The Full members shall constitute the regularly convened General Assembly. It possesses the powers given to it by the law and these articles. Among others the following belong to its exclusive competence:

- Modification of the Articles of Association
- Appointment, suspension and dismissal of directors
- Appointment, suspension and dismissal of the company auditor and provision of his fee in case a fee is granted
- Décharge (acquittal of liability) for the directors and auditors
- Approval of the annual accounts and annual budget
- Dissolution of the association
- To determine and to alter the annual membership fees
- To admit Full members, Associate members and Observers and to terminate and suspend Full members, Associate members, and Observers.
- To determine and change the country in which the registered office of the association is located.

All and any additional powers not vested by these Articles to any other body of the association shall rest with the General Assembly.

*Article 11. Annual General Assembly*

An Annual Ordinary General Meeting of the General Assembly shall be held once every year, and no later than 15 months after the previous Annual General Meeting. The business to be dealt with at each Annual Meeting shall include:

- Review and approval of the Annual Report of the Board of Directors and the annual accounts
- Approval of budget and accounts
- Resignation and nomination of directors
- Acquittal of liability for directors and auditor

Annual General Meetings shall be at such times and places as the Board of Directors shall appoint.

Extra-ordinary meetings of the General Assembly shall be held as often as the Board of Directors considers necessary and in any event within thirty days of receipt of a written request signed by at least one-fifth of all the Members. If no meeting has been called by the Board of Directors within 14 days of receipt of such a request, the signatories of the request may themselves call such meeting.

Unless otherwise decided by the General Assembly, all General Meetings will be held in Europe.

*Article 12. Notices of and Attendance at General Assembly Meetings*

The meetings of the General Assembly shall be called by or on behalf of the Chairman of the Board of Directors. The notice of meeting shall be not less than thirty days.

The notice of meeting contains the agenda of the meeting and will be sent to the members by ordinary letter, telefax or email.

A Member present in person at any meeting shall be deemed to have received notice of the meeting.

Methods of notification shall be determined in the Internal Policy Document.

A Member entitled to attend and vote at a meeting may participate by means of a videoconference or other facility whereby all people participating in the meeting can hear each other and any Member participating in a meeting in this manner shall be deemed to be present in person at such meeting.

*Article 13. Chairman*

The meetings of the General Assembly shall be chaired by the Chairman. The Chairman may ask the Board of Directors to appoint another person to act as chairman of any specific meeting. This appointment shall be only on a per-meeting basis. The procedure for appointment shall be determined in the Internal Policy Document. The General Assembly may replace the so appointed chairman with another person by a simple majority of the full members present.

If the Chairman is absent and has not asked the Board of Directors to appoint a replacement during the meeting, one of the other members of the Board of Directors, elected by that body, shall act as chairman. In the event that no chairman is so elected, the General Assembly shall by simple majority appoint a chairman for that meeting.

*Article 14. Quorum*

Unless the law or these Articles provide otherwise, all resolutions of the General Assembly shall be adopted by a simple majority of the Full Members present or lawfully represented. This shall not apply for resolutions regarding financial and budget issues which will be explicitly indicated as such in the agenda. They shall be adopted by both a simple majority of the Full Members present or lawfully represented. and a simple majority of the weighted votes cast by the Full Members present or lawfully represented. .

Full members may be represented at meetings of the General Assembly by means of a written proxy, subject to overall limitation of five proxies per representative.

In the event that the votes are equally divided on a motion, the chairman of the meeting shall not have a casting vote.

All votes shall be taken publicly , unless the vote concerns the appointment of the members of the Board of Directors, or if the chairman of the meeting or one of the Full Members requests a secret ballot. In any such case there shall be a vote by secret ballot, which shall be taken by means of unsigned and closed ballot papers. Any secret ballot shall be supervised by the chairman of the meeting.

If all Full Members are present or represented at a meeting of the General Assembly, valid resolutions may be adopted by unanimous vote on all subjects submitted for discussion, with the exception of any motion to amend the Articles of Association.

#### *Article 15* Modification of the articles of association

The General Assembly may only deliberate and decide validly on a modification to the articles of association if this proposed change appears on the agenda and is explained in the letter of summons and when at least two-thirds of the Full membership is present or represented.

A modification can only be accepted with a majority of two-thirds of the votes of the Full members that are present or represented.

#### *Article 16* Modification of the objectives of the association

The General Assembly may only deliberate and decide validly on a modification of the objectives of the association if this appears on the agenda and is explained in the letter of summons and when at least two-thirds of the Full membership is present or represented.

A modification can only be accepted with a majority of four-fifths of the votes of the Full members that are present or represented.

#### *Article 17.* Voting procedures

##### 17.1 Voting Rights

All full members have voting rights at the General Assembly. It shall be distinguished between votes and weighted votes, each type to be cast and counted separately. Each Full Member has one vote; the number of weighted votes per Full Member equals the membership fee in Euro actually paid by the Full Member and received by the Association for the current financial year, divided by 1000 and then rounded. Regardless of this, each Full member has at least one weighted vote. The Board of Directors shall maintain a list of the weighted votes of all Full members and inform the General Assembly of any changes. Weighted votes shall only apply for resolutions regarding financial and budget issues in accordance with article 14 or in cases referred to in article 34.

##### 17.2 Method of voting

Methods of voting will be determined in the Internal Policy Document.

#### *Article 18.* Minutes

The Minutes of each General Assembly will be recorded in a register held at the registered office of the association and signed by the Chairman. They shall be recorded by the General Manager or by another person appointed by the Chairman of the meeting.

*Article 19. Accountant & commissioner*

The General Assembly appoints, if required by the law, an independent accountant and/or commissioner who is ordered to draft the annual report for the General Assembly and this after reviewing the accounts of the past year.

TITLE IV – BOARD OF DIRECTORS

*Article 20. Responsibility*

The Board of Directors shall be responsible for the management and administration of the association.

*Article 21. Appointments*

The Board of Directors shall comprise at least three but no more than five directors. When the association exist of only 3 members, the Board of Directors will exist of only two members. Only individuals who are not employees of the association may be appointed as members of the Board of Directors. Members of the Board of directors shall be appointed by the General Assembly at an Annual General Meeting for a term commencing immediately following the close of that meeting and expiring at the end of the second Annual General Meeting following their election. The General Assembly shall in like fashion appoint one of the Directors to be Chairman, another to be Treasurer and another to be Secretary for the period until the expiry of the Chairman's, Treasurer's, or Secretary's term of office as a member of the Board of Directors.

A member of the Board of Directors shall only once be eligible for reappointment immediately following the expiry of his first term of office and thereafter he shall not be eligible for appointment until the second Annual General Meeting following the expiry of his second term of office. When calculating whether a person is entitled to be appointed or reappointed as a member of the Board of Directors, any time served on the Board or Council of Management of UK company number 03750829 CENTR Ltd shall count as if it was time spent as a member of the Board of Directors (even if the time spent at CENTR Ltd predates the existence of this company) and any part years spent at CENTR Ltd shall count as the nearest whole number of full years.

*Article 22. Powers*

The Board of Directors has the powers given to it by the law and these articles. The Board of Directors shall be responsible for the management and administration of the association.

It may specifically, but without limitation and without prejudice to the powers granted by the General Assembly, conclude and perform all documents and contracts, transactions, agreements, acquisitions and exchanges, sell or rent any real or movable property, hire an revoke staff, open any bank account, execute mortgages of real property or quasi-property rights, borrow, issue obligations guaranteed by mortgages or other securities, issue execution procedures under court judgments or otherwise whether with or without payment or other dispensation, conclude leases of any duration, accept legacies, subsidies, donations and transfers, issue renunciations of all rights and all enforcement procedures, withdraw from the post office any correspondence, cash in and pay any amount and confer all necessary

special powers on representatives of its choice whether or not associated with the association

Judicial action, whether as applicant or defendant, may be initiated or sustained in the name of the association by the Board of Directors.

For agreements whereby the association is to issue a guarantee for a third party or to assume liability for the debt of a third party, the Board of Directors shall require the approval of the General Assembly.

*Article 23. Vacancies*

The Board of Directors may appoint by unanimity a person who is willing to act to be a member of the Board of Directors, to fill a vacancy due to an untimely resignation of a director. A member of the Board of Directors so appointed shall hold office only until the next following Annual General Meeting, unless his appointment is revoked by a simple majority of the full members at an earlier General Assembly meeting . If not re-appointed at such Annual General Meeting, he shall vacate the office at the end of such meeting.

No member of the Board of Directors shall be entitled to appoint any other person to be an alternative member of the Board of Directors.

A member of the Board of Directors whose term comes to an end at an Annual General Meeting may, if willing to act and if eligible for reappointment, be re-appointed. If he is not re-appointed, he shall retain office until the end of the meeting.

*Article 24. Dismissal of directors*

A member of the Board of Directors shall cease to be such:

1. if by notice in writing lodged with the registered office of the association he resigns his membership of the Board of Directors;
2. upon death,;
3. if he is removed by a simple majority of the General Assembly.

*Article 25. Quorum*

The members of the Board of Directors may convene and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes.

The quorum necessary for the transaction of the business of the Board of Directors shall be three. Unless the board has only two members, in which case it shall be two.

The Board of Directors shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings at all meetings of the Board of Directors.

If at any meeting of the Board of Directors the Chairman is not present within fifteen minutes after the time appointed for the start of any meeting, the members present may choose one of their number to be chairman of the meeting. In case of an equality of votes on any question the Chairman shall have a casting vote.

*Article 26. Compatibility*



Subject to the provisions of the Act, and provided that he has disclosed to the Board of Directors the nature and extent of any material interest of his, a member of the Board of Directors notwithstanding his office:

- may be a party to, or otherwise interested in, any transaction or arrangement with the association or in which the association is otherwise interested;
- may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the association or in which the association is otherwise interested; and
- shall not, by reason of his office, be accountable to the association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

For the purposes of this article:

- a general notice given to the Board of Directors that a member of the Board of Directors is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member has an interest in any such transaction of the nature and extent so specified; and
- an interest of which a member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### *Article 27. Representation*

Except in case of a specific power of attorney, the association shall be validly represented with respect to all acts and matters, including with respect to court proceedings, by either two directors or the General Manager who will not have to justify, towards third parties, of a prior decision of the Board of Directors or General Assembly.

#### *Article 28. Daily management*

Responsibilities for the daily management of the association may be delegated to a General Manager appointed by the Board of Directors or the General Assembly. The General Manager shall exercise such powers and perform such duties as from time to time may be assigned to it by the Board of Directors or the General Assembly.

#### *Article 29. Liability of Directors*

Members of the Board of Directors are only responsible for the exercise of their mandate without bearing any personal liability regarding the undertakings of the association.

### TITLE V - BUDGET AND ACCOUNTS

#### *Article 30.*

The financial year of the association shall be the first day of January to the thirty-first day of December inclusive in each year.

#### *Article 31.*

The Treasurer shall be required to ensure that records of the financial position of the association shall be kept in such a manner as to show at all times its assets and liabilities.

*Article 32.*

At each Annual General Meeting the Treasurer shall render an account of his financial management in the past financial year and submit a balance sheet and a statement of income and expenditure. At the same meeting the Chairman shall submit the Annual Report of the Board of Directors which shall include a report on the Secretariat.

## TITLE VI – DISSOLUTION AND LIQUIDATION

*Article 33.*

The association may be dissolved by a resolution of the General Assembly in accordance with stipulation of the law or by a judicial verdict. The quorum and majority conditions of article 16 will apply for the consideration of a proposal for dissolution.

The general meeting nominates one or two liquidators in charge of the liquidation of the dissolved association. It will be the same in cases of judicial liquidation; this will be followed by a general meeting of associates, convened to this end by the liquidators.

In cases of dissolution, all the assets of the association will be appropriated to another "*vereniging zonder winstoogmerk - association sans but lucratif*" having identical or similar objects to that of the dissolved association, or, if none is available, in favour of some charitable organisation in the care of the liquidators nominated by the general meeting.

## TITLE VII- INTERNAL POLICIES DOCUMENT

*Article 34.*

An internal policies document can be presented by the Board of Directors to the General Assembly for approval. The General Assembly shall approve this document by both a simple majority of the Full Members present and a simple majority of the weighted votes cast by the Full Members present. The contents of this document may not be contradictory with what has been stipulated in the Articles of Association. Modifications to this regulation can be introduced by the Board of Directors to the General Assembly for approval. The General Assembly can approve these modifications by a simple majority of the Full Members present. In case the modifications affect budget or financial issues an additional simple majority of the weighted votes cast by the Full Members present shall be required.

## TITLE VII - DIVERS

*Article 35.*

CENTR VZW/ASBL STATUTES FINAL 07/11/2006

For information purposes only – authentic versions available in Dutch and French

For those aspects that are not regulated by the Articles of Association, is being referred to the Belgian Law of 27 June 1921, altered by the law of 2 May 2002.