



Proposed Changes to the Articles of Association

presented by:

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Why Change the Articles?

- Main motivation: Increased flexibility
 - Final approval of Activity Plan and Budget
 - > Executive Board
 - Charging Scheme and fee levels
 - > Membership / General Meeting
- Voting rights unrelated to Charging Scheme
- Housecleaning
 - Improving translation
 - Deleting old transitory provisions

Article 3

Members. Candidate-members.

- Deleted section 2 regarding membership categories.
- Charging Scheme defines “*Billing Categories*”.
- Accommodating wishes from members to allow for a broader range of categories.
- Charging Scheme can develop without requiring change of Articles.



Article 6

Contribution. Obligations.

- *section 1:*
 - Deleted reference to membership categories
 - Added provision for the adoption of the Charging Scheme by the General Meeting.
- *section 2:*
no change

Article 7

Executive Board

- *section 1:*
More precise wording.
- *section 2:*
Timeline for nominations by the Executive Board changed, to accommodate early GM.
- *sections 3 and 4:*
No change



Article 8

End of membership in the executive board, suspension and dismissal

- *sections 1 and 2:*
No change
- *section 3:*
More precise definition of the end of term for board seats.
- *section 4:*
Re-wording of last sentence of previous section 3.
- *section 5:*
Added the provision for the Executive Board to allow for optimal staggering of terms.
- *section 6:*
Added termination of term by not adhering to membership requirements.



Article 10

Duties of the executive board. Representation.

- *section 1:*
Added responsibility for Activity Plan and Budget amendments.
 - Greater flexibility during the business year
 - Allowing for budgetary or activity adjustments to industry changes
 - Without the need for General Meeting approval.
- *sections 2 to 4:*
No changes
- *section 5:*
Added missing section from Dutch text to English translation.

Article 15

General Meeting

- *section 1*: No change
- *section 2*: Clarification of term “annual meeting”.
- *section 3*: Shortened period between convocation of the meeting and date of the meeting to four weeks, and period for members’ resolutions to two weeks before the meeting.
- *section 4*: Setting agenda points for the “Annual Meeting”, including wording to define the discharge of the Executive Board.
- *sections 5 and 6*: Setting other agenda points for general meetings during the course of the business year.
- *sections 7 and 8*: Were previously sections 6 and 7, no change



Article 16

Attendance of general meetings. Voting rights.

- *sections 1 and 2*: No change
- *section 3*: Deleted previous member categories and associated voting rights. **Introduced one vote per member.**
 - Need to delete membership categories
 - enabling introduction of more flexible billing categories
 - to be adopted by the General Meeting.
 - RIPE NCC Counsel advises against the indirect modification of voting rights, if they were to remain tied to billing categories.
Thus a simplified scheme of one vote per member is introduced.
- *sections 4 and 5*: No change



Article 17 Votes.

- *section 1:*
A clarification of “majority”.
- *sections 2 to 8:*
No change.



Transitory and Final Provisions

- **Transitory provision**

- Earlier transitory provisions dealing with the details of the separation of RIPE NCC and TERENA were deleted.
- New transitory provision was added to allow for the adjustment of the terms of the current board members to be consistent with the new expiry provisions.

- **Final Provision**

- The final provision defined the duration of the first business year of the association.
- Deleted.

Questions and Answers



<http://www.ripe.net/ripencc/about/agm/agm2003/>