

## ***Internal regulations of the AFNIC***

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### Preamble

The statutes of the Association Française pour le Nommage Internet en Coopération (AFNIC), which was created on 3 December 1997 and announced in the Official Journal of the French Republic on 20 December 1997, stipulate (article 20) "that internal regulations are drawn up, which may be freely modified by the board of governors, specifying the means of carrying out the said statutes, and that these internal regulations apply to all members of the Association".

Now that the association has been in existence for three years, its management methods seem effective enough to be institutionalised in the form of a set of internal regulations, separate from those applicable to its staff, adopted on 18 November 1998.

With this aim, the following provisions are announced:

### **Article 1. Aims ➔**

These internal regulations aim to define, complete or specify those methods that are useful to the proper function of the Association Française pour le Nommage Internet en Coopération, (hereafter referred to as "the AFNIC"), in particular as they are described in the association's statutes, on one hand, and in the contractual documents governing the AFNIC's relationships with its partners (in particular: the Internet naming charter and the agreements made between the AFNIC and the registrars) on the other hand.

In the event of a dispute or of conflicting interpretations of the clauses in the various documents mentioned in the paragraph above, the order of decreasing priority afforded to the said documents will be as follows:

- the statutes of the association, submitted on 3 December 1997 and possibly modified;
- the Internet naming charter;
- the signed agreement (with any amendments) between the AFNIC and each registrar;
- the present internal regulations.

## **Article 2. The naming charter and the registrars' membership agreements** ➔

### *2.1. The naming charter*

The naming charter establishes the administrative rules and describes the naming conventions with a view to the logical organisation of the AFNIC's sphere of operations in terms of allocating and managing domain names.

In view of their responsibilities, particularly regarding their customers, the registrars undertake to respect the naming charter and to cause it to be respected.

The naming charter is an evolving document, but new rules cannot be applied retroactively.

The latest valid version applying to registration operations is available on the AFNIC website at: <http://www.afnic.asso.fr/enregistrement/nommage.html>

### *2.2. The registrars' membership agreement*

The AFNIC membership form and membership agreement for registrars aim to ensure the registrar's willingness to belong to the association, to respect its spirit and its rules, while describing the administrative, technical and financial relationship between the AFNIC and the registrar.

The evolution of the Internet may lead to some contractual clauses needing to be modified. In this event, in order to avoid multiple amendments on one hand and differing contractual documents for former and new members on the other, the AFNIC will submit a new version of the agreement to the registrars for signature at the end of a calendar year, and this will then apply from 1 January of the following year.

## **Article 3. Outline of the association's organisation and operation** ➔

### *3.1. Board of governors*

#### *3.1.1. Composition*

The board of governors is composed of appointed and elected members. Its chairman is elected from among the appointed members in accordance with article 10 of the Statutes of the AFNIC.

#### *3.1.2. Re-election*

The mandate of the elected members is renewed by vote at the general assembly according to the provisions described in article 3.3.3 below.

If the general assembly has been unable to proceed with the election of the new members before the expiry of their three-year mandate, the mandate is automatically extended until the date of the meeting.

### 3.1.3 *Chairman*

The chairman is elected by a simple majority vote by the members of the board, if present, or their representatives.

In the event of the absence or incapacity of the chairman, the board of governors appoints a temporary chairman from among the representatives named by the Institut National de Recherche en Informatique et en Automatique ( INRIA - French National Institute for Research in Computer Science and Control).

### 3.1.4. *Invitations*

A preliminary invitation including a draft agenda is sent by electronic mail to the administrators at least two weeks before the date of the board meeting.

The invitation itself, on paper and signed by the chairman or, at his delegation, by the association's managing director, is sent to the administrators at least one week before the date of the board meeting.

Any documents relevant to the discussion are enclosed with the invitation, or, failing this, distributed at the beginning of the meeting.

### 3.1.5. *Operation*

A register is signed by each member present, who must also sign for any absent member for whom they are acting as proxy.

Legal entities that are members of the association may be represented by proxies who are not members of the board of governors.

In the event of a vacancy for an elected legal entity member, in the case of a liquidation for example, the board of governors can appoint a replacement chosen from among the members of the college to which the missing member belongs. The definitive replacement of the member takes place at the next general assembly. The rights of the new member last until the date when the mandate of the replaced member would have expired.

In the event that the representative of a legal entity fails to appear, the legal entity provides for his replacement by addressing a letter to the president of the association with the details.

The impact of mergers, demergers, transformations or any other changes to companies on the representation of the legal entity in question is left to the judgement of the board of governors.

The board of governors votes as follows:

- by secret ballot for the election of the chairman of the board of governors;
- by show of hands for all other decisions, unless the board itself decides that a secret ballot is necessary.

### 3.1.6. *Statement of decisions and minutes*

The statement of decisions is addressed by e-mail to the administrators for approval. If they do not reply in writing within two weeks, the statement is deemed approved.

As soon as it has been approved, the statement of decisions is made available, for the association's members only, on the association's website.

The minutes contain the following elements:

- the date and time of the meeting;
- the means of notifying delegates of the meeting;
- the agenda;
- the register of members present;
- any documents and reports that were discussed;
- a summary of the discussion;
- the decisions taken.

Approval of the minutes is the first item on the agenda of the next meeting of the board of governors.

### *3.2. Management and other personnel*

The association is led by a managing director, assisted by a technical director. The managing director is supported by an "executive committee", a consultative body made up of representatives of each of the following operational or functional departments:

- the engineering department, including in particular the engineers in charge of administering the DNS systems, the internal network and the equipment connected to it, and, in a more general sense, the activities of development and technical management of naming in the area of the association's jurisdiction;
- the "interface" department, which ensures, together with the registrars, that the naming charter is respected in the registration of domain names;
- the administrative department, whose responsibilities include the following:
  - administration (taking care of membership, the administrative management of the association and the operation of its policy and consultation authorities);
  - accounting, finance, invoicing, human resources;
  - legal affairs;
  - the communications department (press relations, announcements, promotion, events, information materials).

Changes to the operational organisation chart must be made by the managing director.

The executive committee meets periodically, chaired by the managing director. The scope of this committee covers in particular issues of organisation, operation, the management of the association, and preparing for meetings of the AFNIC's policy-making and consultative bodies.

Concise summaries, including at least a statement of any decisions made, is communicated to the members of the committee by e-mail.

Unless decided otherwise by the managing director, each participant in the committee is responsible for informing the staff for whom he is responsible of the content of the decisions, discussions and directions taken by the committee.

The staff of the AFNIC undertakes to keep confidential any information of which they become aware while carrying out the duties of their job and which is not explicitly intended to be communicated outside the association.

### *3.3. General assembly*

#### *3.3.1. Invitations*

The president of the association may delegate the task of sending out invitations to a general assembly to the managing director. Invitations are sent by electronic mail, within the timescale laid down in the statutes.

In order to encourage the presence of as many participants as possible at the assembly, the date of the meeting is also displayed, within the same timescale, on the association's web server at the following address: <http://www.afnic.asso.fr>.

All members of the association who are up-to-date with their membership fees, at the latest one the date of the members' assembly meeting, may attend. On the other hand, the list of the association's members qualified to take part in the assembly's decisions is fixed on the date on which the invitations are sent out, i.e. 21 or 15 days respectively before the date of the ordinary general assembly meeting or the extraordinary general assembly meeting. This latter provision does not apply to members of the International College, who can take part in the vote as long as they are up-to-date with their fees at the general assembly.

The invitation specifies the location, date and time of the meeting. It also indicates the agenda, which only the board of governors may determine or modify.

#### *3.3.2. Presidency*

The president of the association chairs sessions of the general assembly. In the event of his absence or inability to attend, the general assembly will appoint a president for the session from among the members of the board of governors who are present.

#### *3.3.3. Progress of sessions*

##### a) Conditions of access

Each member taking part in the meeting must sign a list of attendees, giving surname, first name and position, as well as, for representatives of legal entity members, the name of the

legal entity. Identity is verified before entry to the hall is allowed. No more than two participants from a single legal entity member of the association will be admitted to the assembly meeting. However, only the duly qualified representative of the legal entity, notified of the meeting in accordance with the provisions laid down in article 3.3.1 above, may take part in the debate in votes.

At the beginning of each session, the assembly of members present appoints a scrutineer and a secretary for the session by show of hands.

#### b) Proxy

Proxy voting is allowed, but no member present may place more than two votes in addition to his own.

The mandate must be written and signed by the principal, and must state the nature, location and date of the meeting.

By sending a blank vote, members of the association are deemed to give a vote in favour of the adoption of draft resolutions placed on the agenda by the convenor of the assembly, and a vote against the adoption of any other draft.

When votes are taken, proxies are verified and counted by the scrutineer.

#### c) Quorum

There is no quorum rule, except in the event of modification of the statutes or dissolution of the association, in which case at least two thirds of the members of the general assembly must be present or represented following the initial notification for the decision to be valid. If a second notification is required to adopt one of the decisions described in articles 21 and 22 of the statutes, the list of members notified is identical to that for the initial notification.

#### d) Election of members to the board of governors

Candidatures for election as members of the board of governors are addressed to the AFNIC at least three weeks before the date of the meeting of the general assembly. After verification of their admissibility, they are published on the AFNIC's web server at least two weeks before the date of the general assembly. Manifestos by the candidates are also displayed on the AFNIC website, as long as they are received at least three working days before the date of the general assembly.

The election of representatives of registrar members (registrar legal entities, members of the "registrars" consultative committee), user members (legal entity users, members of the "users" consultative committee) and of the representative of the correspondent members takes place by secret ballot.

For the election of their representative, only the members in the college in question may take part in the vote.

Legal entity members of the association may be represented by proxies who are not members of the association.

Voters are called to the ballot box by name, in the order of the register of attendees. Each participant in the vote signs the register next to his name (or the name of the legal entity he

represents) as well as, if appropriate, the name(s) of his principal(s).

Candidates who obtain an absolute majority of the votes cast by the members present or represented are elected in the first round. If a second round of voting is necessary, only candidates who obtained more than 10% of the vote or, if there are more than 10 candidates, more than 5% of the vote, are allowed to continue their candidature into the second round. The candidate(s) who obtain the largest number of votes within the college in question are then declared elected.

For each vote, the electors specify either one or two candidates according to the number of seats to be filled for the college in question.

In the event that two consecutive votes are drawn, the seat is filled by drawing lots.

The management of the AFNIC is in charge of the physical organisation of the elections. It ensures that each vote is conducted properly, specifically by making available to each of the three membership colleges the necessary material resources (a room, a list of people allowed to vote according to the provisions of article 3.3.1 above, and a scrutineer).

#### e) Other provisions

Votes are conducted by a show of hands, except in the case specified in paragraph 3.3.3 d) above or unless the assembly decides otherwise.

Participants who are acting both as a representative of a legal entity member and as a natural entity member of the association have at most two votes and two proxies, as long as they are up-to-date with the payments of all of their statutory fees.

The majority required is a simple (or relative) majority, with votes in favour outnumbering votes against, except in the case of modifications to the statutes or the dissolution of the association, for which a majority of three-quarters of the members present or represented is required.

#### 3.3.4. Minutes

The minutes contain the following elements:

- the date and time of the meeting;
- the means of convening the meeting;
- the agenda;
- a list of members present and represented, together with the college to which they belong;
- any documents or reports that were discussed;
- a summary of the debate;
- the text of any resolutions put to the vote;
- the results of the voting.

The minutes are sent to the members of the assembly within at most two months of the date of the meeting. In the absence of written comments on their part within at most two weeks, the draft is approved.

As soon as minutes are approved, they are made available, for the association's members only, on its website.

### *3.4. Consultative bodies*

#### *3.4.1. Function*

The "registrars" and "users" consultative committees, as well as the "international college", are consultative bodies called on to debate directions and/or proposals for change to the association's organisational or operational methods. Their purpose is to contribute the opinions of professionals, users of the network and personalities belonging to the French-speaking community before any decisions are made by the relevant authorities likely to have a major impact on the operation of the Internet in the AFNIC's area of jurisdiction, the activities of the association's members or the international influence of its operations.

In particular, these opinions may cover the application of rules, the adaptation of operational procedures or taking initiatives, in order to:

- preserve naming consistency;
- uphold respect for the broad principles of the law and ethics by Internet stakeholders;
- strengthen the AFNIC's co-operative activities.

#### *3.4.2. Organisation*

Registrar members of the association who are up-to-date with their membership fees automatically become members of the "registrars" consultative committee.

User members of the association who are up-to-date with their membership fees automatically become members of the "users" consultative committee.

International correspondent members who are up-to-date with their membership fees automatically become members of the "international college".

Only one representative of each legal entity member is allowed to take part in meetings of the body with which the entity is concerned. The participation of the representative is established by his signature on a register stating his identity and the name of the company or organisation to which he belongs. If the association's managing director agrees, the representative may be accompanied by another person belonging to the same legal entity.

#### *3.4.3. Operation*

The AFNIC's management is responsible for regular meetings and the smooth operation of the consultative bodies. With this aim, it provides secretarial support, including specifically the preparation of invitations, determining the agenda and communicating proposals to the board of governors.



#### a) Invitations and the agenda

The draft agenda for each committee is enclosed with the invitation sent to all its members, at least two weeks before the date of the meeting.

Invitations are sent by e-mail and announced on the AFNIC's website. In addition to the committee's members, AFNIC staff may be invited by the managing director to participate in sessions of the various committees.

#### b) Discussions

Meetings of the consultative committees are chaired by one of the two representatives of the members of the college concerned elected to the AFNIC's board of governors.

Proposals are decided on by show of hands. At the request of the chairman of the session or of the AFNIC's management, they may be subject to a simple majority vote.

In the case of consultation (by e-mail or otherwise) of all the members of a consultative body on the text of a resolution, replies are sent by e-mail.

Only one representative of each legal entity committee member may comment on the contents of a resolution. He has two weeks in which to comment. If no response is received within this time, approval is assumed.

The managing director, or any other qualified association staff member, communicates the results of the consultation by e-mail to all those involved.

The results of deliberations by the consultative committees are submitted to the board of governors for a decision.

### **Article 4. Other provisions** ➔

#### *4.1. Evolution of procedures*

The evolution of the Internet may lead to changes in the naming charter, naming procedures and related contractual clauses. The AFNIC is thus obliged to develop the content of the naming charter and the naming procedures in real time, making extensive use of electronic mail, and updating the documents available on-line on its website.

Given their area of activity, the members of the association acknowledge the AFNIC management's right to make wide use of consultation procedures via electronic mail and its website, as well as the legal validity of such consultations.

#### *4.2. Relations between registrars and users*

Registrars ensure that their clients respect the naming charter, and relay the successive updates of the charter to their clients.

Registrars take responsibility for certifying that all information supplied to the AFNIC is accurate.

The AFNIC guarantees that requests for domain name registrations will be treated according to the "first come, first served" rule, without preference, provided that all the necessary supporting documents are supplied and that the request complies with the naming charter.

#### *4.3. Dispute resolution*

The members of the AFNIC undertake to attempt the amicable resolution, if necessary with recourse to a mediator, of any dispute which may arise, either between the association and one or more of its members, or between the association or a registrar and an end customer who is not a member of the AFNIC. Failing this, the dispute will be taken to the competent legal authorities with jurisdiction for Versailles.

#### **Article 5. Discipline** ➔

The president of the association is vested with wide disciplinary powers in order to ensure the respect of the organisation's rules and the operating procedures as described in the present regulations and the texts mentioned in article 1.

#### **Article 6. Publication of/Modifications to the internal regulations** ➔

The present internal regulations, adopted by decision of the AFNIC's board of governors on 6 April 2001, in accordance with its statutes, will be brought to the attention of those concerned via its website.

Saint-Quentin-en-Yvelines, 11 May 2001

The President of the AFNIC

Guy Aubert