

# ARTICLES OF ASSOCIATION

of the  
**ICANN European Internet Users Forum**

a Regional At-Large Organisation of ICANN

Adopted in Lisbon, on the 27<sup>th</sup> of April 2007

## **Preamble**

This document will be used for the time being as operating principles. The issues of the incorporation of the Association and of the possible addition of individual members to EURALO will be analyzed by the EURALO Board and discussed in a General Assembly at latest by the end of year 2007. For the time being, the EURALO representatives in the ALAC will be considered as additional non-voting members of the EURALO Board, pending discussion of the matter in a General Assembly at latest by the end of year 2007.

## **Part A - NAME, LANGUAGE**

### **1 Name, language**

1.1 The Association bears the name “ICANN European Internet Users Forum” (hereinafter referred to as “The Association”) and shall be registered as required by law.

1.2 The working language of the Association is English.

1.3 Official communications between members and the Association in general will be conducted via electronic mail.

1.4 The official version of the Instruments of Association of The Association will be in English, though translations into other languages may be made from time to time.

## **Part B - DEFINITIONS**

### **2 Definitions**

2.1 In these Articles of Association the following abbreviations shall be understood as follows:

2.2 ALAC means the At-Large Advisory Committee according to the ICANN bylaws, attached to this document as Annex A;

2.3 ALS means an At-Large Structure according to the ICANN bylaws attached to this document as Annex A;

2.4 Europe – The countries and territories as defined in the ICANN Bylaws for the Geographic

Region of Europe as they may be amended from time to time;

2.5 ICANN means the Internet Corporation for Assigned Names and Numbers whose head office is based in Marina Del Rey, California, U.S.A.;

2.6 RALO means a Regional At-Large Organizations as defined in the ICANN bylaws, attached to this document as Annex A;

2.7 Member means a member of The Association;

2.8 The Association means the ICANN European Internet Users Forum.

## **Part C - AIMS AND PURPOSES**

### **3 Purpose of the Association**

3.1 The purpose of the Association is to consider and provide advice on the activities of ICANN, insofar as they relate to the interests of individual European Internet users, especially with regard to fostering consumer protection, human rights and civil liberties and to strengthening participation rights in Internet policy decision making.

3.2 The Association intends to be the RALO for Europe ("EURALO") according to the ICANN Bylaws and as defined in the MoU that creates the EURALO.

3.2.1 The Association and ICANN shall negotiate and sign a Memorandum of Understanding (MOU) concerning their mutual rights and obligations in connection with operationalising the relationship provided in Article 4.1.

3.2.2 The Board is authorized to conclude the necessary and appropriate agreements as defined by the General Assembly with ICANN as may be required from time to time in connection with the relationship with ICANN as provided in this Article.

3.3 The purposes of the Association shall be achieved by, inter alia:

3.3.1 Organising events and activities, and supporting those of others, to promote user participation and bottom up approaches in ICANN and Internet governance processes;

3.3.2 Promoting dialogue concerning the human rights and public policy aspects of Internet governance;

3.3.3 Releasing Statements about policies and participatory structures concerning the Internet, especially to ICANN, based upon the input of the members of the Association;

3.3.4 Designating European members to ALAC or other ICANN bodies as appropriate and as defined by the MOU with ICANN;

3.3.5 To contribute to ALAC policy positions for representation to the ICANN Board and other policy-making bodies;

3.4 The Association shall at all times act in an open, accountable and transparent manner and is committed to cultural and geographic diversity and gender balance in its work internally and

externally.

3.5 The Association shall pursue activities which are exclusively and directly for the benefit of the internet-using public. It shall not act in any way which is primarily of economic benefit to itself, its officers or Members.

3.6 The Association's funds may only be used for the purposes set out in these Articles of Association. Members shall not receive any of the The Association's funds simply by virtue of their membership. No one may be the recipient of any of the funds of the Association where such receipt would be contrary to the purposes of The Association or receive disproportionately large payments for purposes otherwise allowable.

3.7 Unless otherwise determined by the General Assembly, all officers of The Association shall not be provided with a salary or otherwise recompensed for their work on behalf of the Association, except where expenses are incurred on behalf of the Association's business against receipts for the same, or as provided in Section 9.6. Any decision regarding alterations of these Articles of Association should be submitted to the relevant competent financial authority before it is announced in the Register of Association.

## **Part D - MEMBERSHIP**

### **4 Membership**

4.1 Members of The Association shall consist of the following:

4.1.1 organisations domiciled in Europe supporting the purposes of The Association which qualify as an ALS.

4.2 Membership shall be by application, in writing, in the form and containing the information which the Board shall from time to time determine, and shall be signed.

4.3 The Board shall determine the criteria for membership, subject to review of the same by the General Assembly, and the mechanism by which applications for Membership are approved, which may also be reviewed by the General Assembly.

4.4 Members of other RALOs may not be members of The Association.

4.5 The Association will promote the formation of user groups and their accreditation by the ALAC. Nevertheless, mechanisms will be maintained to ensure that the individual regional users not integrated into ALSes can express their opinion on the development of ICANN policies.

### **5 Termination of membership**

5.1 Membership shall be terminated upon:

5.1.1 Death (in the case of individual members if existing) or abolition, insolvency, or dissolution (in the case of organizational members if existing),

5.1.2 Expulsion (as provided in Article 5.3 and 5.4)

5.1.3 Deletion (as provided in Article 5.2 and 5.3)

5.1.4 Voluntarily leaving the Association.

5.2 Leaving the Association occurs by written notification to the Board.

5.3 A member may be removed by decision of the Board, if a member is in arrears with its membership fees more than six months regardless of a reminder via e-mail. The member must be notified of his, her, or its removal. The obligation for the payment of the membership fees in arrears remains unaffected by removal for non-payment.

5.4 Membership may be terminated for any act which is contrary to the purposes of the Association if the Board so decides.

## **6 Rights and Duties of Members**

6.1 Members are obliged to maintain an e-mail address and to communicate the e-mail address to The Association, as well as other details of his, her, or their particulars as the Board so decides.

6.2 All members are entitled to attend any meeting or event organised by The Association.

6.3 The Association will inform its members about its activities and programmes, especially via its Internet page and its mailing lists.

6.4 Every member is obliged to inform The Association without delay any changes of its particulars.

6.5 The Association is not responsible for damages resulting from undelivered communications due to missing or incorrect particulars of Members that have not communicated changes as required in this Article 6.

6.6 Each organisational Member of the Association shall notify the Board, in writing, whether electronic or otherwise, of which natural person shall be the primary point of contact for official notifications required as a consequence of Membership. It shall be assumed that the said person shall also be responsible for casting the votes of the Member in all the Association's business. Such appointment shall be for any period of time the particular organization shall specify, and may be revoked in writing, whether sent electronically or otherwise. An alternate, or alternates, may be similarly designated.

## **Part E - FINANCIAL MATTERS**

### **7 Funds of the Association**

7.1 The Association's Funds shall be made up of:

7.1.1 Membership Fees, as provided in Article 7.2;

7.1.2 Extraordinary Charges, as provided in Article 7.3;

7.1.3 Interest and Income from investments (if any);

7.1.4 Gifts and Legacies (if any);

7.1.5 Other sources of funds and financing, provided always that accepting the same shall not conflict with the object and purposes of the Association.

7.2 The Association may require payment of an annual membership fee from members.

7.3 If the General Assembly so decides, additional fees may be required of members (an “Extraordinary Charge”) for extraordinary needs or in order to resolve a shortfall in the funds of the Association.

7.4 The annual membership fee and the payment date as well as the same particulars for an Extraordinary Charge shall be determined by the General Assembly.

7.5 The Board, and/or the General Assembly, may waive or defer membership fees and Extraordinary Charges, all or part, in suitable cases.

## **Part F - STATUTORY BODIES**

### **8 Bodies of The Association**

8.1 The Bodies of The Association are the Board, the General Assembly (“GA”), the Secretariat, and, if constituted, one or more Advisory Councils.

### **9 Board**

9.1 The Board of The Association shall consist of at least five members. The size of the Board may be expanded reviewed by the General Assembly as it shall see fit. The GA elects at least one chair person and a treasurer. The Board shall establish rules of procedure, which shall be generally available and are subject to the review of the GA.

9.2 In order to enhance diversity of the Association as provided in Article 3.4, at least five members of the Board shall be:

9.2.1 nationals of different countries, and;

9.2.2 to the extent possible, from different regions of Europe, and;

9.2.3 to the extent possible, gender balance shall be sought.

9.3 The Board is responsible for all matters of The Association, as far as they are not assigned to other Bodies of The Association. It is accountable to the General Assembly for all its actions and decisions, without limitation. The board is particularly responsible for the following matters:

9.3.1 Preparation of and convening of the General Assembly as well as compilation of the draft agenda, where the General Assembly decides to delegate either or both to the Board;

9.3.2 Implementation of the decisions of the General Assembly;

9.3.3 Compilation of the budget for the financial year for approval by the General Assembly;

9.3.4 Within six (6) months of the end of the financial year of the Association, the Board will approve or otherwise the accounts for the preceding financial year, said accounts to be submitted to the relevant governmental agencies if required, as well as the General Assembly;

9.3.5 Within six (6) months of the end of the financial year of the Association, the Board shall submit a summary of the work of the Association during the preceding year for review by the General Assembly;

9.3.6 Dealing with applications for Membership as provided in Article 4;

9.3.7 Removal or expulsion of members as provided in Article 4;

9.3.8 Hiring and dismissing of employees in a secretariat - except where they are employed by a third party.

9.4 In any matters of special importance to the Association, the Board shall ask the advisory council, where constituted, for a statement, and provide the same to the General Assembly.

#### 9.5 Election and period of office of the Board

9.5.1 The members of the Board shall be elected by the General Assembly for a period of up to two years, such term beginning with the date of election, renewable at the pleasure of the General Assembly, for not more than two consecutive terms.

9.5.2 The first election after adoption of these Bylaws shall elect one-half of the members of the Board for one year, and the other half for two years.

9.5.3 The Board remains in its position until successors are elected.

9.5.4 Any person may be elected to the Board, though nomination of candidates for the Board is reserved to ALSes.

9.5.5 Where a member of the Board relinquishes his seat or becomes ineligible to continue occupying his or her seat for any reason the board shall appoint a successor and notify the the General Assembly by electronic mail of the appointment, which is subject to review by the General Assembly.

#### 9.6 Officers of the Board

9.6.1 The Chair of the Board, and a Vice-Chair, shall be elected by the Board subsequent to the election of the Board, subject to 9.6.4, from amongst those Board members willing to serve.

9.6.2 The Chair shall serve as the official representative of the Association where such is required, or where the General Assembly so designates.

9.6.3 The Chair shall act as the chair at all meetings of the Board. Where the Chair is unavailable, the Vice-Chair shall preside.

9.6.4 The term of office of the Chair, and of the Vice-Chair, shall last for two years from the

date of their election.

9.6.5 The Board may create additional officer positions as may be required from time to time.

## 9.7 Meetings and decisions of the Board

9.7.1 The Board shall conclude the business of the Association at meetings of its members;

9.7.2 Meetings shall be convened by an invitation from the chairperson. Where the chair is unable so to do, the Board may designate another member of that body to invite the Board to meet.

9.7.3 Notification of a meeting shall be sent not less than two weeks in advance.

9.7.4 Board meetings may take place in person, via telephone or videoconference or via the Internet.

9.7.5 The Board shall form a quorum if two-thirds of the members of the Board are present or participate via other means.

9.7.6 The Board passes resolutions by simple majority; where a tied vote results the chairperson shall cast the deciding vote. Where the chair is unable to attend the vice-chair shall cast the deciding vote.

9.7.7 The Board shall to the maximum extent possible operate via consensus.

## 10 Advisory Council

10.1 The Association may establish one or more Advisory Councils as decided from time to time.

## 11 General Assembly

11.1 The General Assembly the senior body of the Association and may review, without limitation, any of the activities of the other Bodies of the Association.

11.2 The General Assembly is composed of the representatives of the Members.

11.3 In the General Assembly each Member has one vote.

11.4 Only Members as at 30 days prior to the opening of a General Assembly shall be authorised to vote.

11.5 The General Assembly is responsible, without limitation, for the following matters:

11.5.1 Approval of the budget for the next financial year, based upon the budget submitted to it by the Board;

11.5.2 Reviewing the work of the Board, and of the Association;

11.5.3 Where required to approve the actions of the Board;

11.5.4 Determining membership fees and the particulars related to any Extraordinary Charge;

11.5.5 Establishing Advisory Councils;

11.5.6 Election and dismissal of the Board and Advisory Councils;

11.5.7 Resolving to amend these Articles of Association and the dissolution of the Association;

11.5.8 Nomination of honorary members;

11.5.9 Installation of the Secretariat and review of the working of the same.

11.5.10 Electing the ALAC members representing Europe. The selected representatives must be members of different ALSes, must have their principal residence in different countries of the region and their nationalities must be different. To the extent possible, gender balance and regional balance within Europe shall be fostered.

11.6 An ordinary General Assembly of the Association shall be held at least once per year.

11.7 The General Assembly shall fix the date and place of its meetings as a part of the work of each meeting, said meeting to conform to the characteristics as provided in Article 11.9. Wherever possible, a General Assembly shall be held in connection with each ICANN International Meeting which is held in Europe. Where the General Assembly so provides, it shall be left to the Board to convene the General Assembly by invitation to all members, at least one month in advance, said invitation generally being made via electronic mail, which shall include at least the following, as provided in Article 2:

11.7.1 The draft agenda, and;

11.7.2 The summary of the activities of the Association, and;

11.7.3 The Accounts of the Association, and;

11.7.4 The Draft Budget of the Association.

11.8 The notification period for an invitation as provided in Article 11.7 commences from the day after the invitation is sent to the whole membership. The invitation shall be sent to the last known address of each member.

11.9 The General Assembly may take place via a physical meeting at a specific place, or via electronic means, or via a combination of both. The details of the same have to be made clear in the invitation. The means of holding the General Assembly shall ensure that all ALSes are able to participate and on the same footing.

11.10 Any Member may submit an item for the agenda via e-mail by sending it to the Board at least two weeks prior to the date upon which the General Assembly shall commence.

11.11 If the Board shall decide that an item submitted per Article 11.10 is frivolous, disruptive, defamatory, or otherwise manifestly not appropriate, said item shall not be included on the draft agenda, however, details of items submitted which are left out through operation of this Article



shall be provided to the Chair of the General Assembly upon election of the same for review.

11.12 The chairperson of the General Assembly must announce any new items received via the operation of Article 11.10 at the beginning of the General Assembly , though he may omit items excluded through operation of Article 11.11 as he or she sees fit.

11.13 The General Assembly shall determine whether or not items on the draft agenda shall be modified, deleted, or further items added to the Agenda as part of its work, including whether or not to consider any items submitted to it as provided in Article 11.10.

11.14 The General Assembly shall be chaired by the the Chair of the Board. The Vice-Chair shall act as chair of the GA where the chair is unable to do so for any part of the General Assembly session.

11.15 The nature of voting required for any matter will be determined by the chairperson of the General Assembly, subject to the provisions in Article 11.18 and its Clauses. The vote must take place via ballot if one third of the present Members request therefor. To the maximum extent possible the General Assembly shall decide matters before it by consensus.

11.16 The General Assembly shall have a quorum if at least one third of the ALS members are present or participating.

11.17 If the General Assembly is not quorate the Board is obliged to convene an additional General Assembly not less than two weeks and not more than four weeks later with the same agenda; this General Assembly shall have no requirement for a quorum, which shall be pointed out in the invitation to such a meeting.

11.18 Resolutions of the General Assembly in general require the simple majority of those present or voting; abstentions shall not count as a vote. Amendments of these Articles of Association require a majority of two thirds of all votes; to change the aim of The Association or to dissolve The Association a majority of three fourths of all votes is necessary.

11.18.1 All voting shall be electronic in nature, and allow sufficient time for all Members to record a vote on any matter. The mechanism for votes shall ensure that, to the maximum extent practicable, duplicate voting, or voting by unqualified voters, shall be prevented.

11.19 The General Assembly may, at its pleasure, establish subsidiary bodies for special purposes of whatever duration, composition, or for whatever purpose it shall determine.

11.20 For all elections in the General Assembly, candidates shall require an absolute majority of votes of the participating members. If no candidate receives an absolute majority a run-off election shall take place between the two candidates with the greatest number of votes.

11.21 Resolutions of the General Assembly shall be recorded in writing, which must be signed by the Chair of the Board.

11.22 Extraordinary General Assemblies

11.22.1 An Extraordinary General Assembly shall be convened by the Board, if the interests of the Association requires one, or where one tenth of the members of the Association so requests, in writing to the Board whether via electronic means or otherwise, stating the objective and reason for it in the request, Where convened, such an Assembly shall operate in

all ways as provided in Section 11.

## **12 The Secretariat**

12.1 A Secretariat, composed of professional individual(s), may be appointed or engaged on a paid or unpaid basis by the Board in order to handle the administrative requirements of the Association.

12.2 The Secretariat may be permanently or temporarily authorised by the Board to deal with all questions concerning the administration of the Association with the exception of those questions reserved by other Bodies of the Association, unless said bodies shall from time to time delegate such functions as they so desire, subject to statutory acceptability and best practice, to the Secretariat.

12.3 As far as possible, the Secretariat's staff should be representative of the region.

## **PART G - DISSOLUTION OF THE ASSOCIATION**

### **13 Dissolution of the Association**

13.1 For dissolution of The Association three-fourths of all current members must give their consent. This provision is without prejudice to the requirements of Clause 11.18.1.

13.2 Where the General Assembly does not decide otherwise, the Board shall appoint two authorised liquidators.

13.3 In the event of the Association's dissolution its assets, if not otherwise decided by the General Assembly, will pass to ALAC who must use the assets according to the purposes of the then-current Articles of Association.

13.4 The preceding rules shall apply also in the instance that The Association shall dissolve or be dissolved or otherwise cease operation.