

Articles of Association of

INTERNET GOVERNANCE FORUM

SUPPORT ASSOCIATION

I. NAME, DURATION AND SEAT

Article 1 Name and Duration

The Internet Governance Forum Support Association (hereinafter referred to as “the Association”) is a multistakeholder initiative established as a non-profit Association in accordance with Articles 60 *et. seq.* of the Swiss Civil Code and with these Articles of Association. The Internet Governance Forum (IGF) is a global forum for multistakeholder dialogue on public policy issues related to Internet governance, convened by the Secretary-General of the United Nations pursuant to a decision by the World Summit on the Information Society on 2005. It is open to all relevant stakeholders who participate on an equal footing. The IGF mandate is contained in Paragraph 72 of the Tunis Agenda for the Information Society and incorporated by reference into these Articles of Association.

The Association’s duration is unlimited.

Article 2 Seat

The seat of the Association is Geneva, Canton of Geneva, Switzerland.

II. PURPOSE

Article 3 Purpose

The Association acts in the public interest and has no profit-making purpose.

The purpose of the Association is to promote and support the global IGF as well as the national and regional IGF initiatives. It shall notably, support the general objectives of the IGF;

- provide funds to maintain and strengthen the IGF Secretariat and national and regional IGF initiatives;
- seek and promote exchange and collaboration with national and regional IGF initiatives;
- identify new sources of funding and facilitate funding of the IGF;
- make contributions to the IGF Trust Fund administered by the United Nations;
- award fellowships for participation at IGF meetings, including preparatory meetings.

III. ASSOCIATION BODIES AND MEMBERSHIP

Article 4 Association Bodies

The bodies of the Association are: the General Assembly; the Executive Committee and such other bodies that may be established pursuant to these Articles.

Article 5 Membership

Any physical or legal entity may apply for membership if, through their commitment or actions, they have proved their attachment to the aims of the Association (hereinafter referred to as “the Member” or “the Membership”).

Initial Members will be accepted at the first General Assembly of the Association. Thereafter, requests to become a Member must be addressed to the Executive Committee. The Executive Committee admits new Members and informs the General Assembly accordingly.

Membership ceases:

- a) on death;
- b) by written resignation notified to the Executive Committee in writing or by electronic means;
- c) by exclusion ordered by the Executive Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Executive Committee’s decision being notified;
- d) for non-payment of dues for more than one year.

In all cases the Membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association’s assets or activities.

IV. The General Assembly**Article 6 Composition and Convocation**

The General Assembly is the supreme governing body of the Association. It consists of a gathering to which the full Membership is invited, and shall take place at such times as may be determined by the Executive Committee or by the request of at least 20% of the Membership, but in no case shall meet less than once a year.

The General Assembly shall provide a forum for voting on matters as required under these Articles and for multistakeholder dialogue and discussion related to the support of the IGF and shall consider such agenda items as may be provided by the Executive Committee or, with the approval of the Executive Committee, proposed by the Membership.

The Executive Committee shall inform the Members in writing or by electronic means of the date, time, and place of the General Assembly at least ten days in advance, including the notification and the proposed agenda sent to each Member.

The General Assembly shall be considered valid regardless of the number of Members present.

The General Assembly may be attended either in person or by telephone and/or electronic means, and is presided over by the Chair of the Executive Committee.

Article 7 Functions

The General Assembly shall notably

- a) approve the record of the previous General Assembly;
- b) hear appeals regarding decisions on expulsion of Members, and take appropriate action;
- c) appoint the members of the Executive Committee as well as the auditors, if required;
- d) note the contents of the reports and financial statements for the year and vote on their adoption;
- e) approve the annual budget, based upon a recommendation by the Executive Committee;
- f) supervise the activity of the Executive Committee and grant the discharge;
- g) decide on any modification of these Articles of Association;
- h) decide on the dissolution of the Association;
- i) determine Membership dues.

Article 8 Decision-making

Decisions of the General Assembly are taken by consensus. If no consensus is reached, decisions of the General Assembly shall be taken by a majority vote of the Members present unless provided otherwise in the Statutes. Each Member shall have one vote on matters before the General Assembly. In case of deadlock, the Chair of the Executive Committee shall have a second vote with which to break the deadlock.

Unless half of the Members present require a secret ballot, ballots will be open.

V. The Executive Committee**Article 9 The Function of the Executive Committee**

The Executive Committee is the executive decision-making body of the Association. It manages the affairs of the Association in accordance with the provisions of these Articles. In so doing, it seeks to represent the interests of the Association Members as a whole.

Article 10 Composition of the Executive Committee

The Executive Committee shall be composed of a minimum of five and a maximum of nine members, representing all stakeholder groups and reflecting adequate diversity and geographical balance.

Article 11 Appointment and Removal

Executive Committee members are appointed by a vote of the General Assembly and elected member of the Executive Committee shall serve a renewable three-year term (subject to the provisions in this Article). Executive Committee members shall be replaced according to a staggered rotation, so that no more than one third of the Executive Committee shall normally be replaced at one time. To this effect, the General Assembly shall decide accordingly as regards the respective duration of service of its initial Executive Committee members. Executive Committee members may serve additional terms provided that the number

of successive terms shall not exceed two, except that a partial term of one third of a regular term or less shall not be counted as a term.

In the event an Executive Committee member is unable to complete his or her term, the Executive Committee may appoint a replacement to serve until the end of the term.

Executive Committee members can be removed by a two-thirds majority vote of the Executive Committee members then in office.

Article 12 Competencies and Functions of the Executive Committee

The Executive Committee is authorized to carry out all acts that further the purposes of the Association. It is authorized to manage the Association's business. It shall notably:

- Provide an annual report on the activities of the Association to the General Assembly;
- Prepare the annual budget for the ensuing year, including the Membership dues, for approval by the General Assembly;
- Convene General Assemblies and establish the agenda;
- Make decisions with regard to admission of new Members, to resignations of Members, and to their possible expulsion;
- Oversee the finances of the Association, including the adoption of appropriate financial controls, arrangements for external audits as required, and the preparation of appropriate financial statements in accordance with applicable law;
- Determine signatory powers and representation authority of the Association;
- Establish such other committees or bodies, as may be necessary to provide for the effective operation of the Association.

The Executive Committee selects a Chair from among the members of the Executive Committee. The Chair is responsible for convening and chairing Executive Committee meetings and otherwise managing the Executive Committee's business and representing the Association in external matters. The Chair's term shall be established upon selection for a renewable term of three years (subject to earlier termination of the term of that Executive Committee member).

Article 13 Non Remuneration of Executive Committee Members

Executive Committee members act voluntarily and shall not receive any compensation apart from reimbursement of reasonable travel expenses incurred for their services as Executive Committee members upon presentation of supporting documents. This shall not preclude reasonable compensation for services rendered to the Association by an Executive Committee member in some other capacity.

Article 14 Meetings

The meetings of the Executive Committee shall convene either physically or by any other means, such as

conference calls, video conferences, exchange of e-mails or otherwise.

The Executive Committee shall meet as often as is required and not less than once per year.

A meeting of the Executive Committee may be convened at any time by the Chair, at his/her own discretion, or by written request in writing or by electronic means of a majority of the Executive Committee members, with at least ten days advance notice.

Except as otherwise provided in these Articles, any action required to be taken at a meeting of the Executive Committee may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by each member of the Executive Committee entitled to vote at a meeting for such purpose.

Article 15 Decision-making

In order to be approved, unless otherwise provided for herein, votes and resolutions require a simple majority of the Executive Committee members participating at the meeting in which a quorum is present. Each Executive Committee member shall have one vote. The Chair shall have a second vote with which to break a deadlock. A quorum is established if a simple majority of the Executive Committee members then in office are present, either in person or electronically. Absentee voting and voting by proxy shall not be permitted. If a quorum shall not be present at any meeting of the Executive Committee, the Executive Committee members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

All discussions of the Executive Committee will be recorded in minutes of the Executive Committee meetings, copied to all Executive Committee members and retained in the permanent records of the Association.

VI. RESOURCES, ACCOUNTING REPRESENTATION AND LIABILITY

Article 16 Resources

The Association shall derive its resources from Membership dues; contributions provided by its Membership; public and private donations, grants, fees and other payments; in-kind contributions and support; and its own assets.

The Association's assets shall be used entirely and exclusively in furtherance of the Association's public utility purposes as defined in Article 3 of the present Articles of Association. Surplus revenues realized by the Association may in no case be distributed to Members of the Association.

Article 17 Audit and Fiscal Year

At the request of the General Assembly, an auditor may be appointed by the Executive Committee to audit

the Association's accounts.

The financial year shall begin on 1st of January and end on 31st of December of each year.

Article 18 Secretary

The Executive Committee shall appoint a Secretary, which may or may not be a Member, responsible for carrying out the Association's operational tasks, maintaining the communication tools, and preparing for meetings and other regular office requirements.

The Internet Society will provide the Secretary of the Association for a period of one year from the initial General Assembly. This service will be performed without remuneration, and the duties of the Secretary will be documented in Terms of Reference agreed on between the Association and the Internet Society.

Article 19 Representation

The Association shall be validly bound by the joint signature of the Chair and at least one other Executive Committee member.

Article 20 Liability

The financial responsibility of Members is strictly limited to the amount of their Membership fees, subscriptions, contributions or other payments due under approved budgets and to their financial obligations arising from their participation in self-financed activities and their other commitments.

The Association is responsible for its liabilities on all its assets. Subject to Article 55 (3) CC, neither the members of the Executive Committee, the Secretary, nor any other organ of the Association shall incur any personal liability in respect of the commitments of the Association.

VII. AMENDMENT OF THE ARTICLES AND DISSOLUTION

Article 21 Amendment of the Articles

The present Articles of Association can be amended. In order to be approved, a decision regarding the amendment of the present Articles requires a two-thirds majority of the Members who are present at the General Assembly.

Article 22 Dissolution

The Association may be dissolved by the General Assembly upon a recommendation by the Executive Committee or by resolution from among the Membership at a General Assembly. Dissolution shall require a vote of not less than two-thirds of the Members who are present at the General Assembly and eligible to vote and may be decided only if such decision is included in the General Assembly's agenda. Dissolution

is also de jure in the event of insolvency or if its bodies can no longer be constituted.

In the event of liquidation of the Association, its remaining assets shall be entirely assignable to another public utility and tax exempt entity pursuing similar objectives to those of the Association. In no cases shall the Association's assets be returned to the Members or be used for their profit in whole or in part and in whatever manner.

This provision is intangible.