

LU-CIX ASBL
CONSOLATED MEMORENDUM & ARTICLES OF ASSOCIATION

LU-CIX ASBL
Not-for-profit association
Headquarters: 202, Z.A.E. Wolser F, L-3290 Bettembourg
Registered with the Luxembourg Trade and Companies Register (R.C.S.) under
number F7911
The « Association »

-English version just for information purposes, only the French version is valid-

SECTION I – MEMBERS, NAME, REGISTERED OFFICE, DURATION AND OBJECTS

Article 1 - Name

The Association, which is governed by the law of August 7th, 2023 on non-profit associations and foundations (hereinafter “the Law”), bears the denomination “**LU-CIX ASBL**”.

Article 2 – Registered Office

The registered office of the Association is established in Bettembourg in the Grand Duchy of Luxembourg.

The registered office may be transferred by decision of the Executive Committee to any other location in the Grand Duchy of Luxembourg.

Article 3 - Term

The Association is formed for an unlimited term.

Article 4 - Object

The principal objectives for which the Association is formed are:

- to promote and contribute to the development of the Internet in Luxembourg,
- to promote, cooperate with or become a member of any Association, institution, entity or other, registered or not registered in Luxembourg and which has similar objectives in whole or in part to those of the Association,
- to allow its members to benefit in Luxembourg from products and/or services in relation with the internet network and/or the technologies of communication and information,
- to participate in Luxembourg and internationally in the development of the internet especially by participating in the process of the international governance of the internet,
- to promote and develop the objectives of the Association in Luxembourg and internationally through conferences, public or private meetings, publications, trade fairs or any other useful or necessary means,

- and, in addition to the objectives stated above, to publicize and create awareness of the Association and its objectives, reasons and aims by any appropriate means, and to solicit, receive and hold donations, subscriptions, donations and gratifications of all kinds.

More generally, to achieve its object, the Association may engage in other activities justified by its mission, notably, but not restricted to, acquiring ownership of any material rights, including databases and other intellectual property rights, leasing, provision of property, employment of staff or conclusion of contracts.

TITRE II – MEMBERS, ADMISSIONS, RESIGNATION, EXCLUSIONS, MEMBERSHIP FEES

Article 5 - Members

A member is a natural or a legal entity.

The Association may have an unlimited number of members but shall have at least three (3) members.

Article 6 - Admissions

Any natural person or legal entity wishing to become a member of the Association shall submit a written request to the Executive Committee. The Executive Committee shall agree or refuse to admit the applicant via a written and motivated decision. This decision shall be sent to the applicant in writing.

Article 7 - Resignations

Any member may withdraw from the Association, subject to a notice period of two (2) months, by submitting a written notification of his decision to the Chairman of the Executive Committee.

Notwithstanding the foregoing, if a member fails to pay their dues within thirty (30) days of the due date, the Executive Committee may declare that member to have resigned, regardless of any written reminder, and without the member expulsion procedure outlined in Article 8 below applying.

Resigning members have no rights to the social fund and cannot claim a refund of dues already paid.

Article 8 - Exclusions

The Extraordinary General Meeting (as defined in Article 12 below) is the only body with the power to exclude a member, by a two-thirds (2/3) majority of votes.

However, the Executive Committee is entitled, pending a resolution of the General Meeting, to suspend a member who has seriously violated the Articles of Association and/or, where applicable, the Members Guide as stated in Article 22 below, with immediate effect where applicable.

Excluded members shall not have any rights to the social fund and may not claim a refund of the membership fees already acquitted for.

Article 9 – Membership fees

The membership fees is determined every year by the Executive Committee and ratified by the Ordinary General Meeting.

These membership fees shall not exceed €10,000 (ten thousand euros) for a benefactor member and €5,000 (five thousand euros) for a normal member.

TITRE III – GENERALE MEETINGS

Article 10 - Content and convening of the meeting

All Association members shall be convened to the General Meeting at least once (1) per year.

Article 11 – Ordinary General Meetings

Article 11.1 – Meetings and roles

An “Ordinary General Meeting” shall be held each year no later than the 30th day of the month of June at the location, and on the date and time set by the Executive Committee as stated in the convening notice, sent by post or electronically, at least 15 days before the summons.

This Ordinary General Meeting shall be held either in person, by telephone conference, by videoconference, or by a combination thereof, or by any other similar means of communication, by which (i) the members attending the meeting can be identified, (ii) any person participating in the meeting can hear and speak to other participants, (iii) the General Meeting is broadcast live, and (iv) the members can validly deliberate. A General Meeting held solely by means of communication shall be deemed to be held at the Association's registered office.

An Ordinary General Meeting is required to be held in the following cases:

- the appointment, dismissal and/or replacement of members of the Executive Committee,
- the approval of the accounts and balance sheet of the Association for the past financial year and of the budget for the next financial year,
- the ratification of the annual membership fees for the next financial year,
- authorization to delegate day-to-day management,
- appointment and removal of the approved auditor, where applicable; and
- the discharge of the members of the Executive Committee for the activities and decisions for the past financial year.

During the Ordinary General Meeting, the Executive Committee shall:

- report on the activities, expenses and revenues of the past financial year, and
- propose the budget as well as the amount of the annual membership fees for the next financial year.

The Ordinary General Meeting takes knowledge of the reports by the Executive Committee and shall discuss the balance sheet.

Following the adoption of the annual accounts, the Ordinary General Meeting votes in a special session on the discharge of the members of the Executive Committee and the approved auditor, if applicable. This discharge is valid only if the annual accounts contain no omissions or false statements concealing the Association's true financial position, and, with regards to actions taken outside the Articles of Association, only if they were specifically mentioned in the notice of meeting.

Article 11.2 – Quorum and majority

The Ordinary General Meeting shall be validly called, independently of the number of members present or represented. Decisions are taken at simple majority of the votes of the members present or represented through a specific proxy.

Article 12 – Extraordinary General Meetings

Article 12.1 – Meetings and roles

The Executive Committee may convene an Extraordinary General Meeting whenever this is in the interests of the Association.

An Extraordinary General Meeting is required to be held in the following cases:

- amendment of the Articles of Association,
- exclusion of members, and
- dissolution of the Association.
- submission of an application for recognition of public utility status.

An Extraordinary General Meeting must also be convened within thirty (30) days of receipt by the Executive Committee of a written request from at least one-fifth (1/5) of Association members.

The Extraordinary General Meeting shall be held at the place, date, and time determined by the Executive Committee and indicated in the notice of meeting. This Extraordinary General Meeting shall be held either in person, by telephone conference, by videoconference, by a combination of these means, or by any other similar means of communication, by which (i) the members attending the meeting can be identified, (ii) any person participating in the meeting can hear and speak to other participants, (iii) the General Meeting is broadcast live, and (iv) the members can validly deliberate. A General Meeting held solely by means of communication shall be deemed to be held at the Association's registered office.

Article 12.2 – Quorum and majority

The Extraordinary General Meeting shall be validly called independently of the number of members present or represented. Decisions are taken by a two-thirds (2/3) majority of the votes of members present or represented by proxy.

An Extraordinary General Meeting may only validly decide on an amendment to the Bylaws and/or a change to the purpose for which the Association was established if the notice of meeting expressly specifies the text of the proposed amendment and if two-

thirds (2/3) of the members are present or represented. Decisions to amend the Bylaws and/or change the purpose for which the Association was established shall be made by a three-quarters (3/4) majority of the votes of the members present or represented.

If the required quorum is not reached at the first Extraordinary General Meeting, a second Extraordinary General Meeting shall be convened, in accordance with the provisions of the law. Decisions may be made regardless of the number of members present or represented, by a two-thirds (2/3) majority of the votes of the members present or represented, or by a three-quarters (3/4) majority for amendments to the Bylaws and/or a change to the purpose for which the Association was established. The notice of the second Extraordinary General Meeting will indicate the date and the result of the first Extraordinary General Meeting.

Article 13 – Convening notices to the General Meeting

The General Meeting is convened by the Executive Committee by simple letter, email, or hand delivery with acknowledgement of receipt, addressed to all members at least fourteen (14) days before the General Meeting.

The notices of meeting are signed by two (2) members of the Executive Committee and include the agenda.

Any proposed item(s) for the agenda signed by at least one twentieth (1/20) of the members of the last annual list and introduced by registered letter to the Chairman of the Executive Committee, at the headquarters of the Association, at least fifteen (15) days before the date of the General Meeting, must be placed on the agenda of said General Meeting.

The General Meeting shall be chaired by the Chairman of the Executive Committee and in his absence by one of the Vice Chairmen, or in their absence, by the oldest member of the Executive Committee.

The Chairman shall appoint a Secretary and a Scrutinizer from amongst the members of the General Meeting.

However, if all the members are present or represented at a General Meeting, and if they declare being aware of the agenda, the General Meeting shall be validly held without previous convening notice.

Article 14 – Voting rights at the General Meeting

All members have equal voting rights at the General Meeting and resolutions shall be passed by a majority of members present or represented, as defined in Articles 11.2 and 12.2 above.

Representation is only permitted amongst members.

Voting at the General Meeting shall be by secret ballot each time a person is implicated and whenever requested by at least one-quarter (1/4) of the members present or represented.

Article 15 - Minutes of the decisions of the General Meeting

The deliberations of the General Meeting shall be recorded in minutes which shall be signed by the Chairman, Secretary and the Scrutinizer as well as by the members who so wish.

The deliberations are communicated to any members after the General Meeting upon simple written request.

Extracts of the deliberations shall be sent to all members upon request, as well as to third parties upon written and justified request to the Executive Committee provided they can demonstrate a reasonable need, and are signed by the Chairman of the Executive Committee or by two members of the Executive Committee.

TITRE IV – EXECUTIVE COMMITTEE

Article 16 – Power of the Executive Committee

The Executive Committee shall exercise the functions of the board of directors as provided for by the Law.

Article 17 – Composition of the Executive Committee

The Association is administered by an Executive Committee composed of at least three (3) and a maximum of twelve (12) natural persons, elected by the Ordinary General Meeting.

The Executive Committee shall be chaired by a Chairman who shall be appointed by a simple majority of the members of the Executive Committee in accordance with Article 21.3 below (the “**Chairman**”).

The Chairman chairs the meetings of the Executive Committee and represents the Association to third parties. In particular, the Chairman is empowered to communicate to third parties, if necessary, the decisions taken during the General Meeting or the Executive Committee. **The Chairman may not act without a general or specific mandate from the Executive Committee and always acts in consultation with it.**

In the absence of the Chairman, his function for holding meetings is exercised by one of the Vice-Presidents or, failing that, by the most senior member of the Executive Committee.

Article 18 – Appointment of the members of the Executive Committee

The members of the Executive Committee shall be appointed by the General Meeting for a term set by the Meeting which may not exceed five (5) years.

However, there is no limit to the number of terms of office which can be successively carried out by a member of the Executive Committee.

Natural persons who wish to be part of the Executive Committee shall send their written candidacy to the registered office of the Association no later than six (6) weeks before the Ordinary General Meeting preceding the financial year during which the mandate of one or more members of the Executive Committee expires. Any candidacy sent after this date, or more generally any candidacy that does not comply with this procedure, shall automatically be considered as not valid.

The convening notices for the General Meetings shall provide the names and position of the candidates for the role of member of the Executive Committee.

Article 19 - Resignation – revocation of a member of the Executive Committee

Any member of the Executive Committee has the right to withdraw from the Executive Committee, subject to one (1) month notice, by notifying the Chairman of the Executive Committee in writing of their decision.

The absence of one (1) member of the Executive Committee from three (3) consecutive Executive Committee meetings and/or General Meetings may be considered by the Executive Committee as a resignation of that member and result in the loss of their seat. In such a case, the Executive Committee may remove the said member by a simple majority vote, with the member concerned abstaining from the vote.

The General Meeting may also terminate the mandate of a member of the Executive Committee at any time by a two-thirds (2/3) majority vote.

Article 20 – Powers of the Chairman, Vice-Chairmen, Secretary and Treasurer of the Executive Committee

The Chairman chairs the meetings of the Executive Committee and represents the Association in relation to third parties. The Chairman is notably invested with the power to notify to third parties, if necessary, of the decisions made at the General Meeting or at Executive Committee meetings. The Chairman may not act without a general or special power of attorney from the Executive Committee and shall always act in consultation with the latter.

The Chairman authorizes expenditures within the framework and limits of the Delegations of Signature Authority.

The Chairman may delegate authority under the conditions set out in the Internal Regulations and the Delegation of Power and Signature.

The Secretary is notably responsible for maintaining the archives and registers, convening the meetings of the Executive Committee and the General Meetings and drafting the minutes.

The Treasurer is notably responsible for collecting the membership fees, recovering sums due to the Association, paying sums due by the Association and keeping records of the expenses and revenues. He shall report to the annual General Meeting on these transactions.

In the event that two Vice-chairmen are appointed, he shall notably be responsible for promoting the activities of the Association to the general public. He may also be invested with the power to notify third parties, where necessary, of the decisions made at the General Meeting or by the Executive Committee.

In the absence of the Chairman, that role shall be performed by one of the Vice-chairmen or, in the absence of the Vice President, by the oldest member of the Executive Committee.

Article 21 – Meetings of the Executive Committee

Article 21.1 – Convening notices and meetings of the Executive Committee

The Executive Committee shall meet as often as required by the interests of the Association but at least four (4) times a year and on every occasion it is convened by its Chairman or at the written request of two of its members within thirty (30) days following that request. This request must state the proposed agenda which may be completed by the President.

The convening notices shall be sent at least fourteen (14) days before the meeting by simple letter or e-mail or delivered by hand against receipt.

However, if all the members of the Executive Committee are present or represented at a meeting of the Executive Committee and if they declare being aware of the agenda, the meeting of the Executive Committee shall be validly held without previous convening notice.

The Executive Committee is chaired by the Chairman of the Executive Committee, or in their absence by one of the Vice-chairmen, or in their absence by the most senior member of the Executive Committee.

The Executive Committee appoints a Secretary for the meeting from among its members or from all levels of the Executive Committee.

Article 21.2 – Representation of a member of the Executive Committee

Any member of the Executive Committee may grant, by letter or e-mail, power of attorney to another member of the Executive Committee for his representation at a meeting of the Executive Committee with the proviso that each member of the Executive Committee may only hold, at the same meeting, one and only power of attorney.

Article 21.3 – Quorum, deliberation and minutes of the decisions of the Executive Committee

The presence or representation of at least half of its members is required for the Executive Committee to validly deliberate. Should this quorum not be reached at a first meeting a second meeting is called. This second meeting shall validly decide independently of the number of members present or represented.

Decisions are taken at the simple majority of votes. In case of tie, the vote of the Chairman or its replacement shall prevail.

Members of the Executive Committee may participate via videoconference using telecommunication methods permitting their identification. These methods must meet technical specifications that guarantee effective participation in the Executive Committee meeting, the proceedings of which are transmitted continuously. An Executive Committee meeting held using such remote communication methods is deemed to take place at the Association's headquarters.

The discussions amongst the members of the Executive Committee shall be recorded in minutes which shall be signed by the Chairman of the Executive Committee and its Secretary.

Furthermore, in exceptional and duly justified cases, the decisions of the Executive Committee may also be taken by means of written resolutions subject to the unanimous consent of all members of the Executive Committee.

Article 22 – Powers of the Executive Committee, delegation of special powers

The Executive Committee:

- shall manage the activities of the Association,
- shall represent the Association in all legal and extrajudicial actions,
- shall validly commit the Association in relation to third parties by the joint signature of two (2) of its members or by the single signature of the Chairman, always within the framework and limits of the internal Delegations of Signature Authority,
- shall each year submit for the approval of the General Meeting the accounts and balance sheet of the Association for the past financial year as well as the budget and the amount of the annual membership fees for the next financial year,
- reports to the General Meeting on the salaries, emoluments and benefits allocated, where applicable, to the delegate(s) for day-to-day management,
- hires and dismisses the Association's staff members and determines their responsibilities and remuneration at its discretion, and
- may establish and adapt as needed and for any reason whatsoever, the Members Guide establishing rules for the proper functioning of the Association and the achievement of its purpose, it being specified that, in the event of a conflict between the rules thus established and the Bylaws, the latter shall prevail.

The Executive Committee is vested with the broadest powers, with the faculty to delegate, under its responsibility, all or some of its powers to one or more of its members or even to a third party and can raise a Delegations of Signature Authority. Only such acts as reserved by law to the General Meeting shall not fall within its competence.

Article 23 – Day-to-day management – Appointment, assignments, remuneration, resignation and dismissal

Subject to prior authorization from the General Meeting, the Executive Committee may delegate the day-to-day management of the Association to one or more natural persons, whether or not they are members of the Executive Committee, members of the Association or not.

The appointment of the delegate(s) for day-to-day management will be made by a simple majority of the members of the Executive Committee, in accordance with Article 21.3 above.

The individuals appointed as delegates for day-to-day management may receive salaries, emoluments, and benefits by virtue of the mandate entrusted to them.

Expense reimbursements are possible upon the express decision of the Executive Committee, in accordance with any internal procedures established for this purpose and upon presentation of the corresponding supporting documents.

Any delegate responsible for day-to-day management has the right to resign, subject to one (1) month notice, by notifying the Chairman of the Executive Committee or the Executive Committee itself in writing of their decision.

The Executive Committee may also revoke the mandate of the delegate for day-to-day management at any time by a two-thirds (2/3) majority vote, the delegate concerned if he is a member of the Executive Committee not taking part in the vote.

TITRE V – ACCOUNT CONTROL

Article 24 – Appointment of the Certified Auditor

A certified auditor is appointed, when required by law, by the Ordinary General Meeting for a term determined by the Meeting.

Their appointment will be adopted by the Ordinary General Meeting in accordance with the provisions of Article 12.2 of the Articles of Association.

TITRE VI – DISSOLUTION AND LIQUIDATION

Article 25 - Convening notice to the General Meeting

If a vote on the dissolution of the Association is requested, the Extraordinary General Meeting must be convened specifically to this effect. Invitations shall be sent to all members at least thirty (30) days in advance in accordance with the procedures set forth in Article 13 above.

Article 26 - Quorum and majority

The Extraordinary General Meeting may only dissolve the Association if at least two-thirds (2/3) of its members are present or represented and the dissolution decision is adopted by a qualified majority of two-thirds (2/3) of the members present or represented.

In the event that the required quorum is not reached on the second convening of the meeting, and in accordance with the provisions of the Law, the decision thus made shall be subject to homologation by the civil court.

Article 27 - Liquidators

In the event of voluntary dissolution of the Association, the Extraordinary General Meeting shall appoint one or more liquidators and determine the responsibilities thereof.

Article 28 - Transfer of assets

In the event of a voluntary or court-ordered dissolution of the Association, regardless of the time of and reason for the dissolution, the assets shall be transferred to one or more entities with a similar object or operating in the same field of activity, and having the legal form prescribed by Article 3(2)^{8°} of the Act.