

**FRANCE IX**  
Association without gain and profit  
purpose registered under number  
W751205285  
18 rue La Boétie – 75008 PARIS

**ARTICLES OF ASSOCIATION UPDATED**  
**FOLLOWING THE EXTRAORDINARY GENERAL MEETING**  
**DATED ON JUNE 29, 2023**

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## **ARTICLE 1 - CREATION**

A French association governed by the provisions of the July 1, 1901 Law and the August 16, 1901 Decree is established between the undersigned.

## **ARTICLE 2 - NAME**

The association shall bear the name:

**France IX Association.**

## **ARTICLE 3 - PURPOSE**

The association promotes private and public uses of the French and French-speaking Internet, federates and animates local and global actors in network interconnection.

Its main ambitions are:

- to animate the community of members by facilitating the sharing of expertise and experience,
- to share technical, operational and sector intelligence information,
- to participate in and organize information events as well as trainings in both technical and popularization fields,
- to bring together French Internet players and international players,
- to promote the development, innovation and security of Internet services,

And in general, to take all initiatives necessary to achieve its corporate purpose.

## **ARTICLE 4 – REGISTERED OFFICE**

The association registered office is located 18 rue La Boétie – 75008 PARIS - France.

It can only be transferred in France, by simple decision of the board of directors which is then empowered to amend the Articles of Association accordingly.

## **ARTICLE 5 - DURATION**

The association duration is set to 99 years.

The general meeting may decide the extension of the association duration.

## **ARTICLE 6 - MEMBERS**

The association is composed of founding members, adherent members and partner members.

The founding members are the people who took the initiative to create this association, namely Interxion France, Neo Telecoms, Akamai International and Jaguar Network.

Founding members pay no entrance fee or subscription. They are invited to attend general meetings and have one vote at general meetings.

Adherent members are the natural or legal persons who have sent an application for membership to the president of the board of directors, have been approved by the Board of Directors, have paid the entry fee and are up to date with their annual subscription.

Adherent members have one vote at general meetings.

Partner members are legal entities (corporate sponsors or other associations, for example) that have signed an agreement with the association, the contractual provisions of which provide for the granting of membership.

Partner members who have paid the entrance fee and are up to date with their annual subscription are entitled to one vote at general meetings.

#### **ARTICLE 7 - ACQUISITION OF THE QUALITY OF ADHERENT AND PARTNER MEMBERSHIP**

The admission or refusal of admission of new members is decided by the board of directors by a simple majority. No reason needs to be given for refusal of admission.

Notification of the admission decision is made within one month of receipt of the membership application. Failing this, membership is deemed to have been accepted.

The admission of new partner members is decided by the board of directors on its own initiative. It only becomes definitive once the said partner member has accepted the appointment.

The status of adherent member and partner member is definitively acquired after payment of the entrance fee and/or the annual subscription.

Membership implies compliance with the related rights and obligations.

Thus, members of the association undertake to:

- respect the present Articles of Association and, where applicable, the internal regulations of the association ;
- participate materially in the operation of the association, in particular by paying the entry fee and the annual subscription;
- refrain from taking any commercial or personal action that contradicts the purpose of the association.

#### **ARTICLE 8 - END OF MEMBERSHIP**

Membership shall end automatically:

- by resignation sent to the president of the association ;
- by death;
- by disappearance or liquidation (for legal entity members);
- by failure to comply with the undertakings set forth in articles 7 and 9 of these bylaws;
- in case of criminal conviction for felony or offence.

Membership shall also end by dismissal of the member decided by the board of directors, in case of:

- non-compliance by the member with their obligations to the association, following formal notice from the president;
- serious prejudice to the association, its members or one of its members, in particular by damaging their image, after a formal notice from the president that has not been served within 15 days of receipt.

Dismissal of a member shall be validly decided by the board of directors at a 2/3rd majority of the board members present or represented and voting (the member facing does not take part to the vote if it is also member of the board). The member facing dismissal must have been enabled to express its comments before the vote.

In any event, members who cease to be members are required to pay any overdue contribution and the current year's membership fee. In any event, the membership fee for the year in which membership is lost shall be retained by the Association.

## **ARTICLE 9 - FEES - MONETARY MEANS OF THE ASSOCIATION**

### **9.1. Annual fees**

The minimum amount of the annual fee due by the members (except the founding members) is set each year by the board of directors.

### **9.2. Entrance fee**

The amount of the entrance fee due by all new members of the association (except the founding members) is set each year by the board of directors.

### **9.3. Income**

The income of the association consists of :

- the annual fee paid by the new members and, as the case may be, the entrance fee ;
- grants from the State, other public sector entities, individuals or legal entities ;
- interest income from the association's property and shareholdings belonging to the association;
- income from services supplied by the association ;
- contributions in cash or "industrie" (work skills, services, know-how...), notably through loans or donation;
- any other source authorized by law.

## **ARTICLE 10 - MANAGEMENT**

1 – The association is managed by a board of directors composed of at least 6 and no more than 9 directors.

Directors are appointed by the general meeting by a simple majority of the votes cast.

The term of office of the directors shall be three years. Outgoing directors may be re-elected. As far as possible, the board of directors will be renewed by thirds. The

procedures for renewal by thirds may, where appropriate, be specified in the code of conduct.

A director may be dismissed at any time by the board of directors acting by a 2/3 majority of the votes of the members present or represented, the director concerned not taking part in the vote. The proposal to remove a director must state the reasons for the removal and the decision is taken by the board of directors without the removed director being able to claim compensation or damages. The removal of a director shall be notified to the members of the Association by the president.

2 – Board of directors members may be individuals or legal entities, members of the association or not.

In the event a legal entity is appointed as a director, its legal representative shall be deemed to be its permanent representative for the duration of the legal entity director's term of office. Otherwise, it shall be bound to appoint, in order to attend meetings of the board of directors and generally to perform such duties as a director, a permanent representative for the duration of the legal entity director's term of office, who shall be subject to the same requirements and obligations and to the same civil and criminal liability as a director in a personal capacity.

In the event of death, resignation or dismissal of its permanent representative, the legal entity director shall be bound to notify such discontinuation promptly to the association, by registered letter with acknowledgement of receipt or by e-mail, together with the identity of its new permanent representative.

The board of directors chooses a president from among its members by a simple majority of attending or represented directors.

The board of directors chooses, among its members, a vice-president, a treasurer and a secretary at the simple majority of attending or represented directors, among or outside the directors.

The president, the vice-president, the treasurer and the secretary can be dismissed “ad nutum” (without justification) any time by the general meeting deciding on such dismissal at the simple majority, without possibility for the dismissed director to claim for any damage. The persons concerned do not take part in the vote.

3 - In the event of a vacancy by death or resignation of one or more seats on the board of directors and if the number of board members falls below 6, the remaining directors shall immediately convene an ordinary general meeting to complete the board's membership.

The term of office of the members of the board of directors shall end with the resignation or dismissal pronounced by the board of directors by a majority of 2/3 of the votes of the members present or represented, the director concerned not taking part in the vote. In the event of an equality of votes, the president's vote is decisive.

The remuneration of each board of directors member shall be determined by the general meeting. Directors are entitled to reimbursement of expenses incurred in the course of their duties and in the interests of the association, subject to supporting documentation. It is the responsibility of the president and the treasurer to verify the usefulness of these expenses and to validate their amount.

4 - The board of directors decisions are transcribed in minutes signed by the president of the board of directors and the secretary who are entitled to deliver copies or extracts of said minutes.

The minutes are recorded in a specific register kept at the association registered office.

The president shall be authorized to invite any individual to attend a specific board of directors meeting if he deems this necessary.

## **ARTICLE 11 - POWERS AND DECISIONS OF THE BOARD OF DIRECTORS**

The board of directors has the broadest powers to manage the association within the limits of its purpose, without prejudice of the powers granted to the general meeting, and is entrusted with the regular functioning of the association.

It implements the decisions and policies decided by the general meeting. It takes all necessary decisions relating to the association management and is accountable to the general meeting for its management decisions.

The board of directors determines the association's main policies and strategies and ensures that they are implemented.

The decisions of the board of directors are taken by an absolute majority of attending and represented directors.

The following decisions require the prior approval of the board of directors:

1. The exercise by the association, in its capacity of shareholder, of its voting rights in any company or grouping, in particular in France IX Services SAS, including the appointment of the member(s) of the governing bodies of the said companies or groupings;
2. The signing of an agreement with a partner member;
3. The conclusion of any transaction under conditions other than market conditions;
4. The creation of any activity that is not substantially similar or related to the corporate purpose;
5. Recruiting or dismissing staff;
6. Any changes in the principles, practices or basis of the association's accounting system, except when these changes are required by law;
7. The closing of the association's annual accounts;
8. Any act with a view to the dissolution or liquidation of the association;
9. The adoption of the annual budget, and any modification of the sums thereby approved representing a variation of more than 10%;
10. Entering into any loan (including debenture loans), credit line or bank outstanding for unit amounts exceeding €5,000;
11. The granting of any surety, guarantee or off-balance sheet liability, granting of any surety against the association's assets for unit amounts exceeding €5,000;
12. Purchase, sale, contribution of the association's tangible and intangible assets for amounts exceeding €5,000 each;
13. The acquisition, sale and contribution of shareholdings in all companies and businesses (even for a single share), the purchase and sale of businesses, the creation of subsidiaries and/or branches, their transfer, closure and/or contribution;
14. Any unbudgeted expenditure in excess of €5,000;
15. Any delegation, to any third party whatsoever, of part of its powers.

16. Amendments to the Articles of Association (other than a change of address), and the drafting and amendment of the code of conduct.

The board of directors can validly take decisions if at least half of the directors are attending the meeting or are represented. The directors may participate in the deliberations of the board of directors by means of telecommunications that enable them to be identified and guarantee their effective participation. The means of videoconferencing or telecommunications used must transmit at least the voice of the participants and meet technical characteristics that allow the continuous and simultaneous transmission of deliberations in accordance with the regulatory provisions in force. They shall then be deemed present for the calculation of the quorum and the majority.

A board member can be represented by another board member holding a proper proxy. Each director may have only one power from another director.

The board of directors meets upon call from its president or three board members as many times as necessary but at least three times a year.

Any director absent from more than three successive boards may be considered as having resigned by the Board of Directors, unless his absence is duly justified.

The minutes and statements of decisions of the board of directors are sent for approval to all members present at the board meetings concerned. Members have 5 days in which to submit a request for amendment to the president.

## **ARTICLE 12 - PRESIDENT OF THE BOARD OF DIRECTORS**

The president of the board of directors is entrusted with the implementation of the board of directors' decisions.

The president represents the association in every actions of its civil life and has the broadest powers for this purpose. He has, notably, the capacity to bring legal actions on behalf of the association. Subject to the prior authorisation of the board given in accordance with Article 11 above, the president may delegate part of his powers, under his responsibility, to one or more proxy holders appointed from time to time.

Clauses limiting the powers of the president are not enforceable against third parties.

The president convenes and presides the general meetings.

In case of absence or illness, he is replaced by the vice-president or, in the latter's absence, by any other member appointed by the board of directors.

However, the capacity to represent the association before Courts can only be exercised, if not by the president, by a proxy holding a specific delegation from him.

The function of president may not be held concurrently with the offices of vice-president, secretary or treasurer.

## **ARTICLE 13 – VICE-PRESIDENT**

The board of directors appoints, by a simple majority of the directors present or represented, among its members, a vice-president. He shall assist the president. He shall replace him in his functions in case of absence or illness of the president.

The vice-president is appointed for a term specified in the decision appointing them.

The function of vice-president may be held concurrently with that of secretary or treasurer.

#### **ARTICLE 14 - SECRETARY**

The board of directors appoints, among its members, a secretary, entrusted with all matter relating to correspondence and archives.

He sends the convocations to board of directors and general meetings, drafts the board of directors and general meeting minutes and, more broadly, all written acts relating to the regular functioning of the association, except those relating to accounting matters.

He ensures the execution of the formalities prescribed by the July 1, 1901 Law and the August 16, 1901 Decree.

The secretary's term of office is fixed in the decision appointing them.

The function of secretary may be held concurrently with that of vice-president or treasurer.

#### **ARTICLE 15 - TREASURER**

The board of directors also appoints, among its members, a treasurer, entrusted with the accounting management of the association.

He holds a regular accounting of the association's operations. He is in charge or delegates under his responsibility the bookkeeping of the association.

He calls for the payment of fees due by the members. He proceeds, under the control of the president of the board of directors, to payments and receptions of any sum.

He prepares a report on the financial situation of the association and addresses such report to the general meeting.

The treasurer is appointed for a term specified in the decision appointing them.

The function of treasurer may be held concurrently with that of secretary or vice-president.



**ARTICLE 16 - ASSOCIATION REPRESENTATIVE(S) ON THE GOVERNING BODIES OF COMMERCIAL COMPANIES IN WHICH THE ASSOCIATION IS A PARTNER**

If, in its capacity as an associate of a commercial company, the association is required to appoint one or more members to the governing body of the said company, these members shall be appointed beforehand by the board of directors acting by an absolute majority of attending and represented directors, and chosen from among the members of the board of directors.

The role of the representative(s) is to report to the board of directors on any decision likely to have an impact on the corporate purpose or financial equilibrium of the association and/or the associated commercial companies.

The representative(s) will provide the association's board of directors with regular reports. They shall also present the company's accounts and budgets to the association's board.

The obligations of the association's representatives in the governance of the commercial companies may be detailed in the association's code of conduct.

It should be noted that, in accordance with the association's Articles of Association, holdings in the capital of commercial companies must be managed reasonably with the sole aim of ensuring the value of the association's assets.

The association's representative(s) on the governance bodies of commercial companies are appointed for a term specified in the decision appointing them. The association's board of directors may, by an absolute majority of attending and represented directors, terminate the term of office of the representatives on the governance bodies of the association's shareholdings and appoint new representatives.

This position may be held concurrently with any other position on the board of directors.

**ARTICLE 17 - GENERAL MEETINGS**

**17.1. Composition**

General meetings are attended by all members.

Each member who is up to date with its subscriptions has one vote.

The president may also invite any person to attend the general meeting as an observer (with no voting right).

**17.2. Convening and agenda**

The president of the board of directors convenes the general meetings.

Convening of general meetings is made by simple letter, e-mail or any other means, in particular by notice inserted in the newsletter or on the Association's website. The members of the Association are convened by the secretary at least fifteen (15) days before the meeting date. This time period may be reduced in case of justified urgency.

General meetings can only decide on matters mentioned in the agenda, which is set by the president of the board of directors.

General meetings take place at the association's registered office or at any other location in France or abroad specified in the convocation. Meetings may also be held by videoconference or any other means of telecommunication allowing the identification of members.

### **17.3. Officers of the meeting and minutes**

The general meeting is presided by the president of the board of directors or in case of absence by the member appointed by the general meeting.

The duties of secretary shall be performed by the secretary of the board of directors or, in his absence, by a member of the meeting designated by the meeting.

An attendance sheet is signed by the member when entering the session. The president of the board of directors and the secretary certify such attendance sheet. Signing of the attendance sheet is not required when the meeting is held by videoconference or by any other means of telecommunication allowing the identification of members.

The general meetings' decisions are transcribed in minutes specifying a summary of discussions, the text of resolutions and the votes results. The president of the board of directors and the secretary sign the minutes.

The minutes are recorded in the general meetings minutes register

Decisions of the general meeting are voted by show of hands or by electronic voting. A vote by ballot can be organized if asked by the majority of attending members or by the president.

Postal voting is prohibited.

## **ARTICLE 18 – ORDINARY GENERAL MEETING**

1- The general meeting is convened by the president of the board of directors at least once a year, and each time it is necessary. It may also be convened by at least 1/3rd of the board of directors or association members.

The general meeting hears the management report and the report on the association's financial situation prepared by the board of directors, as well as, where applicable, the report on activities relating to agreements entered into with partner members since the last meeting.

The general meeting votes on the accounts approval and appoints the board of directors members.

In general, the ordinary general meeting deliberates on all matters on the agenda submitted by the board of directors.

2- The general meeting can validly take decisions if at least 1/4<sup>th</sup> of the members are attending the meeting or are voting remotely.

If this quorum is not reached, a second general meeting is convened, with the same agenda, within fifteen (15) days, to decide by means of an electronic vote. The general meeting can deliberate on the agenda even if the 1/4<sup>th</sup> quorum is not reached.

Without prejudice of decisions mentioned in Article 10 above and relating to the association's board members, decisions are taken by a simple majority of the votes

cast.

In the event of an equality of votes, the president's vote is decisive.

### **ARTICLE 19 - EXTRAORDINARY GENERAL MEETING**

Only the extraordinary general meeting is entitled to modify these Articles of Association, decide the dissolution of the association and the vesting of its assets, or its merger with another association.

Modification of the bylaws can be proposed to the extraordinary general meeting only by the board of directors.

The extraordinary general meeting can validly take decisions if at least 1/4<sup>th</sup> of the members are attending the meeting or are voting remotely.

If this quorum is not reached, a second general meeting is convened, with the same agenda, within fifteen (15) days, to decide by means of an electronic vote. The general meeting can deliberate on the agenda even if the 1/4<sup>th</sup> quorum is not reached.

Decisions are taken by a simple majority of the votes cast.

In the event of an equality of votes, the president's vote is decisive.

### **ARTICLE 20 - FISCAL YEAR**

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

### **ARTICLE 21 – STATUTORY AUDITORS**

The general meeting may appoint a statutory auditor. The statutory auditor fulfills his mission in the framework of the rules applicable to his profession.

### **ARTICLE 22 - DISSOLUTION**

In case of dissolution, the extraordinary general meeting appoints one or several liquidators who will have the broadest powers to realise the assets and settle the liabilities. The liquidation surplus, if any, shall be devolved to one or more other associations, foundations, endowment funds, General Interest Group or commercial companies, as designated by the extraordinary general meeting.

### **ARTICLE 23 - CODE OF CONDUCT**

The board of directors may, if it sees fit to, establish and internal code of conduct governing the practical modalities of the association's functioning. The code of conduct specifies and completes the Articles of Association. It has the same authority as these Articles of Association, of which it is an inseparable complement. The ordinary general meeting will be informed of any changes made to the code of conduct.

### **ARTICLE 24 - FORMALITIES**

The president, on behalf of the board of directors, shall carry out the declaration and

publication formalities under the terms of the July 1, 1901 Law and the August 16, 1901 Decree. All powers are granted to a bearer of these articles of association with effect to carry out such formalities.