

# CHAPTER I

## CONSTITUTION

### ARTICLE 1: (Name and Address)

A non-government organization is created under the name Latin American and Caribbean Internet Addresses Registry (LACNIC), organization that shall be governed by these bylaws and the applicable rules and regulations. The central office of this organization shall be in the department of Montevideo.

*\* Article modified at the member assembly held on April 24, 2003.*

### ARTICLE 2: The following are its objectives:

1. Manage the IP address space and other related resources for the benefit of the Internet community in the Latin America and Caribbean region (LAC).
2. Provide the services of registry for IP addresses, ASN, inverse resolution and their related resources, with the purpose of allowing and facilitating communications over computer networks.
3. Represent and promote the viewpoints and interests of the region at international organisms, within the scope of its charter.
4. Collaborate in the growth of the Internet in the region.
5. Assist the Latin-American and Caribbean communities in developing procedures, mechanisms and standards for the efficient assignment of the Internet resources.
6. Promote educational opportunities to its members in the technical and political areas within its competency.
7. Propose and develop the public policies within its charter.

In order to fulfill its objectives LACNIC may:

- a. organize all necessary services for the realization of its objectives for the management of the IP space and other related resources of the Latin American and Caribbean region (LAC);
- b. organize courses, conferences, symposiums, congresses, contests and any event which is aimed at divulging, teaching and perfecting the goals of LACNIC;
- c. produce, edit, publish, and divulge communication materials using all technological means;
- d. create documentation centers;
- e. Enter into agreements with persons, corporations, public or private institutions, whether national or international;
- f. organize and sponsor trips for study and investigation purposes, or for divulging the LACNIC objectives;
- g. Become involved with other national or international entities with similar objectives in order to organize congresses and activities together;

- h. Cooperate with national, state, municipal and public authorities, and with public and private entities with regards to the LACNIC objectives.

## **CHAPTER II**

### **CAPACITY, PATRIMONY AND SOCIAL RESOURCES**

#### **ARTICLE 3:**

LACNIC is capable to acquire goods and contract obligations. Consequently it can operate with public and private banking and financial institutions.

#### **ARTICLE 4:**

The patrimony consists of the goods it currently possesses, and those it may acquire henceforth under any title, and of the resources it obtains from:

1. the ordinary and extraordinary quotas paid by the members;
2. the rents its goods produce;
3. the donations, inheritances, bequeaths and subventions;
4. the income it may obtain as a result of activities within the framework of its objectives;
5. any other income it may legally obtain in concordance with the non-profit character of the institution.

#### **ARTICLE 5:**

The structure of the LACNIC includes the following elements:

- a. The Members: who hold the power in the institution;
- b. the Assembly, which is the sovereign organ of the institution;
- c. The Board of Directors, which manage and administer the institution;
- d. The Fiscal Commission; which controls the functioning of the institution and the actions of the Board;
- e. The Electoral Committee; which is in charge of the organization of elections;
- f. The Committees; which execute the diverse actions of the institution.

*\* Article modified at the Member Assembly held on May 29, 2008.*

## **CHAPTER III**

### **MEMBERS: CATEGORIES, CONDITIONS FOR BEING ADMITTED AND DISCIPLINARY REGIME**

#### **ARTICLE 6:**

The following member categories are established:

- a. a) Active members:
  - o Active "A" Members: Those receiving IP address space directly from LACNIC, those receiving IP address space indirectly through national registries according to the contracts celebrated between LACNIC and said registries, or those who received address space from ARIN and belong to the address space awarded to LACNIC, and request admittance.
  - o Active "B" Members: Organizations residing in Latin America or the Caribbean or whose activities are carried out mainly in Latin America or the Caribbean, related to Internet development and/or formed by Internet access service providers, that make a relevant contribution to Internet related policies in the region of Latin America and the Caribbean, agree with LACNIC's objectives and request admittance.
  - o Active Founding Members: The following organizations: AHCJET (Hispanoamerican Association of Research Centers and Telecommunications Companies), CABASE (Argentine Chamber of Databases and Online Services), CG-Br (Brazilian Internet Management Committee), eCOMLAC (Latin American and Caribbean Internet and e-Commerce Federation), ENRED (Network Forum for Latin America and the Caribbean) and NIC-Mx (NIC Mexico).
- b. Adhering Members: Those who agree with LACNIC's objectives, request admittance and
  - o administer IP addresses outside the address space awarded to Latin America and the Caribbean and are geographically located in Latin America or the Caribbean, or
  - o any person or legal entity.
- c. Honorary Members: All persons, companies or organizations designated as such by decision of the General Member Assembly in view of the activities they carry out in furtherance of LACNIC's objectives.
- d. Benefactor members: Those persons or legal entities that contribute significantly to LACNIC's financial support.

*\* Article modified at the April 24, 2003 Member Assembly*

#### **ARTICLE 7:**

Members shall have the following rights:

- a. Active "A" Members:
  - i. To make use of the member services.
  - ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.
  - iii. To request the summoning of an Extraordinary Assembly (Article 14).
  - iv. To participate at the assemblies with voice and vote and to be elected to be part of the member organisms.
- b. Active "B" Members:
  - i. To make use of the member services.

- ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.
  - iii. To request the summoning of an Extraordinary Assembly (Article 14).
  - iv. To participate at the assemblies with voice and vote and to be elected to be part of the member organisms.
- c. Active Founding Members:
  - i. To make use of the member services.
  - ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.
  - iii. To request the summoning of an Extraordinary Assembly (Article 14).
  - iv. To participate at the assemblies with voice and vote and to be elected to be part of the member organisms.
- d. Adhering Members:
  - i. To make use of the member services.
  - ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.
  - iii. To be part of the General Assembly with voice but not vote.
- e. Honorary Members:
  - i. To make use of the member services.
  - ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.
  - iii. To participate at the General Assembly with voice but not vote.
- f. Benefactors:
  - i. To make use of the member services.
  - ii. To present before the Board of Directors any initiative that will favor the enhancement of the institution.

*\* Article modified at the March 31, 2004 Member Assembly.*

#### **ARTICLE 8:**

The members have the following obligations:

1. pay the ordinary and extraordinary contributions established by the Assembly;
2. comply with the other obligations imposed by the bylaws, the rules and the resolutions of the Assembly and the Board.

#### **ARTICLE 9:**

Any party which has ceased to fulfill the membership requirements of the bylaws will cease to be a member. The member who falls behind in the payment of three quotas or any other contribution which has been established, will be duly notified of his obligation to pay his dues to the treasury. When one month has lapsed from this notification and the situation has not been resolved, the Board may declare the termination of membership of this member who is in debt. Membership status may also be lost due to resignation or expulsion.

## **ARTICLE 10:**

The Board may apply the following penalties to the members:

- a. admonishment,
- b. suspension, for a maximum period of one year,
- c. expulsion, to be graduated according to the seriousness of the misdemeanor, and the circumstances of each case considering the following causes:
  1. Non-fulfillment of the obligations imposed by the bylaws, rules or resolutions of the Assemblies and the Board,
  2. notorious bad behavior,
  3. voluntary harm to LACNIC, provocation of serious disorders, or behaving in a way which is notoriously harmful to the interests of the membership.

## **ARTICLE 11:**

The disciplinary penalties referred to in the preceding article will be decided by the Board once the party involved has presented his defense. In all cases the affected party can resort to an appeal to the first Assembly to be held, within a period of 30 days of notification of the penalty. The interposition of this resource will have a suspensive effect. Regarding his rights as a member, in the supposed case that the penalized member holds office in one of the administration or control organs, these may suspend him in this capacity until the corresponding Assembly has resolved his case.

# **CHAPTER IV**

## **ASSEMBLIES**

### **ARTICLE 12:**

The General Assembly, acting in concordance with the bylaws, is the sovereign organ of the institution. It is made up of all members of the institution who are entitled to participate in it, and will take any decisions of interest to the membership, adjusting to the bylaws and any legal and regulatory norms which may be applicable.

### **ARTICLE 13:**

There shall be two types of General Assemblies: Ordinary and Extraordinary. Ordinary General Assemblies shall be held once a year, within the first six months after the closing of each financial year, the date of which is set as December 31, and these assemblies shall:

- a. consider, approve or modify the annual report, general balance sheet, inventory, expense and income account and report presented by the Fiscal Commission;
- b. elect, if warranted, the members of the Fiscal Commission and the Electoral Commission;

- c. establish membership fees and determine procedures for updating them if necessary, procedures that shall be implemented by the Board of Directors;
- d. consider any other matter included in the agenda;
- e. consider any matter proposed by no less than five percent of the members and presented to the Board of Directors within thirty days of the closing of the financial year.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 14:**

The Extraordinary Assemblies will be convoked whenever the Board deems it necessary, or when requested by the Fiscal Commission, the Electoral Committee or 5% of the members with voting rights. These requests must be resolved within a term of 10 days, and the Assembly be held within 30 days thereafter. If the request is not considered or turned down without due basis, the Fiscal Commission may be required to convoke under the same terms and proceedings.

*\* Article modified at the Member Assembly held on 29 May, 2008.*

#### **ARTICLE 15:**

Assemblies shall be summoned by means of circulars sent to the postal or e-mail addresses of the members thirty days in advance. The Annual Report, General Balance Sheet, Inventory, Expense and Income Account and Fiscal Commission Report must be submitted with the same anticipation. When bylaws or regulatory modifications are submitted for the consideration of the Assembly, the content of said modifications must also be submitted to the members with the same anticipation. Assemblies may not consider matters other than those expressly included in the agenda, unless full membership is present and the incorporation of the matter is approved by unanimous vote.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 16:**

The Assemblies will be held validly, even in those cases of bylaw modifications and membership dissolution, no matter how many members are present, half an hour after the time established by the convocation, providing an absolute majority with voting rights were not already present, They will be presided over by the President of the entity, or, failing that, by whom the Assembly designate through simple majority of votes cast. Whoever is acting as President will have a decisive vote in the case of a tie.

#### **ARTICLE 17:**

Resolutions shall be adopted by absolute majority of cast votes, except in those cases where these bylaws expressly refer to other majorities. Members of the Board of Directors and of the Fiscal Commission may not vote on matters relating to their terms of office. Members who join the Assembly after it has begun may only vote on the matters which have not yet been

decided. In the case of decisions that affect the requirements and conditions for the member categories established in Article 6, the conformity of the absolute majority of Active Members present shall be required. These requirements complement those specifically established for reforming the Bylaws.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 18:**

With the anticipation foreseen in article 15, the list of members with voting rights will be exhibited to all members, who may present any claims up to 5 days prior to the act, and which must be resolved within the following 2 days. Those members whom, although they may be behind in their membership quota payments, and who have not lost their member status, will not be excluded from this list, although they may be prevented from participating in the Assembly if they have not made their due payments prior to the date of the Assembly.

#### **ARTICLE 19:**

Assembly discussions shall be conducted in the spirit of constantly seeking consensual agreement.

In case voting becomes necessary, Active "B" and Founding Members shall be entitled to one vote; Active "A" Members shall be entitled to 1 to 5 votes, depending on the address space they have been assigned, in such a way that those administering the greatest amount of IP numbers have the greatest number of votes.

This classification shall be made according to the following criteria:

- LEVEL 1: Active A Members that: i) administer IPv4 addresses equivalent to a /19 block or shorter of the address space assigned to Latin America and managed by LACNIC; or ii) administer Ipv6 addresses, shall be entitled to one vote.
- LEVEL 2: Active A Members that administer IPv4 addresses equivalent to a block longer than a /19 and shorter than a /16 block of the address space assigned to Latin America and managed by LACNIC shall be entitled to two votes.
- LEVEL 3: Active A Members that administer IPv4 addresses equivalent to a block longer than or equal to a /16 block and shorter than a /14 block of the address space assigned to Latin America and managed by LACNIC shall be entitled to three votes.
- LEVEL 4: Active A Members that administer IPv4 addresses equivalent to a block longer than or equal to a /14 block and shorter than a /11 block of the address space assigned to Latin America and managed by LACNIC shall be entitled to four votes.
- LEVEL 5: Active A Members that administer IPv4 addresses equivalent to a block longer than or equal to a /11 block of the address space assigned to Latin America and managed by LACNIC shall be entitled to five votes.

Whenever technological advances require the use of new criteria or new terminology for assigning IP address space, the Board of Directors, with the vote of two thirds of its members, shall be responsible for establishing the equivalences of the new address blocks with the five

levels herein established, without modifying the spirit of assigning more votes to those members administering larger address spaces.

The votes of Members that qualify for than one category shall not be cumulative; these members shall only be entitled to the number of votes corresponding to the category with the largest number of votes.

*\* Article modified at the April 24, 2003 and March 31, 2004 Member Assemblies.*

## **CHAPTER V**

### **BOARD OF DIRECTORS. ELECTORAL COMMITTEE AND FISCAL COMMISSION**

#### **ARTICLE 20:**

LACNIC shall be managed and administered by a Board of Directors composed of six members. The Board of Directors shall assign to these members the following positions: President, Vice-President, Secretary, Deputy Secretary, Treasurer and Deputy Treasurer. Director's shall serve a three-year term of office, but shall be eligible for re-election as long as they continue to meet eligibility criteria. Every year they shall be partially renewed in groups of two. The Executive Director/CEO shall participate in the Board of Directors' meetings with equivalent rights to those of a Director, except that he/she shall not be entitled to vote.

Members of the Board of Directors are subject to the following incompatibilities:

- a. not more than two Directors may be domiciled in the same country. Should a candidate for a position on the Board of Directors have more than one domicile, one of which involves a presumed incompatibility, in order to analyze his/her case the usual country of residence, the country where the company or organization he/she is a part of or works for is established, and/or any other relevant data shall be considered;
- b. not more than one Director may have employment, consultancy or advisory relationships with the same Company or Organization and/or with one of its Related Companies established or not in the same country.

In order to determine whether or not this incompatibility exists, the following criteria shall be considered: whether the relationship is in a paid or honorary capacity; the influence that the Company or Organization may exert in relation to the candidate's election and to the background that makes the candidate eligible; the position held by the candidate within the Company or Organization; and the degree of influence that the Company or Organization may have over the individual once he/she occupies the position, or that the individual may have over the Director of said Company or Organization, or vice versa, for reasons of hierarchy or control.

When determining whether or not this incompatibility exists, membership of international or regional Internet organizations (such as ISOC, ICANN, etc.) and/or of Organizations that have

no relation to the activities carried out by LACNIC, such as sports clubs, academic clubs, etc. shall not be taken into consideration.

These incompatibilities shall be analyzed in accordance with the theory of reality, according to which material reality prevails over formalities.

Should any of the incompatibilities described in the paragraphs above occur once the Director is already in office, said Director shall resign his/her position or, if not, the matter shall be referred to the Electoral Commission which, in exercise of its faculties, shall determine whether or not such incompatibility exists and, if so, shall remove the Director from his/her position, the position remaining vacant until the following election. Should the incompatibility occur simultaneously in relation to one or more Directors, both shall resign or be removed from their positions, as appropriate, simultaneously; in this case, both Directors may be candidates in the following election so that LACNIC members may determine which of them shall continue as Director.

Members of the Board of Directors shall act as individuals, not in representation of the member organizations to which they belong.

The six above mentioned directors shall be elected according to the provisions of Articles 24 and 25. Each year, after the renewal of its members, the Board of Directors shall appoint the positions to be held by its members.

There shall be a Fiscal Commission composed of three members. Members of the Fiscal Commission shall serve a three-year term of office, and one member shall be renewed each year; members of the Fiscal Commission shall be eligible for reelection as long as they continue to meet eligibility criteria.

Members of the Fiscal Commission shall be subject to the following incompatibilities:

- a. not more than one member of the Fiscal Commission may be domiciled in the same country. Should a candidate for a position on the Fiscal Commission have more than one domicile, one of which involves a presumed incompatibility, in order to analyze his/her case the usual country of residence, the country where the company or organization he/she is a part of or works for is established, and/or any other relevant data shall be considered;
- b. not more than one member of the Fiscal Commission may have employment, consultancy or advisory relationships with the same Company or Organization and/or with one of its Related Companies established or not in the same country.

In order to determine whether or not this incompatibility exists, the following criteria shall be considered: whether the relationship is in a paid or honorary capacity; the influence that the Company or Organization may exert in relation to the candidate's election and to the background that make the candidate eligible; the position held by the candidate within the Company or Organization; and the degree of influence that the Company or Organization may have over the individual once he/she occupies the position, or that the individual may have

over the Director of said Company or Organization, or vice versa, for reasons of hierarchy or control.

When determining whether or not this incompatibility exists, membership of international or regional Internet organizations (such as ISOC, ICANN, etc.) and/or of Organizations that have no relation to the activities carried out by LACNIC, such as sports clubs, academic clubs, etc shall not be taken into consideration.

These incompatibilities shall be analyzed in accordance with the theory of reality, according to which material reality prevails over formalities. Should any of the incompatibilities described in the paragraphs above occur once the member of the Fiscal Commission is already in office, said member shall resign his/her position or, if not, the matter shall be referred to the Electoral Commission which, in exercise of its faculties, shall determine whether or not such incompatibility exists and, if so, shall remove the member from his/her position, the position remaining vacant until the following election. Should the incompatibility occur simultaneously in relation to one or more members of the Fiscal Commission, both members shall resign or be removed from their positions, as appropriate, simultaneously; in this case, both members may be candidates in the following election so that LACNIC members may determine which of them shall continue as member of the Fiscal Commission.

*\* Article modified at the Member Assemblies held on 24 April, 2003; 31 March, 2004; 29 June, 2005, and 29 May 2008.*

#### **ARTICLE 21:**

If by any reason a director's position is temporary or permanently vacant, this vacancy shall be filled at the next election and the director shall hold office for the duration of the term for which the outgoing director had been elected.

*\* Article modified at the April 24, 2003 Member Assembly.*

#### **ARTICLE 22:**

Should the number of members of the Board of Directors be reduced below the absolute majority, having all the existing replacement members been called upon to replace the titular members, within fifteen days the remaining directors shall summon an Extraordinary Assembly to be held within the following thirty days with the objective of completing the Board of Directors. In the event of total vacancy of the Board of Directors, the Extraordinary Assembly shall be summoned by the Fiscal Commission, notwithstanding the responsibilities pertaining to resigning members of the Board of Directors. In both cases, the organ that issues the summons shall have all attributions inherent to celebrating the Assembly or celebrating elections.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 23:**

The Board of Directors shall meet at least once every three months, on the date and time established at their first annual meeting, and also at such times as it is summoned by the President or at the request of the Fiscal Commission or two of its members, in which case the meeting must be held within the following fifteen days. Meetings shall be summoned ten days in advance by means of circulars. Meetings shall be valid with the presence of the absolute majority of designated members, and decisions shall require the vote of the absolute majority of members present, except for reconsiderations which require two thirds of the votes, in a session with the same number of participants or more participants than the session during which the matter to be reconsidered was decided.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 24:**

The Electoral Commission shall be composed of three members. This commission shall be in charge of all matters relating to the electionary act, as well as counting the votes and determining the results and winning candidates. It is empowered to summon an Extraordinary Assembly in case of serious irregularities in the election.

The Electoral Commission shall be composed of three members. This Commission shall be in charge of all matters relating to the electionary act, including contested candidates or restricting to one the vacancies at issue due to incompatibilities (having the authority to eliminate and/or restrict the candidacies of one or more contested candidates and/or candidates investigated at the Electoral Commission's own initiative), as well as counting the votes and determining the results and winning candidates. The Electoral Commission may act based on third-party accusations or on its own initiative, and has the authority to summon an Extraordinary Assembly in case of serious irregularities in the election. Members of the Electoral Commission shall serve a three-year term of office, and one member shall be renewed each year; members of the Electoral Commission shall be eligible for reelection as long as they continue to meet eligibility criteria.

In case of a third-party accusation, the Electoral Commission shall also have the authority to investigate and resolve alleged incompatibilities of members of the Board of Directors and the Fiscal Commission.

Members of the Electoral Commission shall be subject to the following incompatibilities:

- a. not more than one member of the Electoral Commission may be domiciled in the same country. Should a candidate for a position on the Electoral Commission have more than one domicile, one of which involves a presumed incompatibility, in order to analyze his/her case the usual country of residence, the country where the company or organization he/she is a part of or works for is established, and/or any other relevant data shall be considered;

- b. not more than one member of the Electoral Commission may have employment, consultancy or advisory relationships with the same Company or Organization and/or with one of its Related Companies established or not in the same country.

In order to determine whether or not this incompatibility exists, the following criteria shall be considered: whether the relationship is in a paid or honorary capacity; the influence that the Company or Organization may exert in relation to the candidate's election and to the background that make the candidate eligible; the position held by the candidate within the Company or Organization; and the degree of influence that the Company or Organization may have over the individual once he/she occupies the position, or that the individual may have over the Director of said Company or Organization, or vice versa, for reasons of hierarchy or control.

When determining whether or not this incompatibility exists, membership of international or regional Internet organizations (such as ISOC, ICANN, etc.) and/or of Organizations that have no relation to the activities carried out by LACNIC, such as sports clubs, academic clubs, etc shall not be taken into consideration.

These incompatibilities shall be analyzed in accordance with the theory of reality, according to which material reality prevails over formalities. Should any of the incompatibilities described in the paragraphs above occur once the member of the Electoral Commission is already in office, said member shall resign his/her position or, if not, the matter shall be referred to the Fiscal Commission/Board of Directors which, in exercise of their faculties, shall determine whether or not such incompatibility exists and, if so, shall remove the member from his/her position, the position remaining vacant until the following election. Should the incompatibility occur simultaneously in relation to one or more members of the Electoral Commission, both members shall resign or be removed from their positions, as appropriate, simultaneously; in this case, both members may be candidates in the following election so that LACNIC members may determine which of them shall continue as member of the Electoral Commission.

*\* Article modified at the Member Assemblies held on 24 April, 2003; 31 March, 2004; 29 June, 2005 and 29 May, 2008.*

#### **ARTICLE 25:**

The election of the members of the Board of Directors shall be held within one hundred and eighty days of the Ordinary Assembly. Votes shall be secret and may be cast by post or e-mail using mechanisms that guarantee the identity of the voter and the secrecy of the vote.

Each member may exercise their right to vote as established in Articles 7 and 19 as many times as positions are being elected, but may only award one candidate the number of votes established in said articles. Candidates shall be voted individually among those nominated in due time and form. Those candidates that receive more votes shall be elected; the number of elected candidates shall be equal to the number of positions at issue. In case of a tie in the number of votes for one or more of the positions at issue, a second round of voting shall be

held among those candidates that had the same number of votes; this second round of voting shall be held on the date and under the conditions established by the Electoral Commission.

*\* Article modified at the Member Assemblies held on 24 April, 2003 and 29 May, 2008.*

#### **ARTICLE 26:**

The attributions and responsibilities of the Board of Directors are:

- a. to execute Assembly decisions, to comply with and enforce these Bylaws and the regulations, interpreting them in case of doubt with the obligation of reporting this to the next Assembly;
- b. to undertake the administration of LACNIC;
- c. to summon Assemblies;
- d. to decide the admittance of those requesting membership;
- e. to expel or penalize members;
- f. to designate the staff necessary to fulfill the objectives of the organization, establish their salaries, determine their obligations, penalize and fire them;
- g. to present the Annual Report, General Balance Sheet, Inventory, Expense and Income Account and Fiscal Commission Report before the Ordinary General Assembly; all these documents must be made available to the members with the anticipation required by Article 15 for summoning Ordinary Assemblies;
- h. to issue internal regulations necessary for the fulfillment of the objectives, regulations which must be approved by the Assembly; those regulations not having statutory content are exempted;
- i. to approve methodologies for the development of LACNIC;
- j. to approve administration and allocation policies for Internet resources under LACNIC responsibility, which shall be approved by the following member assembly;

*\* Article modified at the Member Assemblies held on 24 April, 2003; 31 March, 2004; 29 June, 2005 and 29 May, 2008.*

#### **ARTICLE 27:**

The Fiscal Commission has the following attributions and duties:

- a. to permanently control all books and accounting documentation, overseeing management, controlling the state of the cash flow and the existence of funds, bonds and stock, in accordance with the laws and Bylaws in force;
- b. to present suggestions to the Board of Directors, in relation to the responsibilities detailed in the item above;
- c. to pass judgment on the Annual Report, Inventory, General Balance Sheet and Expense and Income Account submitted by the Board of Directors for the consideration of the Ordinary Assembly at the end of each financial year;
- d. to summon an Ordinary Assembly should the Board of Directors fail to do so, having previously notified the Board of Directors fifteen days in advance;

- e. to request that an Extraordinary Assembly be summoned whenever it is deemed necessary, presenting the justification of the request before the "Dirección General de Registros, Asociaciones Civiles y Fundaciones" should the Board of Directors refuse to comply with the request;
- f. to summon an Extraordinary Assembly, informing the Control Organ, should a members' request according to the provisions Article 14 be presented unsuccessfully;
- g. to oversee operations for the liquidation of LACNIC. The Fiscal Commission shall fulfill its functions without interfering with the regular administration of the organization;
- h. in case of third-party accusations, to investigate and resolve alleged incompatibilities of members of the Electoral Commission.

*\* Article modified at the Member Assembly held on 24 April, 2003 (in virtue of the acceptance of an observation formulated by the Ministry of Foreign Affairs).*

*\* Article modified at the Member Assembly held on 29 May, 2008.*

## CHAPTER VI

### THE PRESIDENT

#### ARTICLE 28:

The President or whoever replaces him according to the bylaws must:

- a. Represent LACNIC;
- b. Call for Assemblies and convoke the Board meetings and preside over them;
- c. He will have voting rights in the Board meetings equally with other Board members, and, in the event of a tied vote, will vote again to break the tie;
- d. He will sign the acts of the Assembly and the Board, all correspondence and LACNIC documents, jointly with the Secretary;
- e. He will, jointly with the Treasurer, authorize the expenditure accounts, signing the receipts and other Treasury documents as resolved by the Board. He will not allow the social funds to be invested in anything foreign to these bylaws;
- f. Direct discussions, suspend and terminate Board meetings and Assemblies when these get out of order and disrespect is shown;
- g. Oversee the evolution and administration of LACNIC, abiding by the bylaws, regulations and resolutions of the Assemblies and the Board, and ensuring these are respected;
- h. Punish any employee who does not fulfill his (her) obligations and adopt resolutions in unforeseen circumstances. In both cases these will be "ad referendum" of the next Board meeting.

## **CHAPTER VII**

### **THE SECRETARY**

#### **ARTICLE 29:**

The Secretary or whoever replaces him according to the bylaws must:

- a. Be present at the Assemblies and Board meetings, drawing up the corresponding acts, which will be written in the appropriate register and jointly signed with the President;
- b. Sign all correspondence and LACNIC documents together with the President;
- c. Send out Board meeting notifications according to article 23;
- d. Keep the acts register and, together with the Treasurer, the Membership register.

## **CHAPTER VIII**

### **THE TREASURER**

#### **ARTICLE 30:**

The Treasurer or whoever replaces him according to the bylaws must:

- a. Be present at Board meetings and Assemblies;
- b. Keep the Membership register together with the Secretary, and be responsible for the collection of member fees;
- c. Keep the accounting ledgers;
- d. Present the monthly balance sheets to the Board and prepare the annual report, which, once approved by the Board will be submitted to the Ordinary Assembly;
- e. Sign jointly with the President the receipts and other treasury documents, effecting the payments approved by the Board;
- f. Deposit in a bank account in the name of LACNIC, and with joint signatures of the President and Treasurer, all funds collected, with the capability of retaining funds up to the amount authorized by the Board;
- g. Report on the economic status of the entity to the Board, and the Fiscal Commission on any occasion this is required.

*\* Article modified at the Member Assembly held on 29 May, 2008.*

## **CHAPTER IX**

### **VICE-PRESIDENT, DEPUTY SECRETARY AND DEPUTY TREASURER**

#### **ARTICLE 31:**

The Vice-President shall:

- a. attend Assemblies and meetings of the Board of Directors, being entitled to vote;
- b. undertake assignments and tasks entrusted by the Board of Directors;
- c. fulfill the functions of the President should he/she communicate his/her absence or resignation as President of the Board of Directors.

The Deputy Secretary shall:

- a. attend Assemblies and meetings of the Board of Directors, being entitled to vote;
- b. undertake assignments and tasks entrusted by the Board of Directors;
- c. fulfill the functions of the Secretary should he/she communicate his/her absence or resignation as Secretary of the Board of Directors.

The Deputy Treasurer shall:

- a. attend Assemblies and meetings of the Board of Directors, being entitled to vote;
- b. undertake assignments and tasks entrusted by the Board of Directors;
- c. fulfill the functions of the Treasurer should he/she communicate his/her absence or resignation as Treasurer of the Board of Directors.

*\* Article modified at the April 24, 2003 member assembly.*

## **CHAPTER X**

### **DISSOLUTION AND LIQUIDATION:**

#### **ARTICLE 32:**

The Assembly may not decree the dissolution of LACNIC as long as there are a number of members willing to support it, and to ensure the regular functioning of its social organs. Should dissolution become effective, the liquidators will be designed, and these can be the Board itself, or any other members committee which the Assembly designates. The Fiscal Commission must oversee the liquidation operations of LACNIC. Once debts are paid in full, the remainder of the goods owned will be destined to a charity organization, established legally in the country and exempt from all taxes at national, state and municipal level. The recipient of these goods will be designated by the dissolution Assembly.

*\* Article modified at the Member Assembly held on 29 May, 2008.*