

WORDING OF THE ARTICLES OF LACNIC'S BYLAWS BEFORE THE
MODIFICATION TO BE CONSIDERED AT THE MEMBERS ASSEMBLY TO BE HELD
ON MAY 2008.

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 Control organ; 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 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 Control Organ; b) elect, if warranted, the members of the Control Organ and 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 April 24, 2003 member assembly

ARTICLE 14: The Extraordinary Assemblies will be convoked whenever the Board deems it necessary, or when requested by the Control Organ, 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 Control organ may be required to convoke under the same terms and proceedings.

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 Control Organ 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 April 24, 2003 member assembly

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 the Control Organ 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 April 24, 2003 member assembly

CHAPTER V

BOARD OF DIRECTORS. ELECTORAL COMMITTEE AND CONTROL ORGAN

ARTICLE 20: LACNIC shall be managed and administered by a Board of Directors composed of six titular members; not more than two of these Directors may be elected from among persons having legal domicile in the same country, and not more than one Director who has employment, consultancy or advisory relationships with the same Company and/or with one of its Related Companies established or not in the same country. The Board of Directors shall assign to these titular 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. 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 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 Control Organ composed of three members; not more than two of these members may be elected from among persons having legal domicile in the same country, and not more than one member who has employment, consultancy or advisory relationships with the same Company and/or with one of its Related Companies established or not in the same country. The members of the Control Organ shall serve a two-year term of office.

*article modified at the April 24, 2003, March 31, 2004 and June 29, 2005 member assemblies

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 Control Organ, 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 April 24, 2003 member assembly

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 Control Organ 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 April 24, 2003 member assembly

ARTICLE 24: The Electoral Commission shall be composed of three titular members; not more than two of these members may be elected from among persons having legal domicile in the same country, and not more than one member who has employment, consultancy or advisory relationships with the same Company and/or with one of its Related Companies established or not in the same country.. The members of the Electoral Commission shall be elected by the Ordinary General Assembly. 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. This commission shall hold office for a term of two years as of its designation, or until the new members of the Electoral Commission have entered upon office.

*article modified at the April 24, 2003, March 31, 2004 and June 29, 2005 member assemblies

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.

*article modified at the April 24, 2003 member assembly

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 Control Organ 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 April 24, 2003 member assembly

ARTICLE 27: The Control Organ 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; b) to verify compliance with laws, these Bylaws and regulations; 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 Control Organ shall fulfill its functions without interfering with the regular administration of the organization.

*article modified at the April 24, 2003 member assembly

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 Control Organism on any occasion this is required.

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 Control Organism 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 national, state and municipal taxes. The recipient of these goods will be designated by the dissolution Assembly.