

## **SUMMONS TO LACNIC'S EXTRAORDINARY ASSEMBLY**

LACNIC summons its Members to the Extraordinary Assembly of the Latin American and Caribbean IP Address Registry (LACNIC) to be held on May 28, 2009, first summons at 4:30 pm, second summons at 5:00 pm, at the Hotel El Panamá, located in the city of Panama, Panama.

The Assembly is summoned in order to discuss the following agenda:

- 1) Designation of President and Secretary for the Assembly;
- 2) Modification of Articles 20 and 31 of LACNIC's bylaws (Members can consult the text of these articles on LACNIC's website);
- 3) Authorization for proceedings;
- 4) Designation of two members for signing the minutes.

Likewise, on LACNIC's website, members will find a model of a Power of Attorney which can be used to authorize members' representatives to attend and vote in their name at the Extraordinary General Assembly and the project for modifying the bylaws and the Board's proposal to implement the proposed bylaws modification.

Sincerely,

\_\_\_\_\_  
Oscar Robles  
Secretary

\_\_\_\_\_  
Oscar Messano  
President

## BOARD OF DIRECTORS, ELECTORAL COMMITTEE AND FISCAL COMMISSION

### ARTICLE 20:

LACNIC shall be managed and administered by a Board of Directors composed of seven members. The Board of Directors shall assign to these members the following positions: President, Vice-President, Secretary, Deputy Secretary, Treasurer, Deputy Treasurer and Regular Member. 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 or three (as appropriate). 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.

Eliminado: six

Eliminado: and

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 seven 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.

Eliminado: six

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.*

**VICE-PRESIDENT, DEPUTY SECRETARY, DEPUTY TREASURER AND  
REGULAR MEMBER**

Eliminado: AND

**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.

The Regular Member 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 assigned by the Board of Directors should one of the Directors communicate his/her absence or resignation from his/her position on the Board.