

**Articles of Association<sup>1</sup>**  
**of**  
**Nominet UK**  
**(the "Company")**

**Interpretation**

**1. In these Articles:**

*'the Act'* means the Companies Act 1985;

*'the Board'* means the directors of the Company from time to time, and "member of the Board" shall be construed accordingly;

*'the Members'* means the members of the Company from time to time, and "Member" and "Membership" shall be construed accordingly and any reference in the Memorandum to "Steering Committee" shall be deemed to be reference to the Membership;

*'the seal'* means the common seal of the Company;

*'Secretary'* means any person appointed to perform the duties of the Secretary of the Company;

*'the United Kingdom'* means Great Britain, Northern Ireland, the Channel Islands and the Isle of Man and any other territories included from time to time within the designation "GB" in ISO 3166 (the International Standard for Country Codes);

*'communication'* includes a communication comprising sounds or images or both and a communication effecting a payment;

*'electronic communication'* means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa):

- (a) by means of an electronic communications network; or
- (b) by other means but while in an electronic form;

*'Statutes'* means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the Company;

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, fax and other methods of representing or reproducing words in a visible form other than electronic communications;

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the meanings given to them in the Act.

References to the execution or the signing of an electronic communication include references to its being executed by such means as the Board may from time to time

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<sup>1</sup> As amended by special resolutions passed at the Annual General Meeting on 30 April 2008.

approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes, provided that nothing in these articles shall invalidate the proceedings of a meeting where failure to publish the documents throughout the period is wholly attributable to circumstances that it would not be reasonable to have expected the Company to prevent or avoid.

### **Admission of Members**

2. In addition to the statutory rights and responsibilities of the Members, the Membership will elect four members of the Board; consider technical issues relating to naming in the .UK domain; and advise the Board on such matters.

The Membership shall be made up of the subscribers to the Memorandum and Articles of Association; the members of the Board; and Internet service providers, connectivity resellers, web suppliers and other individuals or organisations with an interest in the operation of the .UK domain, who or which apply for admission, are admitted as Members by the Board, and pay a subscription.

Every application for Membership shall be in one of the forms set out in Article 55 or in such other form as the Board shall prescribe from time to time, which may be submitted in writing or by electronic communication.

At the next meeting of the Board after the receipt of any application for Membership, such application shall be considered by the Board who shall decide whether to admit or reject the applicant.

### **Retirement of Members**

3. A Member shall cease to be such:
  - 3.1 if by notice in writing lodged with or sent by electronic communication to the Secretary he, she or it shall resign his, her or its Membership;
  - 3.2 in the case of the members of the Board, on ceasing to be a member of the Board;
  - 3.3 if an individual, upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of any indictable offence for which he or she is sentenced to a term of imprisonment;
  - 3.4 if an organisation if it goes into liquidation or makes any arrangement with its creditors generally;

- 3.5 in any case, if any subscription due to the Company remains outstanding for more than one month;
- 3.6 (except in the case of the members of the Board) by means of a resolution of at least 90% of the votes cast by Members present (in person or by proxy) and voting at a properly-convened meeting of the Members.

No Member shall be entitled to any refund of subscription on ceasing to be a Member.

### **General Meetings**

- 4. The Company shall hold a general meeting in each year as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the date of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 5. The Board may call general meetings whenever it thinks fit; and shall do so on a requisition by the Members pursuant to the Act.
- 6. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice, and all other general meetings shall be called by at least 14 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
  - 6.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
  - 6.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the Members.

The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted; and shall, in the case of an Annual General Meeting, specify the meeting as such. Notice shall be given to the Members, to the Board, and to the auditors.

- 7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive it shall not invalidate the proceedings at the meeting.

### **Proceedings at General Meetings**

- 8. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; six Members present in person shall be a quorum.
- 9. If a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and

- place, or to such other day and at such other time and place as the Board may determine.
10. The Chairman of the Board shall preside as Chairman at every general meeting of the Company. If there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board present shall elect one of their number to be Chairman of the meeting.
  11. If at any meeting no member of the Board is willing to act as Chairman, or if no member of the Board is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to be Chairman of the meeting.
  12. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
  13. A resolution proposed at any general meeting shall be approved if at least two-thirds of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.
  14. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands (in which case, every Member present in person shall have one vote) unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:
    - 14.1 by the Chairman; or
    - 14.2 by at least two Members present in person or by proxy; or
    - 14.3 by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Membership having the right to vote at the meeting.
  15. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  16. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll is made.
  17. Except as provided in Article 18, if a poll is demanded it shall be taken in such manner as the Chairman directs; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **Votes of Members**

19. The Board will establish the subscriptions and poll voting rights of Members for the period to 31 August 1997. Thereafter, the subscriptions and poll voting rights will be related to the Member's relative commercial involvement in the .UK domain name service, and will be set by means of bye-laws established in accordance with Article 52.1.

Not more than one member of any group of companies (as defined in Section 53 of the Companies Act 1989) may be a Member. The Board will lay down an upper limit on the number of votes to which any one Member will be entitled for the period to 31 August 1997. Thereafter the upper limit will be set by means of bye-laws established in accordance with Article 52.1.

- 19A Except as required by law, before making any change to the level of Membership subscriptions or registration fees, the Board must consult with the Members by conducting a ballot. The ballot, which may be carried out by electronic communication or in writing must seek votes for and against each proposed change; and the Board shall only implement the proposed change if at least seventy-five percent of the votes cast in the ballot are in favour of the proposed change.
20. A Member who is an individual may appoint a proxy to attend general meetings in his or her place. The Board may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the Board thinks fit.

If the appointment of a proxy is:

- 20.1 an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it;
- 20.2 contained in an electronic communication, it shall be executed by or on behalf of the appointor.

A proxy need not be a Member.

21. The appointment of a proxy and the power of attorney if any, under which it is signed, or a copy of that power certified by a solicitor, shall:
  - 21.1 in the case of an instrument not contained in an electronic communication, be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes

to vote or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid; or

21.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

- (a) in the notice convening the meeting, or
- (b) in any instrument of proxy sent out by the Company in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

- 22. The appointment of a proxy shall be in as near the form set out in Article 56 as circumstances admit.
- 23. Where the intention is that Members should have an opportunity of voting for or against a resolution, the appointment of a proxy shall be in as near the form set out in Article 57 as circumstances admit.
- 24. The appointment of a proxy for a Member shall be deemed to confer authority to demand or join in demanding a poll.
- 25. A vote given or poll demanded by the authorised representative of a Member organisation shall be valid notwithstanding the previous revocation of the authority of the person voting or demanding a poll, provided that no notice of such revocation was received by the Company at its Registered Office or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the start of the meeting or adjourned meeting at which the vote is given or poll demanded.

## **The Board**

- 26. The Board shall consist of two Executive Directors, of whom one shall be the Managing Director of the Company, and (subject to Article 32), four Non-Executive Directors approved by the Membership ("the appointed Members"). The Managing Director shall be the Chairman of the Board.
- 27. At the first annual general meeting all the appointed members shall retire from office, and at every subsequent annual general meeting one-half of the appointed members then in office shall retire.

28. Subject to the provisions of the Act, the appointed members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
29. If the Membership, at the meeting at which an appointed member retires by rotation, does not fill the vacancy the retiring appointed member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the appointed member is put to the meeting and lost.
30. No person other than appointed members retiring by rotation shall be appointed or re-appointed at any general meeting unless:
  - 30.1 he or she is recommended by the Board; or
  - 30.2 not less than fourteen (14) nor more than thirty-five (35) clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment, together with notice executed by that person of his or her willingness to be appointed or re-appointed.
31. Not less than seven (7) nor more than twenty-eight (28) clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than an appointed member retiring by rotation at the meeting) who is recommended by the Board for appointment or re-appointment as an appointed member at the meeting, or in respect of whom notice has been duly given to the Company of the intention to propose him or her at the meeting for appointment or re-appointment.
32. Subject to Articles 27 to 31, the Company may by ordinary resolution appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member of the Board; and may also determine the rotation in which any additional members of the Board are to retire.
33. The Board may appoint a person who is willing to act to be a member of the Board, either to fill a vacancy or as an additional member of the Board, provided that the appointment does not cause the number of members of the Board to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Board. A member of the Board so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the Board who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
34. Subject to Articles 27 to 33, a member of the Board who retires at an annual general meeting may, if willing to act, be re-appointed. If he or she is not re-appointed, he or she shall retain office until the Membership appoints someone in his or her place, or if it does not do so, until the end of the meeting.

35. Without prejudice to any provisions for retirement contained in these Articles, the office of a member of the Board shall be vacated if:
- 35.1 by notice in writing lodged with or sent by electronic communication to the Secretary he or she resigns his or her membership of the Board; or
  - 35.2 he or she ceases to be a member of the Board by virtue of the Act or the Companies Act 2006, is removed from office pursuant to these Articles or becomes prohibited by law from being a member of the Board; or
  - 35.3 in the case of Elected Directors and Appointed Directors only, at the end of the Annual General Meeting immediately following the sixth anniversary of the start of his or her first election or appointment as the case may be; or
  - 35.4 he or she is absent, without the permission of the Board, from Board meetings for six consecutive months and the Board resolves that his or her office be vacated; or
  - 35.5 the conduct of that member of the Board (whether or not concerning the affairs of the Company) is the subject of an investigation by an inspector appointed by the Secretary of State or by the Serious Fraud Office (or any successor body or body equivalent in any foreign jurisdiction thereto) and the Board shall resolve that it is undesirable that he or she remain a member of the Board; or
  - 35.6 notice is given to terminate his or her contract of employment or engagement with the Company where he or she is in breach of such contract; or
  - 35.7 upon death, or if he or she becomes bankrupt or makes any arrangement with his or her creditors generally, or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment; or
  - 35.8 in the case of an Executive Director, on ceasing to hold executive office; or
  - 35.9 in the case of an appointed member, if the Membership remove him or her from office; or
  - 35.10 if he or she is removed by a simple majority of the Membership, following the procedure laid down in Section 168 of the Companies Act 2006.

In the event that either of the Executive Directors ceases to hold office, the Board shall appoint a replacement to the relevant office.

36. In the event that either of the Executive Directors ceases to hold office, the Board shall appoint a replacement to the relevant office. Until such time as the appointment is made the remaining members of the Board shall continue to have all the powers set out in Article 37.

37. The Board shall have control over all the affairs and property of the Company, and may exercise all such powers of the Company as it thinks fit, except as otherwise provided by the Memorandum of Association of the Company and these Articles. In the exercise of its powers, the Board will have regard to any regulations made by the Members (such regulations not to invalidate any prior acts of the Board which would have been valid if the regulations had not been made).
38. The members of the Board may convene and regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. An Executive Director shall not vote on a resolution to determine the level of his or her remuneration.
39. Subject to Articles 38 and 41, the Chairman of the Board shall preside at every meeting; and in the case of an equality of votes he shall be entitled to a second or casting vote. A member of the Board may, and the Secretary at the request of a member of the Board shall, at any time summon a meeting of the Board.
40. The quorum necessary for the transaction of the business of the Board shall be four. The Board shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings at all meetings of the Board.
41. If at any meeting of the Board the Chairman is not present within fifteen minutes after the time appointed for the start of the meeting, the members present may choose one of their number to be chairman of the meeting. In the case of an equality of votes on any question the chairman shall have a second or casting vote.

### **Committees**

42. The Board may delegate any of its powers to any committee consisting of one or more persons. Any such committee shall have the power (unless the Board directs otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a member or members of the Board. It may also delegate to the chief executive or any member of the Board holding any other executive office such of its powers as it considers desirable to be exercised by such persons. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of its own powers may be revoked or altered. Subject to any such conditions, the proceedings of a committee with one or more persons shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying.

The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally (none of which shall be deemed incapable of delegation to a committee).

### **Policy to publish .UK policy consultation papers**

43. The Company will publish on its website consultation papers and invite feedback from stakeholders on the non-operational guiding principles regarding the oversight of the .UK top level domain. The Board may establish processes and/or committees for such consultation. The Board shall set the rules for any such processes and/or the appointment, constitution, proceedings, dissolution and powers of any such committee in consultation with that committee.

## **Secretary**

44. The Company shall have a Secretary who shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board thinks fit. If the office is vacant or for any other reason there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any officer of the Company authorised generally, or specially for that purpose, by the Board.

## **Seal**

45. The seal shall be used only by the authority of the Board. Every instrument to which the seal is affixed shall be signed by a member of the Board, and shall be countersigned by the Secretary, or by a second member of the Board, or by some other person appointed by the Board for the purpose.

## **Notices, Meetings and Resolutions**

46. The following Articles 47 to 51 shall apply to meetings and resolutions of the Board and the Membership, and to notices given to or by any member of those bodies; and "member" shall be construed accordingly
47. The Company may give any notice and issue any documents or other communications to a member either personally or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address—or by giving it using electronic communications in accordance with this article. Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication.
48. A member present in person at any meeting shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
49. Any notice, document or other communication:
  - 49.1 if sent by the Company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent;
  - 49.2 if sent by the Company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 24 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered;
  - 49.3 not sent by post or other delivery service but served or delivered personally or left by the Company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so

left.

50. Subject to the provisions of the Act (and in particular in the case of a resolution of the Members, to any requirement to submit the proposed resolution to the auditors), a written resolution signed by all the members, entitled to attend and vote at meetings shall be as valid and effective as if it had been passed at a meeting properly convened and held. Any such written resolution may consist of two or more documents in similar form (including any contained in an electronic communication), each signed by one or more of such persons. Digital signatures and facsimiles of signatures will suffice for the purpose of this Article.
51. A member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility whereby all people participate in the meeting can hear each other and participation in a meeting in this manner shall be deemed to be presence in person at such meeting.

### **Bye-Laws**

52. In consultation with the Members, the Board will establish bye-laws for the following purposes:
  - 52.1 to determine the subscriptions payable by Members (after 31 August 1997) and the voting rights to which they will be entitled;
  - 52.2 to establish procedures for the approval, rejection and appeals against the rejection of name registration requests;
  - 52.3 to determine the level of registration fees; and
  - 52.4 to determine registration fee discounts for clients of Members.

Provided that nothing in these Articles or in any bye-law shall operate to override the provisions of Article 19A.

53. Subject to the Act, but without prejudice to any indemnity to which he or she may otherwise be entitled, every member of the Board and every officer of the Company, shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court.
54. Subject to the Act, the Company may purchase and maintain for any member of the Board or for any officer of the Company, insurance cover against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under Article 53.
55. The forms of the application for Membership referred to in Article 2 are as follows.

I,

of

wish to become a Member of NOMINET UK, subject to the provisions of the Memorandum and Articles of Association of the Company. I confirm that I will abide by the terms of any Code of Practice circulated from time to time by the Board, and that I will not do anything which may bring the Company into disrepute.

Signature: .....

Date: .....

In the case of an organisation:

To the Board of NOMINET UK

whose registered office/principal place of business is at

applies for membership of NOMINET UK, subject to the provisions of the Memorandum and Articles of Association of the Company.

It will abide by the terms of any Code of Practice circulated from time to time by the Board, and it will neither do, nor permit its employees to do, anything which may bring the Company into disrepute.

Authorised Signature: .....

Name: .....

Position: .....

Date: .....

56. The form of proxy referred to in Article 22 is as follows:

NOMINET UK

I,

of

being a Member of the above Company, appoint

of

or failing him/her

of

as my proxy to vote for me on my behalf at the General Meeting of the Company to be held on the ..... day of ..... and at any adjournment

Signed: .....

Date: .....

57. The form of proxy referred in Article 23 is as follows:

NOMINET UK

I,

of

being a Member of the above Company, appoint

of

or failing him/her

of

as my proxy to vote for me on my behalf at the Annual/Extraordinary\* General Meeting of the Company to be held on the ..... day of ..... and at any adjournment

Signed: .....

Date: .....

This form is to be used \* in favour of/against the resolution

Unless otherwise instructed, the proxy will vote as he/she thinks fit

**\* *Strike out whichever you do not want*'.**