

DRAFT EXAMPLE

This draft example is provided to help explain legal counsels' recommendation that SOs and ACs need to exist as unincorporated associations in order to be able to be members of ICANN and enter into contracts, and enforce their rights as members and under contracts. This example contains the bare minimum of provisions we recommend, and should not be considered a final template for creating such entities, as many details have yet to be worked out, and significant changes are to be expected.

ARTICLES OF ASSOCIATION of [NAME of SO/AC] MEMBER ENTITY

PURPOSES

Section 1. General Purposes. This association is organized as a nonprofit association under Section 18000, et seq. of the California Corporations Code (the "Code") for common lawful purposes and is not organized primarily to operate a business for profit.

Section 2. Specific Purposes. This association is formed specifically and solely to exercise, enforce, and defend its membership, contract, and other rights established by or under the Bylaws of the Internet Corporation for Assigned Names and Numbers, a California nonprofit public benefit corporation ("ICANN"), with regard to the governance of ICANN.

RELATIONSHIP TO [NAME of SO/AC]

This association is established on behalf of all those who participate in [NAME of SO/AC] under the portions of the ICANN Bylaws and other rules pertaining to the [NAME of SO/AC]. The separate existence of this association outside of ICANN shall not affect the continued functioning or operations of [NAME of SO/AC] within ICANN. This association shall not receive, hold, or manage any money or other tangible property

GOVERNANCE AND POWERS

The governing structures and principles of this association, and all other matters affecting its organization and operation, including but not limited to dispute resolution with, and the enforcement of member interests in, ICANN shall be prescribed under the ICANN Bylaws or other rules (as may be contained in any applicable charter, memoranda, policies, or other documents) established by [NAME of SO/AC] pursuant to the ICANN Bylaws. _____* _____ are the associates of this association having the authority to officially act on behalf of this association, and such authority shall be evidenced by the signatures of the following on a document: _____** _____. This association shall have powers and authority to the fullest extent permitted by law to an unincorporated nonprofit association.

* The highest authority of the SO/AC (could be a council, co-chairs, steering committee, etc.), not including those who may decline to participate in decisions regarding the association's affairs.

** At least two representatives of the SO/AC, identified by position title (could be only two, or more, or any two of five, or majority of five, etc., just so one person could not claim alone to act on behalf of the highest authority of the SO/AC)