

## **Articles of Association of the Internet Infrastructure Foundation**

*(unofficial translation)*

§1.

1.1 The registered name of the Foundation is the Internet Infrastructure Foundation.

1.2 The registered headquarters of the Foundation shall be in Stockholm, Sweden.

§2. The object of the Foundation's operations is to promote the stability of Sweden's Internet structure and the advancement of research, education and training in the fields of data communication and telecommunication with a particular focus on the Internet. The Foundation shall therewith prioritize areas that streamline the infrastructure for electronic data communication. The Foundation's activities shall include the dissemination of information regarding research and development work, the initiation and implementation of research and development projects, as well as the implementation of advanced evaluations. The Foundation shall in particular promote the development of domain-name management, of names falling under the ".se" top-level domain and other national domains reserved for Sweden.

§3. The Foundation may own subsidiaries for the purpose of meeting its objectives.

§4. If the Foundation should acquire the right to manage the registration and administration of all domain names under the ".se" top-level domain and other national domains reserved for Sweden, the Foundation is entitled to decide on the transfer or concession of this right to other organizations whose operations are compatible with the Foundation's goals. Decisions pursuant to this paragraph must be made with a three-quarters majority.

§5.

5.1 The Foundation shall be administered and represented by a Board of Directors consisting of eight (8) members.

5.2 Board members shall henceforth be appointed as follows: two (2) members of the Swedish Chapter of the Internet Society (ISOC-SE), one (1) member of the Confederation of Swedish Enterprise, one (1) member of the Swedish Bankers Association, one (1) member of the Swedish Trade Federation, one (1) member of the Swedish Consumers' Association and one (1) member and his/her deputy of the Swedish Operators Forum (SOF). One (1) member who can be relied upon to represent user interests shall be appointed by the Board's other members.

5.3 The Chairman of the Board shall always be appointed by the ISOC-SE from among the Board members.

5.4 The term of office for Board members shall be two (2) years, except for members appointed by SOF, who are appointed for one (1) year. Board members may be reelected on the expiration of their term of office. The Board of Directors is entitled to appoint a secretary on behalf of the Foundation.

5.5 If a Board member should leave his/her term of office prematurely, the party who has appointed him/her is entitled to appoint a new member in the departing member's stead.

§6. Personal deputies for Board members shall be appointed by SOF and deputies for other Board members may also be appointed. Deputies shall be elected in the same manner and at the same time as Board members.

§7. Unless otherwise stipulated in these Articles of Association, the Board is qualified to make decisions if more than half of the members are present. For decisions to be valid, it is necessary for more than half of the entire number of members to be unanimous, or in the case of a voting tie, that the Chairman supports the particular decision. In the case of an absent Board member, the deputy must assume their duty.

§8.

8.1 The Board shall convene on notice given by the Chairman or in his/her absence, notice as given by the Vice Chairman. Deputies shall be also be summoned to meetings.

8.2 If a Board member submits a request to the Chairman for a Board meeting to be held, such a meeting shall take place at the earliest possible date.

8.3 The Board shall convene at least twice a year.

§9.

9.1 The Board or a party or parties appointed by the Board may sign on behalf of the Foundation.

9.2 The Board is entitled to appoint representatives to initiate action or bring action before a court or defend actions on behalf the Board and to otherwise plead the cause of the Foundation.

§10.

10.1 It is incumbent upon the Board to manage the Foundation's administration and accounts.

10.2 The Board shall present an annual report of its administration pursuant to section 3 of the Foundation Act, four months after the close of every fiscal year.

10.3 The calendar year shall be the fiscal year.

§11.

11.1 The Board's administration and the Foundation's accounts shall be reviewed by an auditor annually.

11.2 The auditor plus one deputy for said auditor shall be appointed for a period of two (2) years at a time by the Board. The auditor shall be authorized or state- certified.

§12. Amendments may be made to these Articles of Association through a decision by the Foundation's Board. For such a decision to be valid, it is required that all Board members consent to the decision and that the change is approved by the Foundation's auditor. Amendments to § 2, § 3, § 4, § 5 paragraph 1 and 2 or to this paragraph, as well as decisions pursuant to § 5 paragraph 6 may not be made without the approval of the Swedish Legal, Financial and Administrative Services Agency.

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These articles of association were adopted in August 1997 and amended in June 2002, March 2011 and April 2022.