

## **BY-LAWS**

### Article 1

1. Associação DNS.PT, a private association, abbreviated to DNS.PT, is hereby established for an indefinite period of time and shall have its head office at Rua Latino Coelho, n.º 13, 5.º andar, in Lisbon and may, at any time, be transferred to a different address.
2. DNS.PT may establish delegations at other locations in the territory.
3. DNS.PT is governed by the applicable rules of private law and by these by-laws.

### Article 2

1. DNS.PT's object is the management, operation and maintenance of TLD (top level domain) registries corresponding to Portugal, .pt, complying with the law, the principles of transparency and publicity, the present By-laws and the best Portuguese and international recommendations regarding technical, administrative and strategic level applicable to it.
2. For the pursuit of its purposes, DNS.PT shall develop the activities and actions it deems convenient, namely:
  - a) The administrative and technical management under the TLD .pt;
  - b) The correct configuration and operation of DNS.PT area's primary server;
  - c) The maintenance of a database of registered domains, accessible via Internet;
  - d) The availability, via Internet, of the WHOIS data of each domain registered under .pt without disregarding the confidentiality and personal data protection rules arising from the applicable law;
  - e) The provision of statistical data on the registration of .pt domains;
  - f) The maintenance of the application of an extrajudicial conflicts resolution policy with recourse to ARBITRARE - Portuguese Arbitration Centre for Industrial Property, Domain Names, Trade Names and Corporate Names.
  - g) Active participation, both as a member and as a stakeholder, in forums and working groups of globally accredited Internet organizations such as ICANN - Internet Corporation for Assigned Names and Numbers and CENTR - Council of European National Top-Level Domain Registries;

- h) The promotion and implementation of partnerships with public or private entities in order to optimize the management of domains' registration under .pt, namely through a registrar;
- i) The definition and compliance with an action strategy in accordance with good international practices in terms of stability, security and resilience of the DNS service, as well as the general principles that govern the open, transparent and multi-stakeholder governance of the Internet in general;
- j) The maintenance of the ISO9001 certification and inherent obligations regarding quality level, ensuring compliance and continuous improvement of the service provided to the Portuguese Internet community;
- k) The development of actions to ensure the active participation of the Portuguese Internet community in the management and operation of the .pt domain;
- l) The organisation of meetings, seminars and conferences within the scope of its object, thus encouraging the exchange and dissemination of knowledge in matters relating to the Internet;
- m) The support of projects, initiatives and entities with competences in the area of development, promotion and dissemination of resources associated with the Internet in general, contributing to the dynamic use of the Internet in Portugal in its innumerable aspects;
- n) The support, at the level deemed appropriate, of international counterparts operating the management and operation of the corresponding country code Top Level Domain (ccTLD), namely member countries of the CPLP - Community of Portuguese Speaking Countries.

### Article 3

1. The following are associates of DNS.PT: FCT, IP - Fundação para a Ciência e a Tecnologia, ACEPI - Association of Electronic Commerce and Interactive Advertising and DECO - Portuguese Association for Consumer Protection.
2. New associates may, at any time, be admitted following the recommendation of any associate or of the Board of Directors.
3. Any natural or legal persons, non-profit-making, whose activity is directly or indirectly related to DNS.PT's mission and who may contribute to the pursuit of that mission or have a relevant interest in it may acquire the status of associates.
4. Any associate shall lose their membership should they:

- a) Request it, addressing a communication to the Board of Directors, without prejudice to the fulfilment of the obligations taken on or whose execution is ongoing;
- b) Seriously or repeatedly breach their obligations as associates;
- c) No longer meet the conditions referred to in paragraph 3;
- d) By their conduct, contribute to the discredit of DNS.PT or attack the interests or principles suffraged by it.

#### Article 4

1. The associates have the following rights:
  - a) To participate in General Assemblies;
  - b) To elect or be elected to the governing bodies;
  - c) To examine the accounts and other management documents related to DNS.PT's activities;
  - d) To request clarifications from governing bodies;
  - e) To recommend new associates;
  - f) To replace, at all times, their representatives in the governing bodies, with prior notice given to the corresponding body.
2. The associates have the following duties:
  - a) To comply with the governing bodies' by-laws and deliberations;
  - b) To contribute to the pursuit of DNS.PT's objectives by participating in its activities and by making available to it the human and material resources deemed necessary and possible;
  - c) To serve in the corporate positions for which they have been elected;
  - d) To pay the established quotas.

#### Article 5

1. DNS.PT is comprised of the following bodies:
  - a) The General Assembly;
  - b) The Board of Directors;
  - c) The Fiscal Council;
  - d) The Advisory Council;
2. DNS.PT's bodies may regulate themselves by drawing up their own regulations, provided these do not go against the provisions of the law and these by-laws.

## Article 6

1. The General Assembly comprises all associates in full enjoyment of their associative rights, each of the legal persons who are part of it being mandated only by one representative.
2. The shareholders' General Assembly comprises three members, elected by the General Assembly for a three-year mandate and it is chaired on a rotation basis by the associate elected for that purpose.
3. The General Assembly has the following responsibilities:
  - a) To approve the activity plans and budget;
  - b) To approve the activities report and accounts statement, as well as the Fiscal Council's opinion;
  - c) To appoint and dismiss the governing bodies' members;
  - d) To appoint a Remuneration Committee;
  - e) To deliberate on audits conducted by external and independent bodies to DNS.PT, to be carried out at least once every three years of activity;
  - f) To deliberate on the accession of new associates;
  - g) To deliberate on the exclusion of associates for the reasons referred to in article 3(3) b), c) and d);
  - h) To amend the by-laws, ensure that they are complied with, interpret them and resolve omissions;
  - i) To deliberate on DNS.PT's dissolution;
  - j) To determine the amount of annual membership due by the associates;
  - k) To deliberate on the move of head office and on the establishment of delegations;
  - l) To deliberate on the proposal for the application of results submitted to it by the Board of Directors;
  - m) To practice the other acts provided for by law;
  - n) To practice all acts that, by force of the law or of the present by-laws, do not fall within other bodies' responsibilities;
  - o) To comment on all the issues and acts submitted to it by the Board of Directors.
4. The General Assembly meets ordinarily twice a year whenever convened by its president, for discussion and approval, respectively, of the plan of activities and budget and of the activities report and accounts statement and, extraordinarily, whenever convened by its president or at the request of 1/3 of its members or of the Board of Directors.

5. Deliberations shall be taken by an absolute majority of votes of the associates present, save when otherwise provided for in the law or these by-laws.
6. Each associate is entitled to one vote.

#### Article 7

1. The Board of Directors is composed of an odd number of up to seven members: one president, two executive members and four non-executive members, elected for a renewable three-year mandate.
2. The Board of Directors has the following responsibilities:
  - a) To define and direct DNS.PT's internal organisation in accordance with the provisions of the law and of these By-laws, namely article 2;
  - b) To acquire, administer and dispose of DNS.PT's assets and resources under the conditions provided for in these by-laws;
  - c) To direct DNS.PT's activity in accordance with the approved activity plans and budgets and the guidelines of the General Assembly;
  - d) To assess the need to review the rules applicable to the registration of .pt domains and, if applicable, to submit it to the General Assembly for approval following a positive opinion from the Advisory Council;
  - e) To oppose, guide and dismiss staff and employees, defining their working conditions and remuneration and exercising disciplinary power, in accordance with the applicable legislation, namely the provisions of the Labour Code;
  - f) To establish DNS.PT's internal structure according to the needs arising from its correct, effective and rational operation;
  - g) To prepare and submit in time, for approval by the General Assembly, the plan of activities and budget and the activities report and accounts statement for each fiscal year, accompanied by the opinions of the Fiscal Council and of the Advisory Council.
  - h) At the end of each fiscal year, to prepare and submit for approval by the General Assembly a proposal for allocation of profits to be used for the implementation of the provisions of article 2(2) m);
  - i) To enter into contracts, protocols and agreements with third parties and perform all acts necessary for their execution;
  - j) To represent DNS.PT, either in court, actively and passively, or before third parties, in any acts and contracts;

- k) To appoint representatives, who shall represent DNS.PT in accordance with the extension of their mandates;
  - l) To decide on the affiliation, adhesion or association of DNS.PT to other organizations, Portuguese or foreign, with similar objectives or who carry out activities relevant to the fulfilment of its object;
  - m) To recommend the admission of new associates to the General Assembly;
  - n) To recommend the admission of new members to the Advisory Council or their exclusion or replacement;
  - o) To accept donations, inheritances or legacies;
  - p) To represent DNS.PT in Portuguese and international forums;
  - q) To create transitional working groups, for the development of initiatives considered relevant to DNS.PT's operation.
3. The Board of Directors meets ordinarily twice a month, once with all its members and the other with its executive members, and extraordinarily whenever convened by its president or by the majority of its members.
  4. For the Board of Directors to meet validly, at least two of its members must be present, one of them being its president who may, however, be represented by one of the other members.
  5. Deliberations are made by a majority of the votes of the members present, with the president having a casting vote.
  6. Without prejudice to the provisions of the law, members of the Board of Directors shall abstain from participating in the consideration and voting on any matter in which they are, directly or indirectly, currently or potentially, in a situation of conflict of interest.

#### Article 8

1. The Fiscal Council is composed of three members, appointed for a renewable three-year mandate and shall be necessarily chaired by a chartered accountant.
2. The Fiscal Council has the following responsibilities:
  - a) To supervise DNS.PT's administration, watching over compliance with the law, the by-laws and the General Assembly's deliberations;
  - b) To examine the accounting documentation and give its annual opinion on the budget and the business plan from the point of view of its budget coverage, as well

- as on the report, balance sheet and accounts, including documents of legal accounts certification;
- c) To give an opinion on the acquisition, rental, disposal and encumbrance of immovable assets;
  - d) To give an opinion on the acceptance of donations, inheritances or legacies;
  - e) To exercise the other powers provided for by law.
3. The Fiscal Council meets ordinarily twice a year to give an opinion on the documents referred to in paragraph 2 b), and extraordinarily whenever convened by its President or at the request of the Board of Directors.
  4. The Fiscal Council's deliberations are made by simple majority.
  5. The Board of Directors shall provide the Fiscal Council's members with the examination of the books and bookkeeping documents; it shall also provide them with all the information and clarifications requested.

#### Article 9

1. The Advisory Council is the body of consultation, support and participation in the definition of the development strategy of DNS.PT's object.
2. The Advisory Council is composed of a variable number of members, including representatives of the entities described in the following paragraph, as well as Portuguese and foreign personalities of recognized merit in DNS.PT's area of activity.
3. For the purposes of the preceding paragraph, the Advisory Council shall include in its composition:
  - a) One representative of ANACOM - National Communications Authority;
  - b) One representative of APRITEL - Portuguese Association of Telecommunication Operators;
  - c) One representative of ISOC Portugal Chapter Association;
  - d) One representative of *Centro Internet Segura* [Safe Internet Centre];
  - e) One representative of the National Cybersecurity Centre;
  - f) One representative of FEVIP - Portuguese Association for the Protection of Audiovisual Works;
  - g) The Portuguese representative at GAC/ICANN;
  - h) One representative of GDA - Association for the Management of Performing Artist's Rights;

- i) One representative of GEDIPE - Association for the Collective Management of Copyrights and Cinematographic and Audiovisual Producers;
  - j) One representative of IGAC - General Inspection of Cultural Activities;
  - k) One representative of INPI - National Institute of Industrial Property;
  - l) One representative of the IRN, I.P. - Institute of Registrations and Notary Affairs;
  - m) One representative of the Portuguese Bar Association;
  - n) One representative of the Portuguese Engineers Association;
  - o) One representative of SPA - Sociedade Portuguesa de Autores;
  - p) On a rotation basis, two entities with the status of registrars at DNS.PT, each of them represented individually.
4. Advisory Council members shall serve for a renewable three-year mandate, subject to replacement or exclusion under these By-laws.
5. The Advisory Council meets ordinarily, when convened by its President, twice a year and extraordinarily, at the initiative of its President, at the request of at least one third of its members or of the President of the General Assembly or of the Board of Directors.
6. The Advisory Council has the following responsibilities:
- a) To appoint one president and one secretary on a rotation basis for a three- year term;
  - b) To issue proposals for DNS.PT's global strategic guidance, namely in terms of defining the rules applicable to the registration of .pt domains, whenever it deems appropriate or following a request from the General Assembly or the Board of Directors;
  - c) To give its opinion on the Activity Plan, Budget and Activities Report and Accounts Statement for each fiscal year;
  - d) To be represented as a consultant before the General Assembly or the Board of Directors if convened for that purpose by any of these governing bodies;
  - e) To question the Board of Directors on the concrete grounds for the adoption of measures or initiatives within the scope of DNS.PT's activity that relate to the matters identified in article 7(2) d), h), l) and q) of these By-laws.

#### Article 9-A

1 - The Compensation Committee's mission is to define the remuneration policy of DNS.PT governing bodies' members and to determine their remuneration, whenever such



remuneration is provided for in the by-laws or when its payment has been determined by deliberation of the General Assembly.

2 - The Compensation Committee is appointed by the General Assembly, for a renewable three-year mandate, and it is composed of one President and two Members, with the following powers:

- a) To be knowledgeable and experienced regarding management and remuneration policy;
- b) Not have, or have had, any contractual or other relationship with DNS.PT or with any of its associates or members of its other governing bodies;
- c) To exercise their duties with complete independence and impartiality.

3 - The limitation provided for in paragraph 2 (b) shall apply, under the same terms and conditions, to spouses, relatives or next of kin of the President or Members of the Compensation Committee.

4 - The Remuneration Committee meets annually, according to a schedule to be established.

5 - The Remuneration Committee shall prepare and submit to the General Assembly, on a date prior to the approval meeting of the Plan of Activities and Budget, an opinion and any recommendations on the issue identified in paragraph 1.

6 - The Remuneration Committee shall approve the rules concerning its operation.

#### Article 10

1. DNS.PT has the following assets:

- a) Resources made available to DNS.PT by its associates;
- b) The value of associates' fees.

#### Article 11

DNS.PT has the following revenue:

- a) Income from own assets, including deposits and financial investments and reserve funds;
- b) Remuneration for services provided in the context of the activities carried out in pursuit of its object;
- c) Any grants, donations, legacies or other income it may receive;
- d) Any assets, values, services and rights transferred or acquired by it;
- e) Any other legal gains that fit its object.

#### Article 12

1. A change to DNS.PT's by-laws and its dissolution can only be deliberated at a General Assembly expressly convened for this purpose.
2. Deliberations on changes to the by-laws require the favourable vote of three quarters of associates present.
3. Deliberations on DNS.PT's dissolution require the favourable vote of three quarters of all associates.

#### Article 13

1. DNS.PT is bound by the signature of two Board of Directors' members and only one of its members may be granted a mandate to perform a certain act or category of acts.
2. The Board of Directors may mandate officials to perform acts of mere expediency, the nature of which must be clearly identified.

#### Article 14

DNS.PT carries out its activity with transparency, namely:

- a) To submit its accounts for external audit;
- b) To make available on its website relevant institutional information, namely the by-laws in force, the identification of the associates, the composition of the governing bodies and the starting and ending dates of their mandates;
- c) To make available on its website the relevant management documents, such as the activity plan and report, budget, accounts, Fiscal Council opinions and external audit report.

#### Article 15

On all matters not provided for in these by-laws and not contrary to them, the regime provided for in articles 167 *et seq.* of the Civil Code shall apply.