

Members' Code

Nominet is a company limited by guarantee; as such it has members rather than shareholders. Anyone with an interest in the Internet may become a member of Nominet by completing an application form and by paying a one-off joining fee and an annual subscription.

Members of Nominet contribute to the running of the company by:

- Exercising voting rights at Annual General Meetings, either by attending in person or by proxy;
- Electing non-executive directors to the Nominet Board;
- Being involved in policy discussions and consultations, together with Nominet events and meetings.

Nominet is committed to contributing to making the Internet a trusted space. As such, it is essential that Nominet and its members behave responsibly and do not engage in activities that run the risk of bringing the industry into disrepute.

The Code

- Sets out the professional standards required for Nominet membership;
- Does not set out to list an exhaustive set of potential breaches. The test for a breach of the code is whether the Company is damaged;
- Applies to all members, irrespective of jurisdiction.

Members should use their judgement to meet the requirements of the Code and seek advice if in doubt. Member Code of Conduct complaints should not be trivial or vexatious.

Members of Nominet may also be registrars. The Code is distinct from the Nominet Registry-Registrar Agreement and any related compliance processes and AUPs. Any Nominet stakeholder may make a Member Code of Conduct complaint.

Specifics

Professionalism

- Members should conduct themselves in a professional manner and avoid behaviour which could reasonably be regarded as bringing Nominet into disrepute;
- Members should deal with any person, business or other organisation that the member deals with in their role as a member of Nominet in a respectful, professional and courteous manner.

Integrity

- Members should not use or attempt to use the status of membership improperly to confer a status which is not associated with membership.

Accountability

- Members should ensure links with other members are promptly notified to Nominet, or when these links change. Links in this case include, but are not limited to, membership of a corporate group including another member, a significant shareholding in another member, or familial connections between individual members or directors of different members;
- Members must comply with any Board decision regarding your compliance or breach of the Code.

Process

Member Code of Conduct complaints should be sent to companysecretary@nominet.uk and they should be clearly marked as such.

A complaint should fully and comprehensively set out the reasoning and evidence for an alleged breach of the Code by a Member.

On receipt of a Member Code of Conduct complaint, Nominet will:

- Within 5 working days validate the complaint by determining whether or not it falls within the Member Code of Conduct and acknowledge receipt.
- Notify the Member concerned that a complaint has been raised against them and forward a copy of it together with all supporting evidence presented by the complainant;
- The Member concerned shall have 15 working days to provide a substantive response to the complaint;
- Present the complaint and submissions to the Member Code of Conduct committee for their consideration. The Committee reserves the right to raise further questions or requests for clarification with either the complainant or respondent or Nominet;
- The Committee will then convene to decide the complaint based on the written submission and produce a decision in writing of their findings and any sanction as soon as reasonably practicable but in any event within four months of the complaint being received by Nominet.

The Member Code of Conduct committee is a Nominet Board sub-committee comprising appointed non-executive directors and an appointed member representative. The member representative is not involved in the decision making on complaints made under the Code, but plays an oversight role, ensuring proper and fair implementation of the Code.

Nominet may, but is not obliged to, conduct its own investigations into a complaint and may submit these findings to the committee in addition to the complaint and the parties'

submissions. A summary of any Nominet investigation will be provided in the written decision of the Committee.

The committee shall, in its sole discretion, regulate its own proceedings and determine whether or not a member has breached the Code having considered the information presented to it.

Where the committee decides that a Member has breached the Code, it may, having taken all relevant circumstances into account:

- Require the Member to remedy the breach; and/or
- Require an assurance from the Member, or any associated individual, relating to future behaviour, in terms determined by the committee; and/or
- Suspend the Member's voting rights without any reimbursement of membership fees in whole or in part.

The committee, will, except in exceptional circumstances publish its decision in full.

A Member who has been found to have breached the Code may appeal the committee's decision. The Centre for Effective Dispute Resolution (CEDR) will be retained by Nominet for such purposes. Any appeal must set out in writing the basis and rationale for the appeal and it must be filed with the Company Secretary within 10 working days of receipt of the written decision. The nature of an appeal shall be limited to a review of the materials and decision reached for procedural correctness and overall fairness of process and outcome, and shall not introduce new submissions or evidence by either party.

A report of the Member Code of Conduct committee shall be published at least annually, including a report from the member representative on the application of the Code.