

1. The Internet Exchange Federation

The name of this organisation is the Internet Exchange Federation (IX-F)

The organisation shall begin operations on the date this document is signed by the last founding Internet Exchange Point Association (IXPA).

The organisation shall initially be unincorporated, but may be legally incorporated in a jurisdiction acceptable to all IXPA's. Any legal obligations incurred or undertakings made by the IX-F either in its unincorporated status, or once incorporated, shall require the prior written commitment of all IXPA's through the signature of all designated IXPA representatives.

The IX-F will include those IXPA's who are signatories to this document. The domicile and characteristics of this legal incorporation shall be agreed to in a supplemental writing signed by each IXPA before it can be executed.

2. Purpose

The IX-F shall be operated for the purpose of:

Sharing of all IXP related information that is deemed of interest by the IXPA's, this is to be achieved by the use of database repositories, documentation distribution and access to regional IXPA meetings.

Serving as the coordinating mechanism of the IXPAs to act collectively on matters relating to the interests of the IXPAs, as delegated to the IX-F by the unanimous written agreement of the IXPAs.

Undertaking any joint operational or external activities delegated to the IX-F by the IXPAs.

Entering into appropriate cooperative agreements with representative Internet coordination or administrative bodies (including any national, international or public sector entity), on such terms as the IX-F Executive Council deems appropriate, in order to coordinate the activities of the IX-F with the activities of those of those bodies.

3. Role of IXPAs in IX-F

The three IXPAs whose signatures are affixed to this document are referred to as "founding IXPAs." Additional IXPAs to the founding IXPAs shall acquire the same legal status as the founding IXPAs have in relation to the IX-F upon the Executive Council agreeing to allow them to the IX-F and the new IXPA signing the current version of this document.

4. Organizations Within the IX-F

The IX-F shall consist of the following sub-organisations:

the IX-F Executive Council,

an IX-F Administrator.

There shall be no compensated employees of the IX-F while it remains an unincorporated entity, but IXPAs may donate funds, personnel, services and equipment to the IX-F at their individual discretion in addition to the provisions for cost sharing in Section 9 of this document. After incorporation, the IX-F may employ temporary or permanent staff and incur expenses for services for specific IX-F activities or functions, when the IXPAs, acting through the representatives of the IXPAs or the Executive Council, have provided written approval for such hiring and expenditures, and have provided adequate funds to meet such Administrator expenditures.

5. Offices

The operational office of the IX-F shall reside with the IX-F Administrator under the direction of the IX-F Executive Council.

6. IX-F Executive Council

The IX-F Executive Council represents the IX-F and its sub-organisations in all matters.

a. Responsibilities.

The IX-F Executive Council shall be the sole body empowered to represent the IX-F, any of its component entities, and the IXPA community in any interaction with any external organisation, including any national, international or public sector entity as needed.

The IX-F Executive Council shall be solely empowered to:

represent the IXPAs on issues specifically delegated by the IXPAs to the IX-F, and

commit IXPA resources in support of IX-F activities, when unanimous agreement by the members of the Executive Council has been reached, to the extent that such resources have been or will be made available by the IXPAs.

The IX-F Executive Council shall, by unanimous approval of its members, develop procedures for conducting business in a transparent manner in support of their responsibilities and submit these procedures to the representatives of all IXPAs to obtain their approval.

b. Composition.

The IX-F Executive Council shall consist of minimally two persons selected by each IXPA . Additionally the EC may agree to appoint one or more representatives from outside of the IXPA community to act as advisors to the EC.

Each IXPA shall be responsible for selecting two individuals who are capable of performing the responsibilities described in Section 6(a) of this document.

The Chair of the IX-F Executive Council shall be one of its members, and rotate on a regular annual basis once an initial order of the founding IXPAs is agreed, in synchronization with the Administrator function. IXPAs added after the founding members shall assume the last position in the rotation as they are added. If the IXPA that selected the person who is on the IX-F Executive Council replaces the appointee, the superceding appointee shall immediately take the place of the predecessor person.

The Chair of the IX-F Executive Council is empowered to sign documents and contracts on behalf of the IX-F for any item approved unanimously in writing by the Executive Council. The cost of such contracts shall be equally divided among the IXPAs, unless a specifically described alternative agreement is reached for allocating such costs.

7. IX-F Administrator

The IX-F Administrator shall undertake such operational responsibilities of the IX-F organization, as directed by the IX-F Executive Council.

The operation of IX-F Administrator shall rotate on an annual basis amongst the IXPAs unless the IX-F Executive Council unanimously decides to extend this period to one IXPA or directs the hiring of a professional staff at a fixed or changing location. The IX-F Administrator shall be responsible for those functions as designated by the IX-F Executive Council.

The specific functions of the IX-F Administrator shall include:

- a. Coordinate administrative matters relating to the functions of the IX-F Executive Council and IX-F Number Council.
- b. Publish information related to activities of the IX-F.
- c. Other functions as designated by the IX-F Executive Council.

8. Technical Activity

Technical activities may be assigned by the IXPAs to the IX-F.

The IX-F Executive Council may delegate to the Administrator the performance of technical activities.

9. Finances

The following procedures shall apply to the IX-F concerning financing the operation of the IX-F:

- a. IX-F expenses must be approved in advance solely by unanimous authorization of the IX-F Executive Council, and shall be borne by the IXPA signatories on an equal basis of each IXPA, unless specifically superceded by a specific or general per capita agreement by the IX-F Executive Council.
- b. An IXPA that is subject to legal claims for its role in carrying out any duly authorized IX-F activity shall have the right to seek contributions for its defense or to defray any resulting judgment pursuant to paragraph "a." Such contributions must be specifically authorized by the IX-F Executive Council on a case- by-case basis.

10. Limitation

This MOU does not create any partnership, agency, association or franchise arrangement. Nothing in this MOU permits any party to transfer or assign any interest, right or obligation under this MOU without the prior written consent of each signatory party to this MOU. The IXPAs who are founding members to this agreement do not agree to accept responsibility for financial commitments made by the IX-F in contravention of this agreement.

11. Amendment and Precedence of this MOU With Respect to Other Documents Subsequently Created

The provisions of this MOU may be changed only by a writing signed by all IXPAs agreeing upon such a change. Any such writing can be signed in counterparts. Any such writing shall indicate, with particularity, any portion of this Agreement that is intended to be superseded. Such a superseding document must make an explicit reference to this document citing to the date of this agreement.

AGREED:

Asia Pacific Internet Exchange Association (APIX)

By: _____ Date: 24 October 2011

European Internet Exchange Association (Euro-IX)

By: _____ Date: 24 October 2011

Latin American Internet Exchange Association (LAC-IX)

By: _____ Date: 24 October 2011