

The Travel Partnership Corporation

First Meeting of the Board,
Berlin, Monday, 10 March 2003

ATTACHMENT D

Resolution No. 1

Resolution adopted by the Interim Board of the Travel Partnership Corporation, at the first Meeting of the Board, in Berlin, this day, Monday, 10 March 2003

WHEREAS the Travel Partnership Corporation, a consortium of travel industry bodies representing a broad cross-section of the global travel and tourism industry, has been formed to provide the platform for dialogue within, and between, the various sectors of the industry and to work with Tralliance Corporation to establish policy for the “.travel” top level domain space;

WHEREAS it is recognized that while the Board of the Travel Partnership Corporation will, when fully constituted, comprise twenty-five (25) Directors representing every sector of the travel industry, eight (8) Interim Directors, representing broad geographical and industry sector diversity, have been elected by the TPC Caretaker Directors (Incorporators) to act on behalf of the Corporation in the period leading up to the launch of the “.travel” top level domain and to consider the most expeditious method of constituting the full board of the corporation;

IT IS RESOLVED THAT,

The Interim Board of the Travel Partnership Corporation at its first Board Meeting:

1. Endorsed the amended Articles of Incorporation of the Corporation as attached;
2. Adopted the Bylaws of Association of the Corporation as amended and as attached;
3. Elected Jean-Claude Baumgarten as Chairman and President of the Corporation;
4. Elected Alexandra Delimata as Secretary of the Corporation;
5. Elected Cherian Mathai as Treasurer of the Corporation;

6. Agreed that there will be mutual exclusivity and reciprocity between the Travel Partnership Corporation and Tralliance Corporation until such time as both Corporations cease to exist;
7. Agreed that, following the launch of “.travel” Top Level Domain, Tralliance Corporation will undertake to pay 25 US cents per “.travel” domain name sold, up to a limit of USD 99,999 per annum, to defray the costs associated with the organization and functions of the Travel Partnership Corporation.
8. Agreed that Tralliance Corporation will undertake, subject to prior mutual agreement, to defray any reasonable costs and expenses of the Travel Partnership Corporation which are not covered by the 25 US cent fees, membership fees and/or dues;
9. Authorised the Treasurer of the Corporation to open a bank account at either HSBC or Chase Manhattan Bank in New York;
10. Authorised the Chairman and President of the Corporation to take appropriate action regarding requirements for future meetings;
11. Elected an Executive Committee, comprising Jean-Claude Baumgarten as Chairman, Kevin Dobby and William Maloney, with the objective of handling operational matters and addressing ad hoc issues as and when they occur, on behalf of the Interim Board of the Corporation;
12. Authorised formation of a Communications Committee to assist Tralliance Corporation in refining the communications strategy, with the objective of ensuring that messages are consistent with policy and acting as an information channel to the membership of the associations organisations concerned and other interested parties. This Committee shall comprise of three Directors, or their representatives, drawn from the Interim Board, as nominated by the Chairman.

AGREED at Berlin, this 10th day of March 2003.