



# Preparing LINX for the next 30 years

A modern replacement for the MoU



**Pieter Knook**

Chair of the Board

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LINX123

Why?



## Background

- The MoU was originally written nearly 30 years ago
- It has been patched extensively, most years, but never rewritten
- It is very complex, heavy use of cross-references, very hard to read and over time gaps has emerged
- It is often very prescriptive of operational detail and business processes, some of which are obsolete and not followed





## Background

- It contains no legal support for external product definitions or limitations on what can be expected of those products
- It's a weird mix of membership agreement and Terms & Conditions for services
- Standard contractual legal protection for LINX and members is absent
- The current MoU isn't fit for purpose for LINX of today and for the future
- Members have from time to time raised issues with the MoU



# Goals



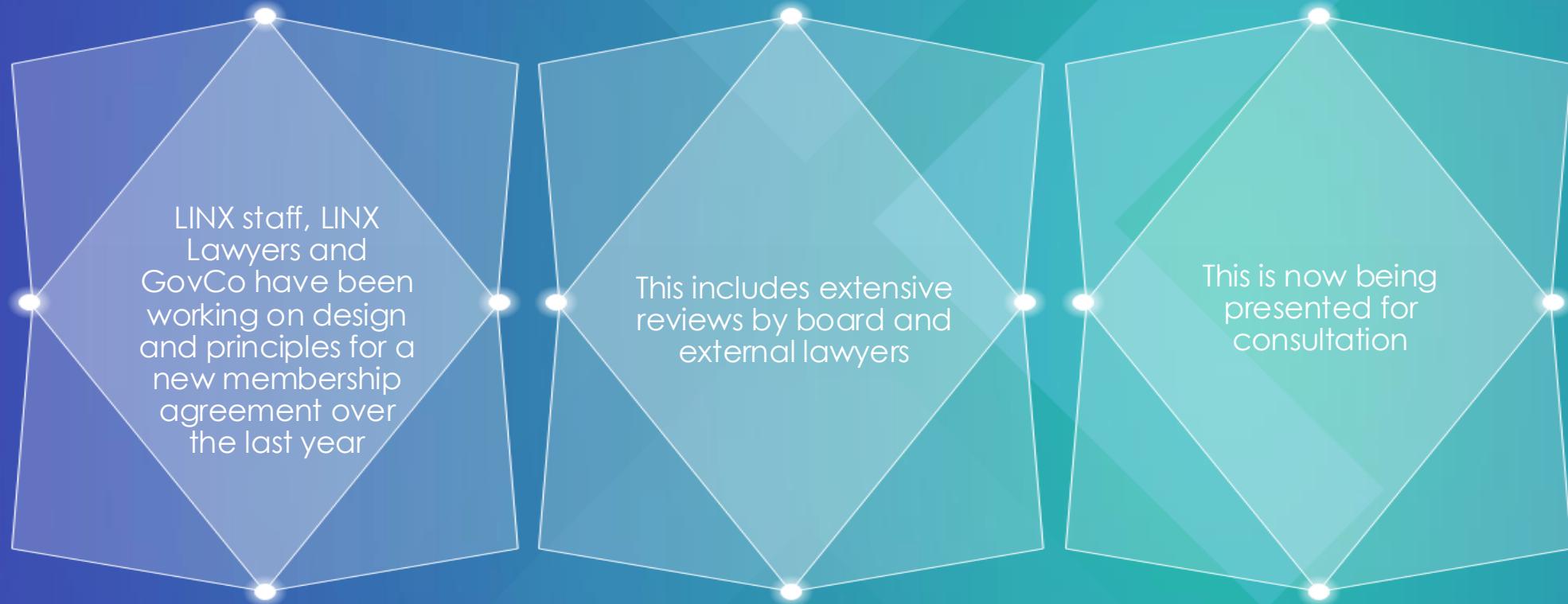
## Goals

- Improved document architecture
  - Move service specific terms to T&Cs for services
  - Move rare or specific cases to separate documents
  - Members only need read documents relevant to them
  - Separate the legally important from the operational/process guidance
  - Cross-reference documents, not clauses
- Clear layout and plain English
- A new framework agreement that supports both the core relationship and service terms for each service
  - Improved legal structure for both LINX and members' protection
  - More flexibility to continue to add value for members



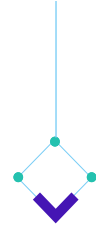


## Process



# What We Propose

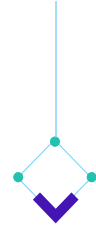




## New agreement architecture

- A new Membership Agreement to replace the MoU (one document)
  - The core contractual relationship between LINX and each member
- Service Terms: a separate document for each service
  - Sets out the service description explicitly as well as terms and essential requirements particular to that service
- Special Terms that apply in particular circumstances
  - A document setting out what's different for members joining through a ConneXions partner
  - Documents with terms specific to IXPs in Kenya or the USA, or a particular datacentre
- A simpler agreement architecture allows us to provide practical guidance on:
  - Technical e.g. what optics are supported where
  - Commercial e.g. can I pay by credit card? In US\$?





## Member control

- The Membership Agreement can only be changed with a member vote to approve the new version, as with the MoU
- There is a set of documents in the agreement that continue to be under the control of members
  - The core agreement
  - One additional policy: the policy on what kinds of network monitoring LINX is permitted or prohibited to perform will remain subject to member ratification.

### Other documents:

- Terms for particular services can be changed by LINX generally with member feedback
  - These aspects are mostly currently undocumented, and what is documented in the MoU isn't always accurate or current
  - Members accept these terms by ordering services, and can reject them by cancelling orders
- This structure makes the Member services agreement more like a standard MSA
- Published guidance documents will provide more transparency and clarity on operational processes and technical requirements / supported configurations

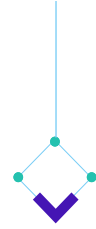


# Consultation & Feedback



## Publication & consultation period

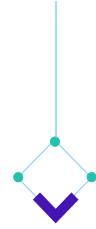




## Useful feedback

- Obviously, we cannot reconcile 900 sets of lawyers' redlines – but we do commit to consider every piece of feedback we receive
- Current proposed provisions are included for a reason
  - We are very happy to discuss the thinking behind each provision in consultation meetings or individually
  - We encourage you to discuss proposed changes before making written submissions
- Likewise, we need to understand the thinking behind any concerns you wish to raise
  - Changes are most likely to be incorporated if we understand clearly both why the change is needed and what the intended outcome is, not just the proposed text edit





## Consultation meetings

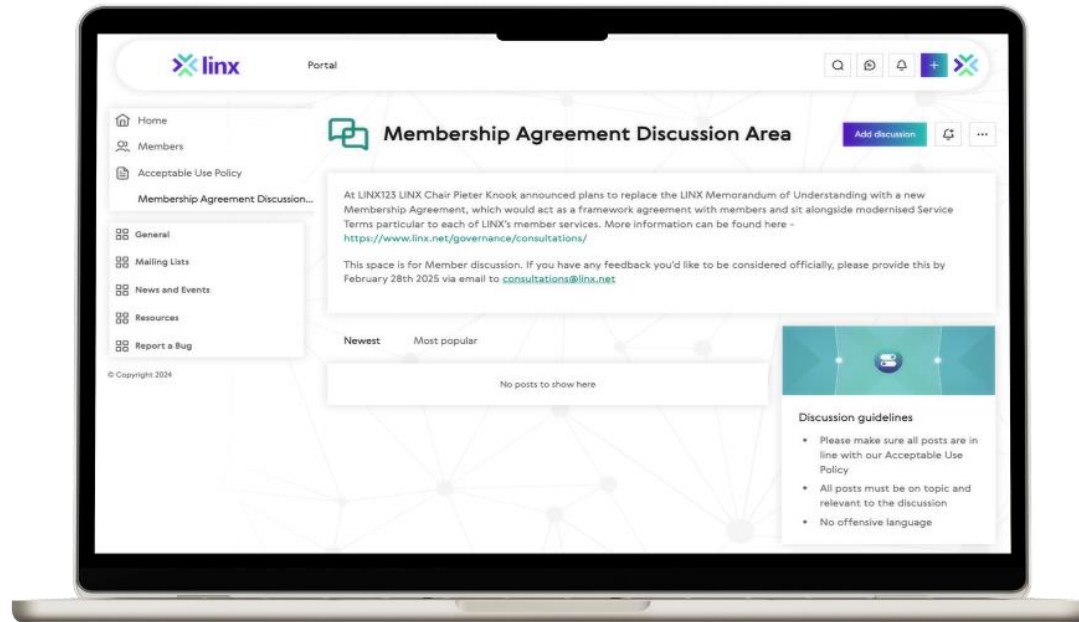
- We are scheduling dedicated consultation events
  - 4th December (Online)
  - 5th December (In Person, in London)
  - 9<sup>th</sup> January (Online)
  - 11<sup>th</sup> February (In person, in London)
  - 13th February (Online)
- You can register for the above via the Events area on the Portal
- Feel free to ask for one-on-one meetings too, if you wish





## Member discussions

- We encourage members to discuss the proposal with each other
- We have created a workspace for this in the LINX Community, accessible via the member portal
- There's a specific "Membership Agreement Discussion Area"
- Discussions within this space will not be considered as official feedback, this must be emailed to [consultations@linx.net](mailto:consultations@linx.net)



Documents at:

[www.linx.net/governance/consultations](http://www.linx.net/governance/consultations)

Enquiries and feedback to:

[consultations@linx.net](mailto:consultations@linx.net)