

MEMORANDUM OF UNDERSTANDING

Between

**The Internet Corporation for Assigned Names and Numbers,
Incorporated (“ICANN”)**

and

**The Organizations
in the African Region
Accredited as ‘At-Large Structures that are Signatories
 (“Signing Organizations”)**

Done this [xx] Day of [xxx] 2007

This Memorandum of Understanding is hereby made and entered into on this the xxth Day of xxxx, 2007 between the undersigned organisations ordinarily domiciled in Africa (“the Founders”), and the Internet Corporation for Assigned Names and Numbers with headquarters in Marina Del Rey, California, United States of America (“ICANN”), collectively “the Parties”.

WHEREAS

The Founders (“We”), representing individual Internet users in Africa, wish to associate with one another to engage with ICANN in developments affecting the Internet, in such areas as are within the mission of ICANN, and,

ICANN, being obliged to assist in establishing Regional At-Large Organisations (“RALOs”), one in each Region of the World, as these terms are understood in the Bylaws of ICANN (Attached hereto as Annex A), and,

There being no RALO established in Africa prior to the conclusion of this Memorandum of Understanding,

The Parties hereby establish the African Regional At-Large Organisation (“AFRALO”) as provided herein.

1 Aims and Principles

- A. The aim of the African Regional At-Large Organization is to give individual Internet users interests throughout Africa a voice in ICANN and to make an impact on its policies. The African RALO aims to:
 1. strengthen consumer protection and human/civil rights in ICANN policies
 2. identify social impacts of technical infrastructure design
 3. take cultural diversity into account when formulating technical standards (e.g. IDN implementation)
 4. represent user's interests and defining public interest aspects of Internet governance with specific focus on the areas of:
 - i. Privacy
 - ii. Free Speech
 - iii. net neutrality
 - iv. open access

- v. transparency
 - vi. accountability
 - 5. strengthen user's participation in ICANN decision-making structures
 - 6. Help ensure that its members will actively encourage more direct participation by end users
 - 7. build Internet policy making capacity in the region
 - 8. reach out to Internet Users on the issues in the scope of ICANN
- B. We commit to serving as the main forum and coordination point for input from individual Internet users to ICANN in the African region and to working with the ALAC and ICANN in conducting the following activities:
- 1. Keeping the community of individual Internet users informed about the significant news from ICANN;
 - 2. Distributing (through posting or otherwise) an updated agenda, news about ICANN, and information about items in the ICANN policy-development process;
 - 3. Promoting outreach activities in the community of individual Internet users;
 - 4. Developing and maintaining on-going information and education programs, regarding ICANN and its work;
 - 5. Establishing an outreach strategy about ICANN issues in the AFRICAN Region;
 - 6. Making public, and analyzing, ICANN's proposed policies and its decisions and their (potential) regional impact and (potential) effect on individuals in Africa;
 - 7. Offering Internet-based mechanisms that enable discussions among members of At-Large structures; and
 - 8. Establishing mechanisms and processes that enable two-way communication between members of At-Large Structures and those involved in ICANN decision-making, so interested individuals can share their views on pending ICANN issues.

2 Membership

- A. Any approved At Large Structure "ALS" from the African region is as automatically entitled to Membership of the African RALO.

- B. We recognize that ICANN has established criteria and standards for the certification of ALSes. The AFRALO will encourage organizations to apply for certification and assist with certification, including by:
1. reviewing ALS applications from organizations in Africa upon submission to ICANN and recommending whether or not the organization should be certified as an ALS;
 2. providing Africa ALS applicants with AFRALO information and, if recommended by the AFRALO for certification, provisional membership in the AFRALO whilst the ALS application is under consideration by the ALAC;
 3. when ALS certification is verified by the ALAC for Africa applicants, these applicants will be granted membership in the AFRALO.
- C. We declare that every interested citizen or resident in our region is welcome to join at least one of our At-Large Structures. We will also allow individual Internet users who are citizens or residents of countries within our Geographic Region to become Members of the RALO.
- D. We commit to periodically reviewing (at least once annually) the results of Members' cooperation and activities under the MOU and, when appropriate, will recommend improvements in the MOU and make suitable proposals for modifying and updating the arrangements and scope of the MOU.

3 Working Structure

- A. The African RALO is a voluntary membership organization, which will make best efforts to ensure an annual general meeting.

3.4 Secretariat

- A. The members will meet (using teleconference or face to face or other agreed mechanism) in order to appoint a Secretariat on a bi-annual basis (every two years). The secretariat's duties will be determined by the Members, but shall consist of at least the following:
1. Maintaining a list of authorized contact persons for each of the At Large Structures, and;
 2. Managing the process of selecting all of the African representatives to the At Large Advisory Committee, and;
 3. To the extent possible as provided in Section 2, providing for the certification of new ALS and adding them as Members.

3.5 Selection of ALAC's African Member-Representatives

- A. Subject to the ICANN Bylaws' provisions relating to the structure and makeup of the At Large Advisory Committee, the seat or seats designated for African representatives shall be selected by the African RALO. Those selected may not be based in, or be citizens of, the same country, and they must be members of different At-Large Structures.
- B. Whenever a vacancy arises in an African ALAC seat, or when the term of an African ALAC representative expires, each Member of the RALO will be invited by the Secretariat by electronic mail to the then-current email address of each Member's representative to nominate one or more individuals for appointment to the ALAC. Nominations shall be sent in writing, via email, and a reasonable period shall be provided to the Members for nominations to be transmitted by the Secretariat.
- C. At the close of the nomination period, the Secretariat will announce the list of those nominated, and will invite each member to vote for a candidate or candidates, such that those elected shall serve the terms specified in the ICANN Bylaws. An email process will be used for the balloting where the authorized representative of each Member will be emailed with a ballot form and ballot authentication code.

4. General Provisions

This instrument shall take effect upon signature of all parties and shall remain in effect for one year from the date provided above. It may be extended or amended upon written request of the Founders and the then-current Members of the AFRALO, or of ICANN, acting on its own behalf, where the other party agrees in writing. Either of the Parties may terminate this MOU with sixty (60) days written notice to the other(s).

Each of the Parties shall manage their own activities and utilize their own resources, including the expenditure of their own funds, in pursuing the objectives of the MOU, and neither shall be obliged to provide funds of any kind to the other in the implementation of this MOU.

For and on behalf of the Founders: For and on behalf of ICANN

[Name of Organisation1]

Signature
Name: _____
Title: _____

Signature
Name: _____
Title: _____

Memorandum of Understanding Between ICANN and the Founders in the
African Region

[Name of Organisation2]

Signature
Name: _____
Title: _____

[Name of Organisation2]

Signature
Name: _____
Title: _____

[Name of Organisation3]

Signature
Name: _____
Title: _____

[Name of Organisation4]

Signature
Name: _____
Title: _____

(rest listed on signature copies)