

**ICANN**  
**Transcription ICANN Hyderabad**  
**GNSO Non Commercial Users Constituency (NCUC) Bylaws Change**  
**Tuesday, 08 November 2016 at 13:45 IST**

Note: Although the transcription is largely accurate, in some cases it is incomplete or inaccurate due to inaudible passages or transcription errors. It is posted as an aid to understanding the proceedings at the meeting, but should not be treated as an authoritative record.

The recordings and transcriptions of the calls are posted on the GNSO Master Calendar page <http://gns0.icann.org/en/group-activities/calendar>

Rafik Dammak: Hi everyone, so we are here today for our session which is part of the consultation we have for the (unintelligible) change. We started the process in September and discussing (unintelligible) to (unintelligible) and so on and also organized (unintelligible) before. So this is one, another opportunity to try to go through some issues that during the consultation. We will share quickly the slides to go through the issues.

But just a reminder about the process. So we are now in the middle of the second (reading). We will extend by one week the consultation because we have to align it with the voting and the voting will start if I'm not mistaken in less than two weeks.

We are going to proceed in the way that (unintelligible) reviewing all the issues and trying to find a solution. Not that document, okay. The issue list - trying to solve and again we really encourage you to if you have a question or suggestions to propose (unintelligible). We are trying to keep the (bylaws) at kind of consistent, coherent and also kind of not to make it too long or too detailed to not enter really into a procedure I would say too deeply in the procedure.

Okay so can you please show the slides? Okay so (unintelligible) try to go through the issues by issues trying that we can find some compromise for it. And hopefully by the end of this weekend executive committee will go through again the document trying to solve the comments and update the document.

And also thanks Raoul for the document that you created which can show the difference. We will try - it's possible you update it because the (unintelligible) in all those documentation and documents whatever we use the platform is really to have the (unintelligible) of someone to keep kind of updating it. It's always the pain.

Because afterwards when we finish we have to present a final version of the proofreading review to be sure there is nothing grammatical error or something.

Man: I've already noticed a discrepancy here so Raoul you included an entire...

Rafik Dammak: Okay yes, okay...

Man: You included an entire paragraph from the old one that is not in the new one in the second column. I've just been going through, that's just a third...

Rafik Dammak: Okay Raoul can you give the executive committee kind of (unintelligible) permission in the document?

Raoul Plommer: Pardon?

Rafik Dammak: Can you give us, the executive committee, access...

((Crosstalk))

Rafik Dammak: Yes so can work on that. So at the end we have really to provide a clean version and also to kind of to show the difference that we may use the document. And after the voting and approval we will send that to the board. The board will expect the new version, the old version, the changes and the (unintelligible) for each to explain what are the areas that we cover. So that's why in the coming days we'll have really to do a lot of editing and work.

Okay so we are waiting for the...

Man: (Unintelligible).

Rafik Dammak: Oh okay I mean can you put it in the suggestion mode? Suggestion mode is better because if editing can be tricky so suggestion we can see it and you can approve later. Or just wait a second, the executive committee, (unintelligible), myself, (unintelligible) and so on.

Milton Mueller: Alright so you want me to...

Rafik Dammak: Go through the issue list.

Milton Mueller: Go through the issue list, so you've already done...

((Crosstalk))

Rafik Dammak: Sorry some logistical issue because our (unintelligible) support cannot handle two meetings at the same time. Yes Raoul?

Raoul Plommer: Can somebody else put it on collaboration mode? I think you all got rights to do that now?

Rafik Dammak: Okay.

Raoul Plommer: Because I'm not completely familiar with the Google Docs.

Rafik Dammak: Okay no problem. Yes if it's a problem I think we can read later and even involve comments. It's kind of always an issue that tried many times what is the best tool that can be inclusive, easy for tracking, commenting (unintelligible). We tried several ways. We tried (unintelligible), Google Doc, Wiki but depends on the preference and also how people are comfortable. So let's see what we can do in the future.

Man: (Unintelligible).

Rafik Dammak: Yes, Raoul can you share it in (unintelligible), the last version? Latest version?

Okay the slides are in - okay we go through, okay. This is just a reminder about the process and we already covered it so the voting will happen 21st of November so we have to get everything done before.

Okay, (unintelligible), we have now the issues.

Milton Mueller: Alright so now I'm on the slides that we were looking at yesterday, right, going through the issue list?

Rafik Dammak: Yes.

Milton Mueller: Okay, issue one, issue of non-commercial focus for organizations to become members, article three section A5. An organization should not only be non-

commercial itself - but what do you want me to do? Read this stuff? Or you can - can you read that? Probably not.

Rafik Dammak: The first, I think everyone is accessing to the other re-connect so if you just go directly to the point.

Milton Mueller: Let me just see if that's - yes okay they can read that.

Man: (Unintelligible).

Rafik Dammak: Okay. Yes (unintelligible)?

Farzaneh Badii: Yes hi can you...

Rafik Dammak: Yes can you speak?

Farzaneh Badii: Yes, I still have echo this is very frustrating. Anyway so what we want to do here is that I have taken out all the issues that were raised and discussed in the Google-Docs and then - and then what we're going to do is we are going to go through them and if they are a resolved we are going to say how are they resolved? And if they are not resolved we are just going to resolve them now and then we are going to implement the changes later.

So for the non-commercial purpose this was the non-commercial focus for the organization, this was an issue that was raised by a couple of people and they want to know what a non-commercial focus organization is. So for example (Shane) says that if a member, like for example IEE or like professional organization that is not (unintelligible) and not a non-(core) process. So we have to discuss what we mean actually by non-commercial focus organization. What do you mean that the members should be non-commercial? Thank you.

Man: Thanks (unintelligible).

Milton Mueller: Right, so thanks for that introduction. I think do people feel this issue is resolved with the current language? We have basically said - I can find the version of the documents. Non - represent individuals in an organization using a (DNS) for non-commercial purposes. We provide a voice and representation to non-profit organizations that serve non-commercial interests.

And then we have a long list which I think is maybe too excessive but we have non-profit education, (unintelligible) organization, human rights and public interest policy advocacy and families or individuals who register domain names are non-commercial personal use and are primarily concerned with a non-commercial public interest aspects of domain name policy.

So with the only examples that (Shane) gives that might be troublesome were the standards organizations like I triple E. Does anybody here remember I triple E?

Farzaneh Badii: Yes.

Man: I don't (unintelligible).

Milton Mueller: So these societies do you think they would be eligible or not eligible? We had one of them - I think ACM actually was one of the founders of the non-commercial constituency by the way. They certainly are not a commercial organization.

Rafik Dammak: Well even if there were - I mean I'm not supporting it that much. Through standardization they have chapters and so on and they do publication and they have interest in fact in (unintelligible) they even created kind of a new group and initiative. But at least it's individual membership based organization. So it includes professional, it's about education, sharing information, supporting research and so on. So they may fit within (NCOC).

Milton Mueller: I would say that they would and I think the non-commercial focus the wording about that is adequate in this current formation.

Stephanie Perrin: Thanks Stephanie Perrin for the record. I'm a member, I'm on an I triple E drafting, standards drafting group. I think there is a distinction to be made between the volunteer members who join the group and the staff who are often - and I'm also on the standards body - the (unintelligible) groups in Canada for the (ISO) standards. And you know at some point the interest of those organizations in protecting copyright and in intervening may put them in conflict with our interests.

So I really would suggest that we - we need to let these people in but be aware of and institute some kind of a conflict of interest procedure where we make sure that they're expected to declare their conflicts where applicable. And most, there wouldn't be very many, but I could see it having had a major fight with the standards organization in my own country over copyright I could see it happening.

Milton Mueller: Yes but I don't think we can take disagreement over particular policy issues as a benchmark for eligibility. Unless we're saying we are only people that believe in certain policy interest, right. So I don't think that's a problem. I think the issue we have to deal with in the immediate sense is just do we think the language in the charter needs to be modified in any way?

Hearing no modifications I think we can move on and say that that is resolved.

So as far as these next on the list as far as the slide is Roman Numeral 6G, challenge in easy decisions and removing - regarding removal of members. So let me go to that, it's way down. (Unintelligible) do you want to speak and introduce it while I'm searching for the text?

Farzaneh Badii: Yes so (unintelligible).

Milton Mueller: We can't hear you.

Rafik Dammak: (Unintelligible) we cannot hear you, can you please speak up.

Farzaneh Badii: Oh, (unintelligible).

Milton Mueller: Now we can.

Farzaneh Badii: Okay so a couple of members raised this issue that we need to address the removal of amenders and officers and other things on how to challenge (unintelligible). So what we did, (Tatiana) and I came up with this test in 6G that says in general how an EC decision can be challenged based on - can be challenged and the challenge can only addressed to removal of members, officers and approval of the battle - the ballots, not the battle. So these are - the text is in the Google Doc and presentation was (unintelligible) so I thought maybe we could just use the Google Doc.

Milton Mueller: Hold on (unintelligible) can you wait a minute, can you wait just a second? In the Google Doc there is no 6G. Is this a typo? Is it 7G or some other number that you're talking about because there's no 6G. It stops at E.

Farzaneh Badii: (Unintelligible) look for challenging - just search for challenging.

Rafik Dammak: Okay can you please share the document in connect in the shared so people can access to it. So yes it's totally new, new text regarding the challenge of EC decision and it's restricted to...

((Crosstalk))

Milton Mueller: It's 4G IV not VI.



Rafik Dammak: Okay.

Milton Mueller: Okay so 4G. Challenging EC decisions. Any decision of the NCUC EC regarding removing of an officer or removal of a member because of an eligibility change where approval of a ballot - there should be an of in there which isn't there, can be appealed by requesting a full vote of the NCUC membership. The appeal shall be proceeded by a request for review. Essentially I think is this correct, we lifted these reviews pretty much from the NCSG appeals process?

Farzaneh Badii: Yes we have. And the challenge is that (unintelligible) ballot.

Milton Mueller: Right, we decided that we thought it was pretty ridiculous to allow any decision made to trigger an NCUC wide vote that that could you know encourage denial of service attacks on the operation of constituency. So we thought only important decisions should be challengeable under this section and so we chose to make that what you see there removal of an office or removal of a member because of eligibility change or a ballot design.

Matthew Shears: Matthew Shears, what about removal from office for performance or for other matters unrelated to eligibility or whatever.

Milton Mueller: I think in that case we thought the criteria were fairly objective and that you know it's not like it's an easy decision, it's simply an application of a rule and therefore there's no need to challenge it. But you're right, it could be applied arbitrarily or unfairly. But removal of an officer is not qualified by - because of an eligibility change. So any removal of an officer would be challengeable under the section is my understanding.

Rafik Dammak: Yes (unintelligible)?

Farzaneh Badii: So to answer Matthew's question we actually have described out the EC is going to, based on what values the officers should work and - but we did

leave the procedural issue regarding the removal up to the EC to come up with the procedural rules. So if it's not presented in the bylaws but there's a general section that says they should - there's certain values that they should uphold. Sorry I cannot find that section but then also (Shane) raised this issue that for the officers that are appointed by the EC for example the policy committee members then why shouldn't EC just be able to remove them just because they had a bad hair day or something like that.

So he kind of made the point that if the EC sees that it is appropriate to remove an unelected but appointed representative it might just want to do so.

Rafik Dammak: Thanks (unintelligible). Is there any - I mean I don't see disagreement here. It's just people (unintelligible).

Milton Mueller: Pardon?

Rafik Dammak: Do you think I mean I didn't see any disagreement, or.

Milton Mueller: No I guess not. Matthew thinks the wording should be clarified. I think it can be clarified with commas so let me do that, that's what I was doing when you came after me. Challenge, okay, any decision of the NCUC regarding removal of an officer, comma, or a removal of a member because of an eligibility change - wait it should be a semi colon, there we go. Or approval of a ballot, comma, can be appealed. Alright so that's fixed.

Next, we got - we now have a chair and a vice chair for the NCUC PC is it a good idea to have a vice chair? Comments? Questions? Policy Committee?

Matthew Shears: Matthew Shears, I think it's a good idea to have a vice chair for the policy committee - as a vice chair for the policy committee. That's true, but still so this is why.

Rafik Dammak: Okay sounds like there is no disagreement here, it's a good idea to have a vice chair. Do we have text about this or not? Having a vice chair for policy committee?

Milton Mueller: I - yes I haven't heard any opinions, I don't care about it, do you?

Rafik Dammak: Yes I mean okay we can add this to be sure that we have already text. (Unintelligible) do we have text about having a vice chair for the NCUC policy committee?

Farzaneh Badii: Yes it says that (unintelligible) policy committee (unintelligible).

Milton Mueller: What number and section is it?

Farzaneh Badii: (Unintelligible).

Milton Mueller: You're mumbling.

Rafik Dammak: (Unintelligible), so. Okay so just to be sure we will check that there is a text about NCUC PC vice chair. The next item.

Man: (Unintelligible).

Rafik Dammak: Okay so we have it, good. So I think the next is about discuss the check-in process.

Man: Yes.

Milton Mueller: If you can go to 6B4 that is where you will find the text about the check-in process.

Farzaneh Badii: Can I make a comment on this?

Rafik Dammak: Yes (unintelligible).

Farzaneh Badii: Okay so basically (unintelligible) - I can still hear myself, can you hear my echo? Okay so what I've done here because there were like issues raised as why (unintelligible) standalone would check-in process why NCSG probably does it for the election beforehand. So why (unintelligible) that went through the check-in process at NCSG, those NCUC members that went through the process of checking at NCSG just be automatically eligible and be regarded as they have checked in for NCUC process.

So what I have tried to grasp here is to kind of say that if NCSG has carried out the check-in prior to the NCUC elections the process may not be repeated. So we won't have check-in process for NCUC and those who are listed as inactive by NCSG will be recognized as inactive by (unintelligible). And so - and then we'll - so I just wanted to know if we all agree on using the NCSG process - check-in process.

Milton Mueller: Well again I'm sorry to have to tell you this but there is no 6B4. 6B ends at three and that's voting members. So find this part, where is it?

Man: Six is for voting.

Milton Mueller: Six is for voting, right, so...

Man: (Unintelligible).

Milton Mueller: So what are you looking at?

Farzaneh Badii: I don't know what you're looking at.

Milton Mueller: I'm looking at Raoul's document.

Farzaneh Badii: No, no don't look at Raoul's document, let's (unintelligible) on the Google Docs that we've been working on, we just use Raoul's document just to see that it makes the changes and just to follow the changes for accurately. At the moment we just work on what we have because I have done the presentation based on what we have. So let's work on...

Milton Mueller: Alright but it's very significant that if we're going to use Raoul's document that we're missing things so I'm checking both of them along.

Rafik Dammak: Okay (unintelligible) so we will use our current Google Doc.

Milton Mueller: Okay.

Rafik Dammak: But we will update and that's why I will give access, we will update the document to show the change every time, so.

Milton Mueller: Okay so there's no particular objections to using the NCSG process right? How about a yes or a no? How about some enthusiastic responses here, (Matt), we always look to you for enthusiasm.

Matthew Shears: I'm really sorry I'm not following here. I see us all in the document that has the two columns, which one are we looking at?

Milton Mueller: We're looking at the modified one on the right column but according to (unintelligible) you should not look at that.

Rafik Dammak: Just for clarification, we are using the one I shared that's for the consultation because that's where there are the comments. Raoul's document will be useful to show the change. So - but we have to keep it updated so please check the document where you can make comments for the time being. And all of the links I've shared (unintelligible).

Farzaneh Badii: What number are we on?

Rafik Dammak: Page 16, 6B4, voting, voting members and the check-in process. I know that having those discussions just after lunch is not the wisest decision ever but we have to go with that. Okay so just for clarification we are using the NCSG check-in process, yes, do not duplicate the efforts and something (unintelligible).

Milton Mueller: Okay shall we move on then? Okay so now we will be talking about new addition. We don't have any section number for that, (unintelligible) maybe you want to tell us where it is but it's about votes being destroyed 30 days after the election.

((Crosstalk))

Farzaneh Badii: Yes so (unintelligible) that we should actually get results of votes after the election and not store them somewhere. So he - so just (unintelligible) example, 30 days after the election votes will be destroyed, or 60 days. So you just agree whether we should have a time limit to destroy the votes and how long after the election it should be destroyed.

Milton Mueller: So he asked for a new addition or there is a new addition in there and we're deciding whether to keep it.

Farzaneh Badii: I think it asks for a new addition, I don't know - so he asked for a new addition but I can't remember if I - I can't remember if I actually put it in there or not. If I have not - if you agree on a time limit and also whether we should destroy the votes then I will add it to the document.

Milton Mueller: It would probably go in E, let's see the number, yes 6E votes of members shall be kept confidential. Votes shall be kept for 30 days after the election and then be destroyed. I don't understand the point of this, I mean we could add all kinds of little details like this to operating procedures but they don't need to be in the bylaws.

Rafik Dammak: Okay thanks (unintelligible), yes but I think the bylaws only if they're a member they can access through the tally (unintelligible), we don't have any access to the (unintelligible), I mean the executive committee. So I'm not sure and yes as you said procedure we have even to ask how (unintelligible) works and election officer like (unintelligible), but yes Matthew.

Matthew Shears: I was just wondering if there was some best practice or some requirement to keep the voting tally for some period of time.

Farzaneh Badii: It strikes me that 30 days is not enough time. I would have thought in most administrative situations you'd have to keep it for at least a couple of years. Somebody might want to appeal, somebody might want to complain. You can't be destroying the evidence in 30 days, somebody could be on holidays you know. So 30 days is nothing, so, and so that's point number one.

And point number two would be I was under the impression we were not in control of the voting process, that's ICANN. So this is kind of spurious in that case.

((Crosstalk))

Farzaneh Badii: It would be good to note the procedures of ICANN and let's hope they keep them for longer than 30 days.

Milton Mueller: There's nothing requiring us to use ICANN so it could be relevant if we actually did control it. But I think I would move to delete that sentence.

Rafik Dammak: Okay it was kind of reminded that please state your name when you are speaking for transcript purpose.

Milton Mueller: No I won't.

Rafik Dammak: That's Mr. Mueller speaking, okay. So we will remove this part, I mean that's the thing we have to keep balance between the bylaws and what people can proceed or need to - we should not be so detailed here, but, okay so we agree to strike this part, okay. (Unintelligible) did you cut this? Okay. Let's move onto the next one and can you move to the next slide please?

Milton Mueller: Okay so the next one is section 7E, it is a new clause about removal of officers. It says bylaws describes standards for performing duties if we need more detail procedural rules the EC will take care of it. So let me now switch to the actual documents, 7E, standards include in partiality accountability and avoidance of conflicts of interest expected to be fair and responsible stewards, chair in particular expected to look after the general interest of the NCUC and to respond to all members and officers and request for information.

Term limits and regular elections as well as removal procedures for corrupt officers or officers who've failed to perform their responsibilities as defined in section 4E of the bylaws are intended to keep officers accountable and responsible. The executive committee shall draft detail procedure rules for removal of officers. Any comments?

(Unintelligible) has commented, he thinks the reference to 4E is incorrect, is that right? Can somebody go back and look at 4E?

Farzaneh Badii: Hello?

Rafik Dammak: Yes (unintelligible), yes?

Farzaneh Badii: Yes it is 7E and I can see it on the document here it is called - so it's under leaving office, the standard for performing the duties for (unintelligible) leadership position including (unintelligible) accountable and to avoid (unintelligible) interest. This is exactly what I mentioned to Matthew...



Milton Mueller: I just read that, there's a reference inside that section to failure to perform the responsibility as defined in section 4E. What is under question is what is in 4E?

Farzaneh Badii: Okay I will look into this while you are discussing other things, I think you can move on, I can change that.

Matthew Shears: So I have a question on this section, Matthew Shears, I have a question on this section as well. The last sentence says the NCUC executive company shall draft detail procedure rules for removal of offices. That's fine but by when? Based upon what? I mean I would hate to see us have these put in place and then there's a lapse of six months before they're drafted. So somehow that should be addressed right.

Milton Mueller: We'll get around to it.

Rafik Dammak: I'm pretty sure if - I think if an executive committee wants to remove someone than we're required to draft the process, procedure.

Matthew Shears: May I comment on that actually because I don't think that's an appropriate way of behaving as an executive committee to draft when you have a problem. You draft beforehand and then the problems as they come up you address them. You can't draft to address a problem, that's setting - that's coloring the kind of conditions that you're putting into place so it does need to be done beforehand.

Rafik Dammak: Yes so the problem here is how we will set the deadline within the bylaws, within one year or something like that? But you have no - I mean there is no way to enforce that at the end.

Matthew Shears: This band to the EC if they don't perform their duties right, that's what we just talked about, it's a duty of the EC.

Rafik Dammak: Well good luck to the next EC, yes (unintelligible)?

Milton Mueller: So the question here is yes I think (Matt) is calling for an expeditious development of these guidelines for removing officers and I agree. So can we add the word like expeditious? I mean it seems a little bit time laden or time bound to put particular deadline into the bylaws which are going to sit around for the rest of eternity. So...

Rafik Dammak: Yes the bylaws will be effective when it's approved by the board. So we can say here it's the NCUC executive committee shall draft within one year starting from six months - within six months starting from the approval by the board of the (unintelligible), okay. Someone did capture this? Okay so yes go ahead (unintelligible).

Farzaneh Badii: I just wanted to say Matthew you just have to vote for the right person and then you can get...

Rafik Dammak: Sorry, sorry (unintelligible) we couldn't hear you, could you please repeat?

Farzaneh Badii: Yes it's not very important. I just wanted to tell (Matt) that if he votes for the right people then he might actually get his procedural rule.

Rafik Dammak: Okay, okay, let's be a little bit serious here, no but it's fair point, it's fair point I mean even in (unintelligible) they left a lot of area to proceed to development but took so much time. So I guess putting some deadline can help people to be kept on track. It's also - that's the reality to have in mind that's also more work to do. So I guess maybe the next EC we'll find out hopefully more support from the membership on those matters.

Okay so are we fine with this new addition to add kind of to set the (unintelligible)? (Unintelligible) could you catch the new addition or not?

Farzaneh Badii: Yes I think (unintelligible) and I will work on that, right?

Rafik Dammak: Okay that's good. So let's go to the next item which is about the empower to committee. I think we added a whole section and I think the question is if there is any comment or question? Anything you have to add (unintelligible)?

Farzaneh Badii: Yes (unintelligible). I - so this is a whole new section, I can hear myself can you stop it, so yes thank you. So basically this is a new section empowers community, this is the empowered committee for the accountability of ICANN. And this is how to engage and participate in this empowered committee if we want to - if we want to initiate things again boards which will feel really good. But - so what we have done (unintelligible) has drafted this section and it has the procedure in how we are going to participate.

What - it was acceptable when we discussed it the first time during the meeting, the last meeting that we had for the bylaws and I have not heard any objection. What you need to know is that in order to participate in the empowered committee at the moment (unintelligible) gives a lot of power to the EC, the executive committee. And I find that as an okay approach and I have - we have not received any comments on it, we can leave it like that or you can go in and (unintelligible).

Rafik Dammak: Okay thanks (unintelligible). (Matt) as someone who is involved in the drafting team for the (unintelligible) are you fine with that?

Matthew Shears: I've quickly skimmed it because this is the first time I'm looking at it. I think it looks fine with the caveat that I've quickly skimmed it.

Rafik Dammak: Surprised that you didn't check before (Matt), it's okay things happen. Okay looks like we don't have really any specific comment here or disagreement. (Unintelligible), you want to add something okay. So I guess we can move to the next item. Discuss whether the timeline for amendment to bylaws to change in the below scenario. Yes (unintelligible)?

Farzaneh Badii: I didn't raise my hand but if you want I can explain this. So basically this is that if an organization wants to control, dominate the constituency, the charts are maybe amended (unintelligible) in order to kind of make the membership eligibility - in order to kind of stop that domination. But then for the timeline it says that the bylaws should be amended and submitted to the membership for a vote at the next regular scheduled annual election.

So the problem here is that if an organization wants to dominate NCUC or wants to take control of NCUC and we want to stop that then if we want to change the bylaw at the - at this - when it's the timeline for the bylaw if we change the by - we have to change the bylaw quickly and if the next regular scheduled annual election is for example nine months away and this organization is dominating the constituency than really it's not an effective solution.

So actually I think what's happening that why do we have to approve and have this elect - have the bylaws amendment during the scheduled annual election. It's an emergency so it might be sooner. So do you want to have the amendment - amendment of the bylaws under these conditions, as a scheduled annual election, or do you want it to be sooner to actually effectively stop that organization from capturing or domination of end use.

Raoul Plommer: I prefer if it was possible to do it in the next executive committee meeting instead of the next election.

Rafik Dammak: Okay thanks Raoul. I think here is about putting it for voting for membership so, yes Stephanie?

Stephanie Perrin: I certainly read it as - Stephanie Perrin for the record, I read it as any bylaw change and I would agree that I didn't want to wait. If we have an issue come up during an election we don't want to wait a year to change the bylaws you know?

Rafik Dammak: I think the point here is that for how we organize the issue we schedule the (unintelligible) by the election. The idea is if we can have kind of earlier vote and not type of the bylaw change to the election. So what you are saying is that we can - when the EC such issue, it has the ability to ask for bylaw change at more earlier. Yes Matthew?

Matthew Shears: Maybe somebody can explain this to me but when we have a situation where a member seeks to dominate the organization. Why would we be trying to change a bylaw? Surely I mean I don't understand what the purpose of this is. I mean surely we would want to capture that under a particular type of not meeting a standard behavior or whatever so what's going - what's the purpose of this?

Milton Mueller: I just noticed this. I don't know where this came from. I don't remember, we had a set provision in the old bylaws that said basically that limited I think chapters from having too much on the executive committee and there was some other mechanism for dealing with what appeared to be a concerted takeover attempt. It wasn't this, yes this doesn't make any sense.

Rafik Dammak: Yes so this is (unintelligible) new text added and we're discussing here. (Unintelligible), do you remember the context, or which comment for adding this text?

Farzaneh Badii: Yes (unintelligible) speaking, no I don't remember the context but I can actually see why it says this because I don't know if this is a new addition actually because you have the different chapters and in the beginning of (unintelligible) there were these chapters of organizations that wanted to join and capture (unintelligible). And it might be that the leaders at the time that now have forgotten about this wanted to have some kind of measure to present that.

Rafik Dammak: Sorry (unintelligible) it sounds like this text was updated based on something existing in our current bylaw, you can find it on the Web site and it's in section 10C in the even that more than three...

Milton Mueller: Yes so I'm looking at this if you could turn yours off so I can - this is Milton Mueller for the record. The old one is much more sensible, it's a majority vote of the EC. So the EC could quickly take action not to submit a bylaw amendment but to actually change the eligibility rules. And then after that happens the eligibility - the change would have to be ratified by a membership and a vote is the way I understood it so that under this emergency thing which probably we should just get rid of, the EC can immediately act to change eligibility requirements and then to avoid that kind of arbitrary power being a permanent feature of the bylaws then it has to be ratified in the next vote.

It's kind a weird - I know exactly what we were thinking, (Cathy) and I were thinking about (unintelligible) chapters at the time and we had trouble - we never had trouble with (unintelligible) chapters. It was just not an issue over the last 15 years. So however there is still possible that there could be an organized effort by one group to control or dominate the constituency. So could be the I triple E controls our chairmanship.

Rafik Dammak: Yes I am (unintelligible). So it's kind of temporary measure anyway. So it's kind of really extra generally temporarily measured. That's why we put it in such way and we still at the end we have to get the membership approval. At the end its anyway show the amendment does not include just us but also later on in the board, so.

Milton Mueller: So essentially there's no change in the new and the old with respect to this?

Man: (Unintelligible).

Milton Mueller: What is the difference?

Rafik Dammak: In the current bylaw, the old one, in the event that more than three (unintelligible) same organization in the same countries, (unintelligible) constituency appears to the chair.

Man: (Unintelligible).

Rafik Dammak: Here in the event and organized by the - so it's much more broader.

Matthew Shears: I mean looking at this and not knowing the context I'd much rather see this type of possibility be somehow incorporated into the standards of behavior or something like that rather than having to make it a change in the bylaw to make them ineligible. Either that's all you have the EC act to suspend. And then you come to some - you phrase it such that you may actually be able to reject or require changes in behavior or something like that, I don't know.

But this seems inordinarily complex for dealing with what may be something that can be dealt with relatively straight forward. And I don't see why you should be trying to amend or change the bylaws or the charts or whatever for this. We should be able to somehow account for it without having to go through that process.

Yes I guess Stephanie and I were really talking about 9A and B because they have this thing that it would have to wait until the next regular election. I think that is a valid concern that we don't want to wait that long.

Rafik Dammak: How to say it but the text say that it's amended temporarily which means it will be effective. But then you still have to - the amendment must be submitted to be approved for the next regularly scheduled annual election. So anyway I mean if you have to do with voting it's not kind of process anyway since we are (unintelligible) and so on. So I understand this kind of - the EC have the ability to make the temporary amendment but still later on it should be approved by the membership. And we give some...

Milton Mueller: I like the old wording better in the sense that there was a more objective criteria and like three chapters in one country probably should say multiple countries or something. Just the - an organized effort by one organization could trigger you know just anything. It could be Stephanie feeling worried about some organization. So hmm, so what would you suggest (Matt) in terms of a more reasonable measure just something like suspend adding new members from this - these chapters, from this organization or something.

Matthew Shears: I think a suspension is the right way to go and then subject the organization and the chapters to a membership review process or something like that. Also I don't, the problem with this construct is that if you don't identify who they all are and let's say it's two organizations with a whole bunch of members and then you put it out to vote for the membership you could end up with a situation where they disagree with the proposed amendment to the bylaws. Right, I mean it could get incredibly complicated.

Rafik Dammak: Thanks Matthew and I kind of tried to (unintelligible), can you propose a task for this suspension? No, no, no I mean not on the slide but just the kind of task you are - you can propose something. Okay so next action item we need to propose a different way to handle this case by maybe suspending member.

Okay so I guess maybe we can move onto the next slides.

((Crosstalk))

Rafik Dammak: Yes (unintelligible)?

Man: Yes so me and Stephanie were worried about the A and B where it says alternatively the executive committee by majority vote may propose an amendment for consideration at the next regular election. Now I think that hasn't really been - the text hasn't changed from the old ones in that part but I



think me and Stephanie wanted to change that. So do I do it now suggested, or?

Rafik Dammak: She is not here, she is (unintelligible) something concrete and I think she was talking about the other NC. So I'm not sure. No, no I think she was talking - yes sorry.

Man: Yes but that didn't have anything about the next election.

Rafik Dammak: No I think when she was talking about - she was talking about (unintelligible), she was asking why we have to wait until the next election to approve that amendment. Why we don't do it quickly. But for A which is kind of more let's say normal process to amend the charter, there is no reason really to make the voting more earlier. So the idea of changing by the next regular election as kind of regular schedule when we rank.

Man: Yes got it now thanks.

Milton Mueller: Another factor to keep in mind here is that you know when this section was written the NCUC admitted its own members directly. Now it's through NCSG. So we have - we cannot tell NCSG to suspend the addition of new members but we could prevent them from joining NCUC after they were admitted by NCSG.

Rafik Dammak: Yes Milton and we have now provision that can let the executive committee's to really review even those who were accepted by the NCSG executive committee. But this - Milton can you review again afterwards that part? Because just I want to be sure that consistence regarding the three (unintelligible) and also the definition of active member.

Milton Mueller: Can I do what? Can I review what?

Rafik Dammak: Sorry that part - three article - page 20 section (unintelligible) because it's critical to be sure that they are consistent. (Unintelligible) was different we showed one thing 10% and other 5%.

Milton Mueller: Well that's true there's - it says ten in words and it has a five in numbers so that's kind of lame.

Rafik Dammak: Just to be sure I think ten is...

Milton Mueller: Ten is good yes.

Rafik Dammak: Quite high.

Milton Mueller: 10% of the current active members, oh you think that's high. It's just putting it on the ballot, right, okay so let's make it five. Do I hear five? Do I hear four? Do I hear...

Man: (Unintelligible).

Rafik Dammak: Should we ask the organization to disclose their budget to waive their fees they need to waive criteria. We are not asking for (dues) but we kept some provision in future if we may think it's necessarily. But historic - Milton I think NCUC never got any membership fees.

Milton Mueller: No we really used to have them in our early days and that's why we had so few members. But we did in fact waive them for developing country you know and again it was more a question of - the budget stuff was about you know these organizations could be very wealthy and perfectly capable of spending you know what was it at the time, \$100 or something to join or \$10 or whatever.

Rafik Dammak: So here it's about the organization to disclose their budget to waive the fee if they meet the waiver criteria. Do we need to go into details? Yes (unintelligible)?

Farzaneh Badii: So (Shane) brought up this issue because - I can hear myself. So (Shane) brought up this issue and he argued that it is too much burden to ask organization to submit their budget and to also (unintelligible) for the bylaws that says that they - we might ask them if they can submit their budget. So it's not compulsory. I think that's a good (unintelligible) later on if you want to have (dues) and stuff.

Milton Mueller: Yes I think that's good too just to bump it to the executive committee. So I would go ahead and accept that change where we've deleted the sentence.

Rafik Dammak: (Unintelligible) I think there is agreement here. Okay looks good. Okay so let's move onto item number ten, and this is the disclosure statement provided by (Ana). So okay I'm not sure here, yes Raoul?

Raoul Plommer: Should I go back to the previous one because there's an obvious mistake there. It's on communications, number ten in the new document, nine in the old one. No wait, sorry, sorry it's on (dues) so ten in the old one, 11 in the new one. And it's the B that refers to section eight which is a mistake because it should be nine.

Rafik Dammak: Okay can we correct this?

Man: Yes.

Rafik Dammak: Thanks. Okay so I was told that there is another meeting in less than 15 minutes and we should wrap up within like five minutes so if we can finish with this item it would be good. Are you happy with it? Or - oh - yes (unintelligible)?

Man: (Unintelligible) is raising her hand.

Rafik Dammak: Yes (unintelligible)?

Farzaneh Badii: Yes so (unintelligible) so this is the disclosure statement that (Ana) drafted and this is in response to a couple of issues that were raised. Like for example some of the members because we have members said what would be our membership status if we actually have contracts with commercial entities and others. So - and some of them that actually work at ICANN or technical committee, what would be our membership status? Will our members be revoked?

So basically this disclosure statement is kind of - some kind of a measure to - for giving opportunity to the members to disclose these conflicts of interest or whatever like contractual relation that they think might - they might want to inform the EC about to disclose them. And so that it's - but then if they do not disclose it then the EC will find out it might be grounds for results in their membership.

So this was kind of wanted to add risk the problem of revoking membership just because of having contractual relations with different commercial entities just by providing this disclosure and statement so that the members have the opportunity to disclose this information. And then (unintelligible) what we want to do...

Milton Mueller: Have you gone away from the microphone?

Farzaneh Badii: No I have not. (Unintelligible) you are really doing well. So anyway, so what - can you hear me now?

Milton Mueller: No.

Farzaneh Badii: No?

Rafik Dammak: Okay thanks (unintelligible), thanks. Just I mean are you fine with this part or not? I don't see any disagreement.

Niels ten Oever: No I think summarizing it as we're fine with this part is quite obvious - the opposite of where we are at because there are still quite some unresolved issues, there is a difference between individual members and organizational members that not necessarily understand here in terms of transparency and accountability. And I also find the failure to disclose very, quite arbitrary that we will result in reconsideration I think we should have clear ways in which we should deal with this. And I find also the description very vague of the level of engagement with any of these organizations that you should declare. And there is no forma for it, I find it yes I mind it meager to say the least.

Rafik Dammak: Okay sometimes, I understand the concerns but choosing the words is also important here. Okay so we will work on this and see what our - again it's quite important to select the words wisely. We will go through it and see if the concerns and question rise there to (unintelligible). So it's a totally new section and that's why maybe we have to work out it.

Okay so that was - we still had another - or that was the last one?

Man: That was the last one.

Rafik Dammak: Oh hallelujah. We went through the issues so we have (unintelligible) the technical stuff let's prepare for the next section but yes Matthew and Raoul quickly.

Raoul Plommer: I think there's a lot of incoherence in the document in the way that it uses points A, B, C, D and III and one, two, three, four and this should be put into conformity, it's much easier to read after.

Rafik Dammak: Okay so who wants to do this?

Milton Mueller: I just heard Raoul volunteer to do that.

Raoul Plommer: Sure.

Rafik Dammak: Okay so...

Raoul Plommer: For the record I'll do it.

Rafik Dammak: Okay so Raoul also I guess maybe after we get final version we will also update your document. Okay, yes Matthew?

Matthew Shears: So I want to come back to the check-in process now that I've found the actual paragraph. It says there that NCUC (unintelligible) shall send an email to all members active or suspended asking them to update their contact information before election. Then it goes on - there's a whole bunch of words about if they don't respond, right, but what if...

Rafik Dammak: Just for clarification, that comes from (unintelligible)...

Matthew Shears: It doesn't matter where it comes from, what happens if they - their contact information is perfectly fine? They don't need to update it, they won't be in touch.

Rafik Dammak: Just we will put them inactive.

Matthew Shears: But what if they are active. What I'm saying is my contact information is perfectly fine, thank you I don't need to update it.

Rafik Dammak: Yes we - the whole thing about check-in process that we create the (unintelligible). If someone doesn't respond it's hardly that we can put him as active.

((Crosstalk))

Rafik Dammak: But we are not removing them or suspending them or whatever. Just about creating (unintelligible).

Matthew Shears: So there'll be - it will require active check-in then.

Rafik Dammak: Yes.

((Crosstalk))

Matthew Shears: My details are correct, check this box.

Rafik Dammak: Yes you will receive - but it's also important sometimes in particular for organizations it's usually one of the opportunities to update like they want to replace representative (unintelligible) it's not usually with (unintelligible).

Okay thanks everyone for attending for today. And this technically will be my last ICANN meeting I chair for the NCUC.

Milton Mueller: Round of applause.

Rafik Dammak: Yes (unintelligible), thanks.

END