Non-Commercial Stakeholder Group (NCSG) Transitional Charter

Table of Contents

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1.0 Mission and Principles

1.1 **Mission.** The purpose of the Non-Commercial Stakeholder Group (NCSG) is to represent, through its Constituencies, non-commercial Internet users of Generic Top-level Domains (gTLDs), including without limitation:

    1.1.1 Non-commercial entities such as educational institutions, research organizations, philanthropic organizations, foundations, and non-commercial service providers;

    1.1.2 Registrants of domain names for non-commercial purposes; and

    1.1.3 Entities advocating for non-commercial Internet users.

1.2 **Principles for Leaders and Member Constituencies.** The NCSG is committed to:

    1.2.1 Carrying out its mission in a fair, open, and transparent manner and ensuring that new participants and Constituencies (a) are treated on a fair and equitable basis, and (b) can readily access and understand its operations and processes;

    1.2.2 Service standards for leadership positions including impartiality, accountability, and avoidance of conflicts of interest; and

    1.2.3 Behavioral expectations of all NCSG Members, including without limitation: adhering to ICANN Bylaws/Policies; supporting the bottom-up consensus model; treating others with dignity, respect, courtesy, and civility; listening attentively and seeking to and understand others; acting with honesty, sincerity, and integrity; and maintaining community good standing.

2.0 Organization and Membership

2.1 **Composition.** The NCSG is comprised of two (2) structures.

    2.1.1 **Constituencies.** Constituencies are structures organized according to the ICANN Bylaws and approved by the ICANN Board for representation of Internet users within the Generic Names Supporting Organization (GNSO).

    2.1.2 **Executive Committee (EC).** The EC's principal functions include:

        1. Coordination of and among NCSG Constituencies;

        2. Resolution of disputes among Constituencies; and

        3. Allocation of GNSO Council seats to its Constituency Members according to the procedures in Section 5.1 or management/administration of elections required to fill NCSG vacancies on the GNSO Council.

2.2 **Constituencies.**

2.2.1 Constituency Qualification and Recognition. NCSG Constituencies are approved by the ICANN Board and placed within the Stakeholder Group. The procedures for becoming a Board-recognized Constituency within the NCSG are contained in the ICANN Bylaws and other procedures approved by the Board.

2.2.2 Constituency Structure. The internal structure, leadership, and operation of each Constituency will be governed by the Constituency Charter as approved by the Board and managed by its members in accordance with procedures in said Charter. Each NCSG Constituency shall conform to the principles set forth in the Section 1.2 of this Charter.

2.2.3 Constituency Rights and Responsibilities. Each NCSG Constituency shall:

1. Elect/appoint representative(s) to serve on the NCSG EC;

2. Nominate candidates and participate in elections for GNSO Council Representatives (CR);

3. Develop and issue policy and position statements with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system;

4. Participate in the GNSO policy development processes;

5. Select Nominating Committee delegate(s) as directed by the ICANN Board; and

6. Perform any other functions identified by the ICANN Board, GNSO Council, or the NCSG as Constituency responsibilities.

3.0 NCSG Leadership

3.1 Composition. The NCSG Executive Committee (EC) shall be comprised of two representatives from each Constituency when the number of Constituencies is less than four and one representative from each Constituency when the number of Constituencies is four or more.

3.2 Roles and Responsibilities.

3.2.1 Elect Officers. The EC shall select, from among its appointed committee members, a Chair and Vice Chair to serve for one-year terms. An election will be held if more than one candidate emerges for any EC position. The candidate receiving the most delegate votes in the election will be elected to that position. Officers can serve no more than two consecutive terms.

3.2.2 Hold EC Meetings.

1. The EC Chair shall call meetings as necessary (but no less than one annual meeting per year) to address the duties of the EC set forth in this Charter, and shall:

   a. Develop meeting agendas;

   b. Schedule and conduct EC meetings;

   c. Provide notice of meeting.

2. Staff Support: At the request of the EC, ICANN Staff may:

   a. Record EC meetings and decisions;

   b. Make publically available on the NCSG website or other public communication vehicle information regarding the EC meetings, and decisions; and

   c. Maintain a private communication vehicle (e.g. mailing list, wiki, etc.) for administration purposes, which shall be archived and available to members of NCSG.

3. EC meetings may be conducted face-to-face, or through teleconference, email, wiki, or other online mechanisms.

3.2.3 Facilitate Policy Coordination Meetings. Upon request from a Constituency, the EC may invite all NCSG Constituencies to join in a meeting, held via whatever means is most convenient and allowing all participants to communicate on an equal basis, to discuss GNSO policy development issues.

3.2.4 Allocate GNSO Council Seats. As provided in Section 5.1, the EC may, if it is able to achieve unanimity, apportion vacant GNSO Council seats among its Constituency Members in any way that satisfies their needs and interests.

3.2.5 Manage and Administer Elections. When required according to the provisions in Section 5.1, the EC shall be responsible and accountable, with appropriate ICANN Staff assistance, for organizing, announcing, supervising, and operating elections for GNSO Council representative vacancies as prescribed in Section 5.0.

3.2.6 Support the GNSO Council and the ICANN Board. The EC shall cooperate with and support the GNSO Council and the ICANN Board.

1. If requested by the ICANN Board, select Nominating Committee delegate(s);

2. Encourage and support recruitment, outreach, and training efforts targeted at expanding the NCSG through identification and formation of new Constituencies and new members of NCSG Constituencies; and

3. Request ICANN staff assistance when necessary to facilitate the goals, objectives, and duties of the NCSG.

3.2.7 Decision Making Process. All members of the NCSG EC will participate in making decisions.

1. Due to the small size of the EC, all significant decisions, whether by consensus or vote, require the participation of the full membership.

2. Decisions will be made by consensus whenever possible.

3. If the EC cannot resolve a decision by consensus, the Chair shall conduct a vote (see 3.2.8). All members of the EC, including the Chair, have a vote.

3.2.8 Voting Procedures.

1. Voting shall normally be by a show of hands or call of Yes, No, or Abstain in a teleconference. Electronic voting shall also be permitted where the Chair indicates that this manner of voting shall be used.

2. Unless otherwise stipulated in advance by consensus or a two-thirds majority, a simple majority of 'Yes' votes is required to pass a motion or action of the EC.

3. When the result of a vote is in doubt, the Chair may take a second vote by a roll call. A vote by roll call shall also be taken if an EC member requests it.

4. When an amendment to a proposal is moved, the amendment shall be voted on first.

5. When two or more amendments to a proposal are moved, the amendment deemed by the Chair to be furthest removed in substance from the original proposal shall be voted on first, and then on the amendment next furthest removed there from, and so on, until all the amendments have been put to a vote.

6. If one or more amendments are adopted, the amended proposal shall then be voted upon as a whole.

7. A motion is considered an amendment to a proposal if it merely adds to, deletes from or revises part of that proposal.

3.2.9 Announcement/Reporting of NCSG Meetings/Decisions. Wherever practicable, EC or other NCSG meetings will be recorded and posted in an easily accessible and identified manner on the NCSG's public communication vehicle.

1. EC decisions will be reported/published within 24 hours;

2. Each report will clearly reflect the EC members who participated in the process, their votes, and any supplemental statements they submitted for the record.

4.0   GNSO Council Representatives (CR).

4.1   NCSG Allocation. The NCSG is assigned six (6) Council seats by the ICANN Board.

4.2   CR Terms. In order to promote continuity of CRs elected to the GNSO Council from the NCSG, CRs shall serve staggered terms such that three CRs will be elected in odd years and three CRs will be elected in even years. GNSO Council Representatives are subject to terms limits as specified in Article X, Section 3 of the Bylaws.

4.2   Responsibilities and Duties of CRs. A CR elected or appointed pursuant to this Charter shall be subject to the rules, principles, responsibilities, and duties as set forth in the Charter of the Constituency that originally nominated him/her for election to the Council.

4.2.1   Participation. Each CR shall actively and faithfully participate with his/her Constituency Members, the EC, and the NCSG in considering policy issues and in advancing the goals of the NCSG in every aspect of the GNSO Policy Development Process.

4.2.2   NCSG Representation. Each CR shall represent in the GNSO Council the goals and priorities of the organization to the best of his/her ability and in accordance with the principle of consensus building.

5.0   GNSO Council Seat Vacancies.

This section is intentionally left blank because, for the first two years, Section 8.0 Appendix provides for the placement of GNSO Council Representatives. The NCSG should make plans to draft its provisions for filling Council seat vacancies to take effect at the completion of the transition period.

6.0   Board Amendments.

The Board of Directors of ICANN may modify this Charter or insert additional provisions under the following conditions:

6.1   Where it is requested to do so by a majority of the Constituencies who are members of the Stakeholder Group; or

6.2   Where it believes that changes and/or additions are in the interests of improving fairness, openness, transparency, or accountability within the GNSO's processes and structures; or

6.3   Where it comes to believe that changes shall produce desirable benefits to the ICANN stakeholder community.

7.0   Charter Amendments.

Version	Date	Name	Description
1.0	05/25/09	SIC	Version approved and published for community input

8.0   APPENDIX: Transition to NCSG Charter

8.1   This transition article will survive for two years or until amended by the ICANN Board; thereafter, the procedures in this Charter, excluding this Appendix, will be in effect.

8,2   **Council Seat Elections.** The NCSG has been assigned six (6) GNSO Council seats and, according to the provisions in Section 4.2, Council Representatives' terms are to be staggered. In order to enable staggered terms at the time the NCSG is established, the following procedure will be followed:

8.3   **Continuing Council Representatives.** There are two existing CRs from the NCUC who have one year left on their existing terms. For continuity reasons, these representatives will continue to fulfill their second year as GNSO Councilors from the new NCSG**.**

8.4   **Seat Allocation by ICANN Board.** . The remaining four (4) GNSO Council seats will be apportioned as follows:

- NCUC: 1 seat

- Remaining seats will be appointed by the Board as temporary placements with the expectation that new Constituencies will form.

The NCSG Executive Committee and Board will ensure that, in the selection of GNSO Councilors, no more than two shall come from the same geographic region as defined in the ICANN Bylaws.