

Non-Commercial Stakeholder Group Charter – v5May 2011

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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 elected representatives and its Constituencies, the interests and concerns of noncommercial registrants and noncommercial Internet users of generic Top-level Domains (gTLDs).

It provides a voice and representation in ICANN processes to: non-profit organizations that serve noncommercial interests; nonprofit services such as education, philanthropies, consumer protection, community organizing, promotion of the arts, public interest policy advocacy, children's welfare, religion, scientific research, and human rights; public interest software concerns; families or individuals who register domain names for noncommercial personal use; and Internet users who are primarily concerned with the noncommercial, public interest aspects of domain name policy.

1.2 Principles for Members and Leaders

The NCSG is committed to the following:

- a) *Nondiscriminatory and impartial application of rules.*

The NCSG is intended to provide a representational vehicle for all noncommercial stakeholders; no noncommercial organization or noncommercial individual should be denied membership and no interest-group, constituency or coalition within it denied the right to participate and associate on the basis of their political views or policy positions, or on the basis of their religious belief (or lack thereof), national

origin, gender, sexual orientation, race or ethnicity, provided they promote noncommercial interests.

b) *Transparency*

All meetings, including meetings of all Committees within the NCSG, must be announced in advance and participation details made available to eligible participants in a timely fashion. Minutes of the meetings must be released to the membership in a timely fashion. Discussions on NCSG's general email list as well as Committee mailing lists shall be publicly archived. Financial reports will be published on a yearly basis and within 30 days of receipt of a special request by a group of members.

c) *Service standards for elected officers.*

Service standards for leadership positions include impartiality, accountability and avoidance of conflicts of interest. NCSG officers hold a collective trust and are expected to be fair and responsible stewards of the NCSG's activities. The Chair in particular is expected to look after the general interests of the NCSG and to be responsive to all members and officers in their requests for information. Term limits and regular elections, as well as removal procedures for nonperforming or corrupt officers, are intended to keep officers accountable and responsive.

d) *Standards of member behavior.*

Behavioral expectations of all NCSG members, include without limitation: adhering to ICANN Bylaws/Policies; supporting the bottom-up consensus model; treating others with dignity, respect, and courtesy; listening attentively and seeking to understand others; acting with honesty, sincerity, and integrity.

e) *Equality of participation.*

The NCSG is based on an integrated and direct voting model and has a unified administrative structure. This is done to facilitate the achievement of consensus among noncommercial stakeholders and to ensure that all members have the same access to information and the same voting power regardless of which Constituencies they are affiliated with.

f) *Encourage Consensus.*

The NCSG model seeks to encourage communication, cooperation, and consensus building among an extremely broad range of noncommercial interests by holding GNSO Council Representative elections open to the entire NCSG membership. This will ensure that candidates must appeal to a wide range of interests within the NCSG and attempt to build consensus among potentially competing noncommercial views for support.

2.0 Organization and Membership

2.1 Composition.

The NCSG has the following components:

1. Members:

The NCSG Membership shall consist of all organizations and individuals that meet the NCSG Membership criteria and complete the processes set out in Section 2.2. Members are the primary unit of the NCSG and responsible for all voting.

2. Constituencies:

Constituencies are self-organized groupings of NCSG members that give voice to specific policy issue interests and perspectives of stakeholders within the noncommercial stakeholder grouping. The Process by which Constituencies within the NCSG are formally recognized, as well as specification of Constituency representation, duties and responsibilities within the NCSG are set out in Section 2.3. The NCSG Constituency recognition process is subject to any Constituency Recognition Process set forth by the ICANN Board of Directors.

3. Internal structures including:

Executive Committee (NCSG-EC):

The NCSG Executive Committee is responsible for working with the NCSG Chair to make sure the NCSG functions according to its mission and principles. The NCSG-EC is responsible for supervising and monitoring the NCSG Chair's performance of executive functions, and the NCSG-EC may call for a new chair election. The NCSG-EC is also responsible for establishing and overseeing membership criteria, rules, and procedures as outlined in Section 2.2, as well as reviewing and approving applications to form new Constituencies in accordance with the Section 2.3 below and any applicable Constituency Recognition Process approved by the ICANN Board of Directors. The NCSG-EC's formation, functions, composition and duties within the NCSG are set out in Section 2.4

NCSG Policy Committee (NCSG-PC):

The NCSG Policy Committee serves as a focal point for policy statements issued in the name of the NCSG, organizes policy initiatives on behalf of NCSG, and may provide policy research and guidance to NCSG GNSO Council Representatives. Formation of the NCSG-PC, its composition, and duties within the NCSG are set out in Section 2.5.

NCSG Finance Committee (NCSG-FC):

The NCSG Finance Committee is responsible for establishing a firm financial footing for the NCSG and administering NCSG funds within a defined framework that meets relevant legal requirements as well as requirements imposed by ICANN. The NCSG-FC's responsibilities include fund raising, setting voluntary contribution levels for members, determining procedures for the distribution of funds, and for monitoring the utilization of funds. The NCSG-FC will also be responsible for the Treasurer function. Formation of the NCSG-FC, its composition, and duties within the NCSG-FC are set out in Section 2.6.

NCSG Chair

The NCSG Chair is elected by the general NCSG membership for a one-year term and is limited to two consecutive terms. The NCSG chair is responsible for carrying out the executive functions of the NCSG under the NCSG-EC's oversight according to ICANN, GNSO and NCSG mission and principles.

2.2. Membership

As the primary unit of authority in the NCSG through direct stakeholder group-wide voting, the individual and organizational members of the NCSG are responsible for making all decisions related to GNSO Council Representation as well as for electing the chair of the NCSG. The members are also responsible for approving any changes to the NCSG Charter before changes are sent to the Board for review and approval. The members are also responsible for voting on other membership issues as described in this Charter. Unless otherwise specified, voting is on a majority of votes cast basis. All voting is weighted according to the principles defined in Section 4.0.

2.2.1. Eligible organizations.

Organizations meeting the following criteria are eligible for membership in the Stakeholder Group:

1. The Organization is incorporated as a noncommercial entity (in countries that have such a provision in their commercial code) or, if unincorporated, or if operating in a country without provisions for noncommercial incorporation, that operates on a not-for-profit basis primarily for noncommercial purposes, and
2. Be the exclusive user of at least one domain name. This can be verified by: (1) the member being listing as the registrant and/or administrative contact in the WHOIS data of the domain name; (2) the name resolving to a website controlled by and representing the Member Organization; or (3) other indications that prove to the NCSG-EC that the prospective Member Organization is the primary user of a domain name, and

3. Is engaged in online activities that are primarily noncommercial, including, e.g., advocacy, educational, religious, human rights, charitable, scientific and artistic, and

4. In the case of a membership-based organization, the organization should not only be noncommercial itself, but should have a primarily noncommercial focus, and the membership should also be primarily composed of noncommercial members. (E.g., a chamber of commerce, though it may be a noncommercial organization itself, and might even have some noncommercial members, is primarily composed of commercial organizations and has a commercial focus and would not be eligible for membership.)

2.2.2. Ineligible organizations.

The membership of the NCSG specifically excludes:

1. Political organizations whose primary purpose is to hold government office and/or elect government officials;
2. Commercial organizations and associations that advocate for the benefit of commercial entities (even if they are non-profit in form);
3. Organizations that are represented in ICANN through another Supporting Organization specified in the ICANN Bylaws or GNSO Stakeholder Group;
4. Organizations that provide services under contract or MoU with ICANN;
5. Government organizations or government departments whether local, regional or national; and
6. Intergovernmental organizations whose membership primarily includes nation states.

2.2.3 Large organizations and small organizations.

- a. Organizations that have more than 50 employees, or are membership organizations with more than 500 individual members, shall be classified as “large organizations”.
- b. Organizations that are composed of 10 or more organizational members that qualify as “large” under criterion (a.) above shall be classified as “large organizations”.
- c. Organizations that do not qualify as large organizations shall be classified as “small organizations”.

2.2.4. New Organizational members

Prospective Organizational Members shall take the following steps to notify the NCSG of the Organization's desire to join:

1. Complete an application form, which can be downloaded from the NCSG website.
2. Submit the completed form to the NCSG-EG. Sending an email to the NCSG-EC that explains the basis of qualification for membership as outlined in section 2.2.3 [on requirements] will also be accepted as an application for membership.
3. Designate an Official Representative and any Additional Representatives to the NCSG.
4. Membership shall become complete upon notification of acceptance by the NCSG Chair, or other officer acting with the consent of the NCSG-EC.

2.2.4.1 Official Organizational Representation

Each Organizational Member, in its application, shall designate an individual to serve as the Official Representative to the NCSG. Such individual will hold the powers of voting on behalf of and speaking publicly for the Organizational Member in the deliberations and discussions of the NCSG. The Official Representative must be formally delegated authority to represent the Member Organization within NCSG proceedings by an authorized officer or official of that Member Organization.

The Executive Committee is authorized to make inquiries to the Member Organization to verify the selection of the Official Representative.

Members can change the designated Official Representative in two ways:

1. the Chief Executive or Executive Director of the Member Organization can notify in writing the NCSG-EC of the change; or
2. the existing Official Representative can resign and submit to the NCSG-EG in writing the name of the new Official Representative. The newly-designated Official Representative must be delegated authority to represent the Member Organization as described above.

If an Official Representative holds an elected office in the NCSG and is subsequently replaced, the elected office will be vacant and subject to filling by the NCSG according to the procedures generally applicable for filling a vacancy in that position.

2.2.4.2. Additional Organizational Representation

Each Organizational Member may also designate additional individuals to serve as Additional Representatives to the NCSG. Such Additional Representatives may not vote, but may otherwise participate in Committees, NCSG Constituencies, listserves, discussions, working groups and meetings. The NCSG-EC shall, at its discretion, determine limits to the total number of Additional Representatives any member may appoint (provided the limit shall apply to all NCSG Organizational Members of the same category, i.e. large or small, equally).

2.2.5. New Individual Members - Eligible Individuals.

Individual persons who agree to advocate for a noncommercial public-interest position within the Stakeholder group and who fall within one of the following three categories are eligible to join as an "Individual Member":

1. An Individual who has registered domain name(s) for personal, family or other noncommercial use; or
2. An Individual Internet user who is primarily concerned with the noncommercial public-interest aspects of domain name policy, and is not represented in ICANN through membership in another Supporting Organization or GNSO Stakeholder Group; or
3. An Individual who is employed by or a member of a non-member noncommercial organization (universities, colleges, large NGOs) can join NCSG in his or her individual capacity if their organization has not already joined the NCSG. The Executive Committee shall, at its discretion, determine limits to the total number of Individual members who can join from any single organization (provided the limit shall apply to all Organizations, of the same size category, equally).

An individual who is a member of or employee of a noncommercial organization, which is itself a member of the NCSG, may apply for, or retain membership, in the NCSG only under the first criteria for individual membership, i.e. be an individual noncommercial registrant. Such membership is subject to Executive Committee review.

2.2.6. Procedural rules

The Executive Committee shall create procedural rules for membership and for existing members to maintain their good standing or for removal of membership for cause. Any such procedure will be subject to membership approval. A full and public membership list including the membership classification, and for Organizational Members the name of the Official Representative, will be maintained on the NCSG web site. The NCSG Chair will be responsible for updating and correcting the membership list.

2.2.7. Participation Rights

The NCSG Membership shall have the following participation rights in regard to the administration and policy development processes of the Stakeholder Group:

1. Directly elect the NCSG leadership positions as determined by the Charter, including GNSO Council representatives;
2. Nominate Members to positions elected by the general membership and appointed by the NCSG-EC, with timely notification of all elections and public posting of all names nominated to the membership email list;
3. Initiate a policy development process within the NCSG by proposing a set of terms of reference and obtaining expressions of support for it on the public discussion list from a minimum of eight (8) Members, including the proposer;
4. Be given timely notice of all position papers developed by the NCSG on the public NCSG email list and afforded an opportunity to comment on them;
5. Submit agenda items for NCSG meetings and Executive Committee meetings. Agenda item submissions must be made at least ten days before the meeting and be seconded by two other Members;
6. Propose NCSG Charter amendments. A petition of five (5) percent of the then-current members eligible to vote, based on the weighted voting as defined in section 4.0, shall be sufficient for putting a Charter amendment on the ballot for consideration at the next regular election;
7. Join up to three Constituencies;
8. Vote on the NCSG Charter, amendments to the Charter and any procedures defined for members by the NCSG-EC; and
9. Petition to form a Constituency within the NCSG as described in section 2.3.

2.2.8. Inactive Membership

Before each annual election, the NCSG Chair shall send an email to all members, active or suspended, asking them to update their contact information before the election. If no response is received by the requested deadline, an attempt will be made to reach the member by other means, e.g. telephone calls or requests through other contacts. If, after reasonable attempts fail to reach a member or its representative and confirmation of contact information cannot be completed, that member will be moved to an inactive members list and an announcement will be made on the public discussion list. Once on the inactive members list, the inactive member will not be included in the membership count required to establish election results.

An inactive member can be removed from the inactive members list by updating its contact information. An inactive member can remain on the inactive list indefinitely.

2.2.9 Loss of Membership

Any member who no longer meets the membership criteria established in this charter is obligated to notify the NCSG-EC and resign membership.

In the event that an NCSG member in good standing believes that membership is held inappropriately by another organization or individual, a request can be made to the NCSG-EC to review whether the disputed member meets the criteria for membership. In performing review, the NCSG-EC will review any evidence provided in the request and will solicit a response from the member whose membership is being questioned. Any decision by the NCSG-EC on revoking membership may be appealed according to the procedures set out in Section 2.4.2.1.

2.2.10 Membership Outreach

It is the responsibility of the NCSG-EC to establish processes and mechanisms for continuing outreach to the noncommercial registrant and user communities. It is the responsibility of the NCSG Chair to insure that there is a working online application mechanism. This application must include provision for the applicant to agree to abide by the written rules and regulations, including charters and ICANN bylaws, of the NCSG and terms and conditions laid down by it. Membership outreach will be coordinated with Constituency outreach efforts and any outreach efforts established by the GNSO or ICANN.

2.3 Constituencies

Constituencies are structures by which NCSG members with similar concerns and interests can work together on the GNSO policy process. Constituencies will be eligible for representation on all NCSG committees. As Constituencies are comprised of NCSG members with voting rights, Constituencies do not maintain any voting rights.

A group forming a Constituency should have a common interest or background, i.e. be homogeneous with respect to some dimension of relevance to ICANN and to the NCSG. Its focus must be sufficiently defined and have substantive relevance within both the ICANN and the NCSG context and with respect to its core mission. All members of the group should already either be members of the NCSG or be qualified for membership under the rules established in section 2.2 on Membership.

As provided in the ICANN Bylaws, any group may petition to become a Constituency within a GNSO Non-Contracted Stakeholder Group by completing the applicable ICANN process for recognition of a GNSO constituency in place at the time of the petition. The current process is available at [insert link when available].

2.3.1 Participation rights of Candidate Constituencies

Upon reaching the status of a Candidate Constituency, the Candidate Constituency will be eligible for the support level set forth in the Process for Recognition of New Constituencies. Within the NCSG, the Candidate Constituency will have the following participation rights:

- Be assisted in publishing notices, creating a mailing list and a participation (wiki or other) page in one of the online environments in use by the NCSG;
- Appoint a representative of the Constituency to the NCSG-PC;
- Appoint a representative as an observer to the NCSG-EC;
- Appoint a representative as an observer to the NCSG-FC;
- Be notified of all relevant NCSG policy statement development efforts;
- Be able to submit individual Constituency statements as part of the NCSG PDP response.

2.3.2 Participation Rights of a Recognized Constituency

Once the Candidate Constituency has been approved by the NCSG-EG, pending Board ratification as a Recognized Constituency, it achieves full representative status within the NCSG, including the right to select:

- Two full representatives to the NCSG-EC.
- Two full representatives to the NCSG-PC
- One full representative to the NCSG-FC.

If any new committees are created in the future, all Constituencies, depending on application status, shall have an equal right of participation in accordance with provisions in Sections 2.3.1-2.3.3.

2.3.3 Constituency review for maintaining Recognition

The NCSG-EC will be responsible for the periodic review of all Constituencies in accordance with the review criteria set forth by the Board of Directors.

In the absence of any review criteria from the Board, the NCSG-EC will perform a review of all Constituencies every 2 years to determine if any recommendation will be made to Board regarding a change in status of any Constituency. This review will consider:

1. Constituencies must still have a defined noncommercial purpose and still meet the criteria established in section 2.3.1;
2. Constituencies must have maintained a dynamic publicly archived discussion list;
3. Constituencies must have participated actively in relevant NCSG and GNSO Policy Development Process Working Groups or Work Teams;
4. Constituencies must have participated actively in submitting comments and other policy statements to the NCSG and to the GNSO; and
5. Constituencies must have at least 10 participants who sign on to an updated SOI for maintaining recognized status as a Constituency.

Any Recognized Constituency that loses that recognition may file a new petition in accordance with the Process for Recognition of New Constituencies.

2.4 Executive Committee (EC).

The NCSG-EC's principal functions include:

- Work with NCSG Chair to ensure that the mission and principles of the NCSG are met;
- Supervise and monitor NCSG elections;
- Approve new NCSG members, administer and maintain membership records, and determine membership status;
- Review and approve the status of all petitioning NCSG Constituencies subject to oversight review by the Board;
- Coordination among NCSG Constituencies;
- Resolution of disputes between NCSG Constituencies;
- After review by the NCSG members, review and approve NCSG-PC and NCSG-FC methods and procedures.
- General NCSG coordination and organization issues;
- Establish liaisons with ICANN Sponsoring Organizations, Advisory Committees and other structures.

2.4.1. NCSG-EC Composition.

The NCSG Executive Committee (EC) shall be comprised of two representatives from each Recognized NCSG Constituency. Each Candidate Constituency is eligible to

appoint one observer to the NCSG-EC. The elected chair of the NCSG shall also serve as a full member and chair of the NCSG-EC.

2.4.2. NCSG-EC Decision making

- By default NCSG-EC decisions are made by full consensus of all NCSG-EC members. Full consensus means that no NCSG-EC members have objected to the proposed decision. Any exception to this default will be approved by the NCSG-EC on a full consensus basis.

2.4.2.1 Appeals of NCSG-EC decisions

1. Any decision of the NCSG-EC can be appealed by requesting a full vote of the NCSG membership. There are several ways in which an appeal can be initiated:

- If 15 NCSG members, consisting of both organizational and individual members, request such an appeal the NCSG Executive Committee will first take the appeal under consideration.
- If, after consideration of any documentation provided by those making the appeal, the NCSG-EC does not reverse its decision, the NCSG-EC and those making the appeal should attempt to negotiate a mutually agreeable solution.
- If the NCSG-EC and those making the appeal cannot reach a mutually acceptable agreement on the decision within 30 days, then an NCSG vote will be scheduled as soon as practicable.
- For this type of appeal to succeed 60% of all of the NCSG members must approve of the appeal in a full membership vote as defined in section 4.0.

2. An NCSG-EC decision related to Constituency Candidacy applications or full recognition as a Constituency may be appealed prior to when the NCSG-EC decision is transmitted to the Board in accordance with the Process for Recognition of New Constituencies. The appeal of an NCSG-EC decision on a Constituency application may be appealed in the following situations:

- If the application is rejected by the NCSG-EC, the Constituency under discussion, may request an appeals vote;
- If 15 members of the NCSG membership, consisting of both organizational and individual members, disagree with the decision, they may petition for an appeals vote.
- For this type of appeal the following conditions apply:

- The NCSG-EC should first reconsider its decision in the light of any documentation provided in the appeal.
- If, after consideration of any documentation provided in the appeal, the NCSG-EC does not reverse its decision, the NCSG-EC and those making the appeal should attempt to negotiate a mutually agreeable solution. In the case of an appeal of a decision related to Constituency Candidacy or Recognized Constituency Status, any discussion would include representatives selected by the Constituency under discussion and by the NCSG-EC.
- If, the NCSG-EC and those making the appeal cannot reach a mutually acceptable agreement on the decision within 30 days, then a Stakeholder Group vote will be scheduled as soon as practicable.
- If 60% of the membership is either in favor or against the Constituency, then the decision of the membership shall be transmitted to the ICANN Board in place of the decision of the NCSG-EC.

All formal discussions related to appeal will be done in a transparent manner and be both recorded and have transcripts made. All documentation related to the appeal, including transcript of formal discussions, will be collected on a public website associated with the NCSG and will be retained for a minimum of four (4) years.

2.4.3. NCSG-EC Leadership

- A Chair will be elected annually by a direct vote of the NCSG membership according to election rules defined in Section 4. Any member of the NCSG may run for the Chair position.
- In the event that there is a vacancy in the Chair, the NCSG-EC will choose an interim Chair to serve until an election can be scheduled.
- One or more Vice-Chairs may be chosen by the NCSG-EC on a yearly basis;
- Should the NCSG-EC not be able to come to full consensus on the selection of a Vice-Chair or an interim Chair, a vote will be held where 2/3 of the sitting members of the NCSG-EC approve the selection;
- A Chair can serve, at maximum, 2 full one year terms consecutively. There must be at least one intervening term before a member can be elected again as chair;

- Should it be necessary, the NCSG-EC can call for a new Chair election to replace a sitting Chair by full consensus of the NCSG-EC (excluding the person being considered for replacement);
- Should it be necessary, a Vice-Chair can be removed by a full consensus of the members of the NCSG-EC (excluding the person being considered for removal).

2.4.4. NCSG-EC Work Process

- As much as possible, all NCSG-EC work will be done using Internet tools, including, inter alia,
 - email;
 - wiki usage (Note such a wiki will be publicly viewable though editing may be restricted to members of the NCSG-EC);
 - online document collaboration tools as well as available network cloud based tools
- When necessary, teleconferences will be scheduled. A scheduling tool will be used to attempt to find a time when all members can attend. Unless all members can attend the teleconference, any decisions made at a teleconference will be provisional until full consensus is determined.
- When possible, as enabled - for example - by an ICANN meeting, a face-to-face meeting of the NCSG-EC will be held. As with teleconferences, if all members cannot attend, any decisions made will need to be verified for full consensus before being considered final.

2.4.5. NCSG-EC Mailing List

- All full members and observers will be subscribed to the NCSG-EC mailing list.
- The NCSG-EC list will maintain an open archive.
- For non-subscribers, the list will be a moderated. Comments from NCSG members relevant to ongoing discussions will be forwarded to the NCSG-EC list by the list moderator.

2.4.6. NCSG-EC Observers

- Any observer to the NCSG-EC will have full participation rights in the NCSG-EC, except they will not be counted in any consensus process or vote;

- One elected or appointed representative of each Candidate Constituency will be given observer status.

2.5 The Policy Committee

The NCSG Policy Committee is responsible for:

- Discussion and development of substantive policies and statements issued in the name of the NCSG. This activity will require coordination with the membership and the Constituencies;
- Organize policy initiatives on behalf of NCSG membership, including PDP initiatives from the membership;
- Provide policy research and guidance to NCSG representatives on the GNSO Council;
- Keep membership informed of GNSO Council activities;
- Organize, appoint where appropriate, and track NCSG participation in GNSO and other pertinent Working Groups.
- Organization and oversight of NCSG participation in any GNSO Council-related tasks, whether mandated by Bylaws, Council Procedures or Council decisions.
- Document methods and procedures used for decision-making. Such documentation is subject to review by the NCSG-EC.

2.5.1. NCSG-PC Composition.

The NCSG-PC shall be comprised of two representatives from each Recognized Constituency and one observer from each Candidate Constituency. The NCSG Representatives on the GNSO Council shall also serve as full members of the NCSG-PC. The NCSG Chair will participate as an ex-officio member of the NCSG-PC and will be included in determining consensus process and votes. Past GNSO Council Representatives may be included as observers in the NCSG-PC. The membership of the NCSG-PC may invite others to participate as observers.

2.5.2. NCSG-PC Decision making

- By default NCSG-PC decisions are made by rough consensus of full NCSG-PC members. Rough consensus means that while all members do not need to agree and that no single member can veto a decision, all views must be heard and considered. Any minority views must be recorded along with the rough consensus position.

2.5.3. NCSG-PC Leadership

- A Chair will be elected or replaced from among the members of the NCSG-PC by a 2/3 vote of the NCSG-PC membership on a yearly basis.
 - The NCSG Chair may not serve in this role.
- One or more Vice-Chairs may be chosen by the NCSG-PC on a yearly basis.

2.5.4. NCSG-PC Work Process

- As much as possible, all work will be done using Internet tools, including, inter alia,
 - email;
 - wiki usage (Note: such a wiki will be publicly viewable though editing may be restricted to members of the NCSG-PC);
 - online document collaboration tools as well as available network cloud based tools.
- When necessary, teleconferences will be scheduled. A scheduling tool will be used to attempt to find a time when all members can attend. Unless all members can attend the teleconference, any decisions made at a teleconference will be provisional until full consensus is determined.
- When possible, as enabled for example by an ICANN meeting, a face-to-face meeting of the NCSG-PC will be held. As with teleconferences, if all members cannot attend, any decisions made will need to be verified before being considered final.

2.5.5. NCSG-PC Mailing List

- All NCSG-PC full members and observers will be subscribed to the NCSG-PC mailing list.
- The NCSG-PC list will maintain an open archive.
- For non-subscribers the list will be moderated. Comments from NCSG members relevant to ongoing discussions will be forwarded to the NCSG-PC list by the list moderator.

2.5.6. NCSG-PC Observers

- Any observer to the NCSG-PC will have full participation rights except will not be counted in any consensus process or vote.

- One elected or appointed representative from each Candidate Constituency will be given observer status.
- Past NCSG Representatives to the GNSO Council may be permitted observer status at discretion of NCSG-PC full members.
- The NCSG-PC may invite other policy experts to participate as observers.

2.6 The Financial Committee

The NCSG Finance Committee is responsible for the following:

- Elect a Chair who will also serve as NCSG Treasurer;
- Determine rates for voluntary contributions from members;
- Develop and deploy a fund-raising plan for the NCSG;
- Work with the ICANN staff to determine levels of support available to the NCSG;
- Work with ICANN finance officers to insure the NCSG and its Constituencies receive fair and equivalent financial support from ICANN;
- Accounting for any funds received by the NCSG from any source. This accounting will include the following:
 - All funds raised by voluntary membership fees or otherwise must be held in a separate NCSG account.
 - Proper controls must be implemented.
 - Regarding Expenditures:
 - All expenditures under 500 Euro may be made on the authority of the NCSG Treasurer
 - All expenditures over 500 Euro must be approved by the NCSG-FC
 - Financial reports must be prepared annually and be made public.
- Provide internal conflict resolution process regarding funds.
- Provide the oversight of the Treasurer function.
- Fulfill any other accounting, auditing or other prescribed financial requirements as set by the ICANN Board of Directors for organizations within the ICANN structure.

- Document methods and procedures used for accounting, reporting and budget creation. Such documentation is subject to review by the NCSG-EC.

2.6.1. NCSG-FC Composition.

The NCSG Finance Committee (FC) shall be comprised of one representative from each Recognized Constituency. Each Candidate Constituency is entitled to appoint an observer. The NCSG Chair will participate as an ex-officio member of the NCSG-FC and will be included in consensus process and votes. The FC may invite other members as needed to meet its goals and responsibilities.

2.6.2. NCSG-FC Decision making

By default NCSG-FC decisions are made by rough consensus of its members. Rough consensus means that while all members do not need to agree and that no single member can veto a decision, all views must be heard and considered. Any minority views must be recorded along with the decisions.

2.6.3. NCSG-FC Leadership

A Chair from among the members of the NCSG-FC will be elected by a 2/3 vote of the NCSG-FC membership. The chair will be responsible for filling any necessary Treasurer functions for the NCSG.

- The NCSG Chair may not serve in this role.
- One or more vice chairs may be chosen by the NCSG-FC on a yearly basis.

2.6.4. NCSG-FC Work Process

- As much as possible, all work will be done using Internet tools, including, inter alia,
 - email;
 - wiki usage (Note: such a wiki will be publicly viewable though editing may be restricted to members of the NCSG-FC);
 - online document collaboration tools, for example Google Document, Google Wave and other available network cloud based tools.
- When necessary teleconferences will be scheduled. A scheduling tool will be used to attempt to find a time when all members can attend. Unless all members can attend the teleconference, any decisions made at a teleconference will be provisional until full consensus is determined.

- When possible, as enabled for example by an ICANN meeting, a face-to-face meeting of the NCSG-FC will be held. As with teleconferences, if all members cannot attend, any decisions made will need to be verified before being considered final.

2.6.5. NCSG-FC Mailing List

- All NCSG-FC full members and observers will be subscribed to the NCSG-FC mailing list;
- The NCSG-FC list will maintain an open archive;
- For non-subscribers, the list will be moderated. Comments from NCSG members relevant to ongoing discussions will be forwarded to the NCSG-FC list by the list moderator.

2.6.6. NCSG-FC Observers

- Any observer to the NCSG-FC will have full participation rights except will not be counted in any consensus process or vote.
- Elected or appointed representative from NCSG Candidate Constituencies will be given observer status.

2.7 Data Retention

The NCSG Chair, the NCSG-EC, the NCSG-PC, and the NCSG-FC are responsible for maintaining any information used in making decisions for at least 4 years.

3.0 NCSG GNSO Council Representation

3.1 NCSG Allocation.

The NCSG is assigned six (6) GNSO Council seats through the ICANN Bylaws. All NCSG GNSO Council representatives will be directly voted on by the full membership of the NCSG using weighted voting as defined in Section 4. To the maximum extent possible, no more than two (2) NCSG GNSO Council Representatives can be declared resident of the same geographic region as defined by ICANN. Reasonable efforts should be taken to recruit nominees so that all geographical regions may be represented by the NCSG GNSO Council Representatives. Reasonable efforts should also be taken to ensure gender balance and in no circumstance should there be fewer than 2 members of any gender.

3.2 GNSO Council Representatives Terms.

To the extent possible, GNSO Council Representatives shall serve staggered two year terms such that three NCSG GNSO Council Representatives will be elected in odd numbered years and three GNSO Council Representatives will be elected in even numbered years. GNSO Council Representatives are subject to terms limits as specified in Article X, Section 3 of the Bylaws and the GNSO Operating Procedures (GOP).

In the event that a GNSO Council Representative is unable to finish his or her term, the NCSG-EC will appoint a temporary GNSO Council Representative to serve until the next regularly-scheduled election as provided in Section 3.8 of the GOP. At that time, a new GNSO Council Representative will be elected to serve out the balance of the vacated term, if any.

3.3 Responsibilities and Duties of Council Representatives.

A Council Representative 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 Non Commercial Stakeholder Group as well as the ICANN By Laws and the GNSO Council Operating Procedures.

3.3.1 Participation.

Each NCSG GNSO Council Representative shall actively and faithfully participate with the NCSG membership and its committees and Constituencies in considering policy issues and in advancing the goals of the NCSG in every aspect of the GNSO Policy Development Process. NCSG GNSO Council Representatives will be expected to attend all GNSO Council meetings unless they give prior notice to the NCSG-PC and GNSO Council.

Regarding provisions made in the GOP for absentee or proxy mechanisms, the NCSG GNSO Council Representatives will be responsible, where possible, for notifying the NCSG Chair with sufficient notice to allow the NCSG-EC, as required by those rules, to take advantage of such voting remedy provisions as provided by the GOP. The NCSG-EC will be responsible for making decisions requiring the appointment of any temporary alternates whether due to absence or abstention, as allowed. The NCSG-PC will be responsible for making any decisions required on proxy voting or on directed voting, whether by an elected NCSG GNSO Council Representative or by an appointed temporary alternate, in the case of abstentions for conflict of interest. Both the NCSG-EC and the NCSG-PC will be responsible for discussing their decision on the public list. If time allows this discussion should be prior to the decisions, but in those cases where it is not possible, this discussion must be documented as soon after the decision(s) as possible.

Each NCSG GNSO Council Representative shall represent, within the GNSO Council, ICANN and its activities, the goals and priorities of the NCSG to the best of his/her ability and in accordance with the principle of consensus building. Since the NCSG will represent many different noncommercial viewpoints, the NCSG Council Representatives will not be bound in their GNSO Council votes to any specific NCSG established policy unless specifically directed by the NCSG-PC with the approval of the NCSG-EC. NCSG GNSO Council Representatives will, however, be expected to understand the varied positions in the NCSG and to explain to the membership how their votes are in support of noncommercial interests. NCSG GNSO Councilors should work with the NCSG-PC to develop NCSG policy positions. NCSG GNSO Council Representatives are expected to keep the NCSG membership informed of policy issues before the GNSO Council, to seek input from the NCSG membership and to be responsive to member requests for information on matters pending before the Council.

4.0 Voting Procedures

All NCSG votes will use the weighted voting standards defined in this section, where a Large Organization Member has a vote equivalent to twice the vote of a Small Organization Member and a Small Organization Member has a vote equivalent to twice the vote of an Individual Member.

4.1 Nomination Process

The NCSG-EC is responsible for publishing online any open NCSG position and for publishing a description of the position, requirements for the position, and an election schedule for the position.

Any member of the NCSG may nominate any NCSG active member either for the position of an NCSG GNSO Council Representative or for NCSG Chair. Once nominated, the nominee is responsible for public acceptance of the nomination and for making a public statement that includes:

- Name, declared region of residence, gender and employment;
- Any conflicts of interest;
- Reasons for willingness to take on the tasks of the particular position;
- Qualifications for the position; and
- Statement of availability for the time the position requires.

The nominee's statement may also include any other information that the candidate believes is relevant. The NCSG-EC and NCSG-PC may also require answers to specific questions relating to policy issues.

4.2 Voting mechanism

All NCSG votes will be held using an online voting system to be determined, approved and supervised by the NCSG-EC. Membership classification for voting will be based on the official membership list, which must include the category of membership and must be verified before any vote.

4.3 Election for NCSG GNSO Council Representatives (size, number, and distribution of votes):

In the discussion below, N refers to the number of seats that need to be elected. Optimally N will equal 3 seats in years with normal rotation. Any number of reasons can cause this number to vary.

- NCSG members classified as “individuals” will be given N votes and must assign 1 vote to each of N candidates.
- NCSG members classified as “small organizations” will be given 2N votes and must assign exactly 2 votes to each of N candidates.
- NCSG members classified as “large organizations” will be given 4N votes and must assign exactly 4 votes to each of N candidates.

4.4 Election of NCSG Chair (size and number of votes):

- NCSG members classified as “individuals” will be given 1 vote.
- NCSG members classified as “small organizations” will be given 2 votes.
- NCSG members classified as “large organizations” will be given 4 votes.
- Members must cast all their votes for a single candidate.

4.5 Member Voting Eligibility:

Any NCSG active Member who has been an active member for at least thirty (30) days before the date of the election is eligible to nominate candidates, vote in NCSG elections, and propose amendments to the NCSG Charter.

5.0 Amendments to the NCSG Charter.

Proposals to amend this charter may be submitted by five (5) percent of the then-current members eligible to vote, based on the weighted voting as defined in section 4.0. Proposals may also be put forward by the NCSG-EC or the ICANN Board of Directors or one of the Board's committees.

Amendments proposed by the NCSG members or the NCSG-EC will only take effect after there has been a membership review, approval by 60% vote of NCSG members using the weighted voting defined in section 4.0 and final review/approval by the ICANN Board of Directors. Amendments proposed and approved by the ICANN Board of Directors or one of its Committees will only take effect after membership review and approval by 60% vote of the NCSG members using the weighted voting defined in section 4.0. The ICANN Board may require proposed amendments to be posted for public comment prior to taking its decision on the proposal.

6.0 Charter Amendments.

Version	Date	Name	Description
1.0	22 June 2009	Structural Improvements Committee	Version approved and published for community input
2.0	30 July 2009	Structural Improvements Committee	Additional revisions submitted to Board for approval
2.1	19 March 2010	NCSG EC	Inclusion of changes agreed upon by NCSG community
2.2	11 April 2010	NCSG EC	Completion of draft - including resolution of IC/C issue proposal and financial governance issues
2.3	7 May 2010	NCSG Chair	Update near the end of the membership review period prior to ballot based on membership comments
2.4	10 May 2010	NCSG Chair	Update at the end of the membership review period prior to ballot based on membership comments
2.5	14 June 2010	NCSG Chair	Add information on the NCSG approval of the Charter by 70% and fixed one typo a

			voter pointed out; s/consensue/consensus/
2.6	28 July 2010	NCSG chair	Changes made to satisfy issues brought by ICANN Board Structural Improvements Committee
2.7	1 September 2010	NCSG Chair	Changes made to repsond to review by George Sadowsky of the ICANN Board Structural Improvements Committee
2.8	27 October 2010	NCSG Chair	Changes made in response to Staff questions to SIC concerning constituency formation and subsequent NCSG discussions.
2.9	03 February 2011	NCSG chair	Created word copy for processing by ICANN legal staff to accommodate necessary change to correspond to Board constituency process.
2.10	03 February 2011	ICANN Staff	Provided edits for internal consistency, clarity, and consistency with Proposed Constituency Process
2.11	05 May 2011	NCSG Chair	Final Review before posting for comment

7.0 APPENDIX: Transition to NCSG Charter

7.1 The charter will take effect once it is approved by the NCSG members and the ICANN Board of Directors. Until such time, the NCSG will run according to the

currently approved interim charter, all pertinent ICANN Board decisions and the transition agreement put in place by the NCSG at the Seoul ICANN meeting.

7.2 Until such time as the charter is approved by the ICANN Board, any and all members of Constituencies within the NCSG as well as any 2009 Board appointed GNSO Council members who are not currently members of the NCUC and who meet the noncommercial criteria of the NCSG are deemed to be NCSG members.

7.3 Once in effect all existing Interest Groups will be considered for Candidate Constituency Status, subject to the Board's defined Process for Constituency Recognition.

7.4 GNSO Council Seat Elections. The NCSG has been assigned six (6) GNSO Council seats and, according to the provisions in Section 3.2, GNSO Council Representatives' terms are to be staggered.

7.4.1. In 2009, one GNSO Council Representative was elected by the NCUC to a 2-year term scheduled to end in 2011. This term will continue as planned.

7.4.2. In 2009, three GNSO Council Representatives were appointed by the ICANN Board. Their terms are schedule to end in 2011.

7.4.3. In 2010, two Council Representatives were elected by the NCUC. Although section 8.2.1 of the NCSG Transitional Charter initially provided that those terms would "expire at the end of the transition period," those terms will now continue until 2012.

7.4.4 In order to enable staggered terms, the following GNSO Council election procedure will be followed:

Year	Number to elect	Term
2010	2	2 year
2011	1	1 year
2011	3	2 year
2012	3	2 year
Yearly thereafter	3	2 year

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

7.4.5 Consistent with Article X, Section 3 of the Bylaws and the GOP, all serving elected and Board-appointed NCSG Council Representatives will be entitled to run

for another term if they so choose. In the event that a Board-appointed Council Representative is elected to another term, this will count as their second consecutive term for calculating term limits.