

Commercial Stakeholder Group Charter

*(Submitted to ICANN Staff –
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1. **Mission and Principles**

1.1 **Mission**: The mission of the Commercial Stakeholders Group, hereafter “the CSG” is to ensure that:

1.1.1 The CSG represents the views of commercial Internet users and relevant sectors of the ICT industry, including, large and small business entities, business organizations, Internet connectivity providers, intellectual property owners and intellectual property organizations;

1.1.2 ICANN policy and ICANN contracts are consistent with the development of an Internet that is a safe place for business-to-business and business-to-consumer transactions and communications and is based on high levels of business, user and consumer confidence, including policies that mitigate against undue threats and risks; protect intellectual property; support the stability and resiliency of the Internet, as affected by ICANN’s actions in its coordination of the unique identifiers.

1.2 **Principles for Leaders and Member Constituencies**. The CSG 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 Carrying out service standards for leadership positions, including impartiality, accountability, and avoidance of conflict of interest;

1.2.3 Fulfilling behavioral expectations of all CSG Members (e.g. all constituency members), including without limitation adhering to ICANN Bylaws and policies; supporting the bottom-up consensus model; treating others with dignity and respect, courtesy and civility; listening attentively and seeking to understand others; acting with honesty, sincerity, and integrity; and maintaining community good standing; and

1.2.4 Promoting transparency by ensuring that the CSG Executive Committee and elected officers and councilors of each of the Recognized Constituencies, adhere to the operating procedures adopted by the GNSO Council, including a duty to consult with and take actions that reflect the guidance of the respective Recognized Constituency.

1.3 Recognized Constituencies shall establish and maintain effective processes to address the foregoing principles.

2. Membership of the CSG

2.1 Membership shall be open to the following Constituencies as recognized in Article X of the ICANN Bylaws of May 29, 2009 (the “Recognized Constituencies”):

- Internet Service and Connectivity Providers (representing all entities providing Internet service and connectivity to users);
- Commercial and Business Users (representing large and small commercial entity users of the Internet);
- Intellectual Property Interests (representing the full range of trademark and other intellectual property interests relating to the DNS).

2.2 Membership shall also be open to any additional Constituency recognized and approved by the ICANN Board according to its Bylaws and assigned to the Commercial Stakeholder Group. Any additional Constituency must represent user-related commercial interests adding value or differentiation to the existing Recognized Constituencies and must support the mission and principles of the CSG as set forth in this Charter. User-related commercial interests should be interpreted as being distinct from registry and prospective registry, registrar, re-seller or other domain name supplier interests. If a new Constituency is proposed for inclusion in the Commercial Stakeholder Group, the Executive Committee shall convene to propose new procedures, including any necessary amendments to this Charter, to address such an event.

2.3 Recognized Constituency Rights and Responsibilities

2.3.1 Elect/appoint delegate(s) to serve on the CSG’s leadership team (i.e., CSG Executive Committee);

2.3.2 As specified in each of the Recognized Constituency bylaws, Recognized Constituencies will work together to select six (6) designated representatives to the GNSO Council, on the basis of two (2) Council representatives per Recognized Constituency. The Recognized Constituencies will elect councilors and NomCom delegates within their constituency and establish constituency level guidance/governance for all gTLD policy positions taken by the GNSO councilors. The Recognized Constituencies shall act as Appointing Organizations for their respective councilors, for purposes of the GNSO Council operating procedures.

2.3.3 Support the ICANN Policy Development Process (PDP), participate in Working Groups, and develop/issue constituency specific policy and position statements; and

2.3.4 Perform any other activities identified by the bylaws, the Board, GNSO Council, or the SG as Constituency responsibilities.

2.3.5 All Members in good standing of the Recognized Constituencies are eligible to participate in CSG activities.

3. Commercial Stakeholder Group (CSG) Executive Committee

- 3.1 Executive Committee. Each Recognized Constituency shall elect or appoint, by whatever means it chooses, one person and one alternate to an Executive Committee of the CSG (“the Executive Committee”) no later than fifteen (15) days after approval of the Recognized Constituency. Representatives to the Executive Committee shall serve for an annual renewable term. Term limits shall be determined by each applicable Recognized Constituency.
- 3.2 Vacancies. If at any point in time a Representative to the Executive Committee leaves the membership of the Constituency for any reason or stops performing her or his duties as an Executive Committee Representative, he or she shall immediately cease the function of his or her office. The Recognized Constituency will be responsible for appointing or electing a new Representative as expeditiously as possible to complete such Representative’s term.
- 3.3 CSG Executive Committee Roles. The Executive Committee shall act as a liaison between the CSG and the non contracted Parties’ House, between CSG and ICANN, and the CSG and its Recognized Constituencies as required on Stakeholder Group matters.

4. CSG Roles and Responsibilities

- 4.1 The CSG will be responsible for the functions listed in Section 4.2. The CSG is not responsible, as a general matter, for formulating gTLD policy positions on behalf of the Recognized Constituencies, who shall continue to develop and represent their own gTLD policy positions at the Constituency level.
- 4.2 CSG Functions:
- 4.2.1 Ensure that the Recognized Constituencies adopt internal procedures in selecting six (6) GNSO Council representatives such that no more than 3 of the 6 may be domiciled in the same “Geographic Region” (as defined in the ICANN bylaws).; that there are staggered terms; and that there is a process for replacement of resigning or retiring councilors, and establishes reasonable duties and obligations.
- 4.2.2 Provide advice to member Constituencies on the adoption or creation of any Constituency-based Charter in order to ensure compliance with the CSG Charter.
- 4.2.3 Where appropriate and agreed upon by the Recognized Constituencies, organize the sharing of resources for administrative or management support functions to support CSG interests where two or more Recognized Constituencies opt to share them.
- 4.2.4 Monitor ICANN-wide policy and procedural issues, including the ICANN Policy Development Process (“PDP”) and Working Groups, for areas of common interest and propose CSG coordination and action where appropriate.

- 4.2.5 As appropriate, develop and issue statements that reflect the joint views of the Recognized Constituencies on ICANN-wide policy or procedural matters or take other actions, for the common benefit of the Recognized Constituencies, in conjunction with consultation from the respective Recognized Constituencies.
- 4.2.6 From time to time, form working groups on a as needed basis, consisting of members from each Recognized Constituency, in accordance with Sections 4.2.5, to consider CSG or ICANN-wide issues. The Executive Committee shall propose the methods and expected outcomes for such working groups prior to forming a working group.
- 4.2.7 Plan and chair Stakeholder Group Meetings, including meetings with the Non-Contracted Parties House, or any other relevant cross group interactions.
- 4.2.8 Manage communications with the Non-Contracted Parties House, including negotiating House positions, and voting on Board Candidates, Council Chair Candidates and Council Vice Chairs.
- 4.2.9 Coordinate and issue statements, on an as needed basis, with the Non-Commercial Stakeholder Group (“NCSG”), who jointly sit with the CSG in the Non-Contracted Parties House, including designating one or more members of the Executive Committee to serve as a designated point of contact for the NCSG.
- 4.2.10 Convene meetings and calls to address the duties and responsibilities set forth in this Charter, or other matters that may arise and directly affect the CSG’s operation or activities.

5. Fees

- 5.1 There shall be no fees required for membership in the CSG. Recognized Constituencies have the right to require and establish constituency membership fees.

6. Decision Making, Consensus and Voting Process

- 6.1 Due to the limited role of the CSG, the CSG shall endeavor to decide all issues by general agreement.
- 6.2 Voting shall be relied upon only to the extent that it is necessary in cases where general agreement cannot be reached. Where a vote is required, the measure shall be carried if it receives two-thirds (2/3) vote of the designated Representatives on the Executive Committee, with each Recognized Constituency issuing one vote . Votes at the CSG level will require the participation of at least one Representative from each Recognized Constituency. Representatives to the Executive Committee shall engage in prior consultation with their Recognized Constituency before voting at the CSG. Proxy voting may be allowed.
- 6.3 Notwithstanding section 6.2, any constituency which believes that its vital interests would

be jeopardized by a decision approved by a 2/3 vote may, through its CSG Representative(s) call for unanimity on the decision, and may insist that the matter be discussed at a joint meeting of the Recognized Constituencies, before the decision is made final. This meeting may be conducted electronically. Should it not be possible to reach agreement, the CSG Executive Committee may either present a proposal for majority and minority views or propose that each Recognized Constituency should provide its individual views. In accordance with Section 9.1, however, any amendments to the CSG Charter shall require a vote of unanimity.

- 6.4 Consistent with this Charter, each Recognized Constituency shall develop its own procedures guiding its CSG Executive Committee Representatives in decision making and voting processes within the CSG.

7. Communications

- 7.1 The CSG shall maintain a simple description of its purpose, the Executive Committee members, and relevant contact details, including general information describing the CSG, its role and responsibilities for posting on ICANN's website. Given the small size of the CSG, its limited role, and the decision to leave policy-making decisions at the Constituency level, it shall be the responsibility of each Recognized Constituency to maintain a website listing individual membership information and a public list to facilitate open and dynamic dialog within each Constituency.
- 7.2 The Executive Committee may use communications mechanisms such as email lists.

8. Meetings

- 8.1 Format. The full CSG including its Recognized Constituencies shall meet physically at all ICANN meetings and may convene informational sessions and exchanges, virtually via email or telephone conference calls. The CSG Executive Committee will also convene calls, on an as-needed basis for discussion within the Executive Committee, and as appropriate, with leadership and membership of Constituencies. Prior notice of public meetings and informational sessions shall be provided [via an email announcement via each constituency, or via other mechanism that reaches all Constituencies members.]. Any CSG representative who cannot attend a meeting, may provide his or her position or views to the CSG in advance in a written form.
- 8.2 Minutes. Minutes of the CSG public meetings shall be posted on a publicly available website.
- 8.3 Public Meetings. The CSG Executive Committee shall collaborate on planning face to face meetings and agendas. Meetings held at the ICANN open meetings shall be open to the public unless the CSG Executive Committee decides that extraordinary circumstances indicate a closed or private session. Such decisions to close a meeting are subject to appeal by any member of a Recognized Constituency, and in such instances, the Executive Committee shall take an informal vote of those members then in attendance in person or via remote participation before proceeding to close said meeting.

9. Amendments, Revisions, and Version Control

9.1 Amendments

This Charter may be amended from time to time subject to a unanimous vote of each Recognized Constituency. Amendments shall be proposed in writing, with a suitable discussion period provided to all constituencies, and a suitable voting mechanism established at the constituency level to endorse Charter amendments.

9.2 Interpretation.

If disputes arise regarding the interpretation of this Charter, such interpretation will be first decided upon by the Executive Committee without prejudice to the right of any Recognized Constituency or its member to file a complaint to the ICANN Ombudsman.

9.3 Effect and Transition.

All articles of this revised Charter shall take effect immediately following an affirmative vote of each Recognized Constituency.