

Registrars Stakeholder Group Charter

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Charter Definitions

For purposes of this document, the following definitions shall apply:

“Affiliate” means a person or entity that, directly or indirectly, through one or more intermediaries, Controls, is controlled by, or is under common control with, the person or entity specified.

“Affiliated Registrar” is another Accredited registrar that is an Affiliate of Registrar.

“Applicable Registrar Family” means, with respect to Affiliated Registrars, such Affiliated Registrar as a group.

“Control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of securities, as trustee or executor, by serving as an employee or a member of a board of directors or equivalent governing body, by contract, by credit arrangement or otherwise.

Any disputes regarding these definitions would be resolved by a unanimous decision of the Executive Committee, and absent a unanimous decision, would be resolved by a majority vote of the membership. Any such decision by the Executive Committee should be promptly communicated to the membership.

1. Constitution

- 1.1. The Registrars Stakeholder Group of ICANN’s Generic Name Supporting Organization (GNSO) is constituted according to Article X, Section 5 (1)(b) of the Bylaws of the Internet Corporation for Assigned Names and Numbers.
- 1.2. The purpose of the Registrars Stakeholder Group is to represent the views and interests of professional domain name registrars within ICANN's Supporting Organizations and other relevant ICANN bodies in all matters and issues of its responsibility according to the procedures set forth in the ICANN Bylaws.
- 1.3. For the purposes of this document, the term "ICANN-Accredited Registrar" shall mean those companies, individuals or entities that have been accredited by ICANN to act as Registrars. For the purpose of establishing credentials for any purposes described by these bylaws, the Registrars Stakeholder Group shall defer to the authoritative list of Accredited Registrars maintained by ICANN. This list can be found at <http://www.icann.org/registrars/accredited-list.html>.
- 1.4. The Registrars Stakeholder Group shall neither act as a Registrar Trade Association nor represent collective registrar views or interests in any other forum than those noted in section 1.2 of this document.
- 1.5. The Registrars Stakeholder Group shall refrain from facilitating, promoting or otherwise knowingly allowing collusion or other forms of anti-competitive behavior by member registrars.

2. Membership

- 2.1. Eligibility - Only ICANN Accredited Registrars are eligible for membership in the Registrars Stakeholder Group ("Members"). In keeping with the selective membership criteria of other GNSO Constituencies, the Registrars Stakeholder Group represents the interests of a specific sector, specifically those of ICANN Accredited Registrars. Therefore to avoid conflicts of interest, this typically excludes entities whose primary relationship with ICANN is as a TLD Registry Operator.
- 2.2. Registered Representative - Upon obtaining membership in the Registrars Stakeholder Group, the Member shall designate a Registered Representative who will act as a representative of the firm and have the authorization to speak and vote on behalf of the Member concerning Registrars Stakeholder Group matters. Each Member shall only appoint one such representative. Only the Registered Representative will be allowed to vote or speak formally on behalf of the Member. The Member may change its appointed Registered Representative at any time with notice to the Registrars Stakeholder Group Secretary.
- 2.3. Non-Registered Representatives - Each Member may appoint additional representatives to the Registrars Stakeholder Group. These additional representatives will be known as "Non-Registered Representatives". There shall be no limit as to the number of Non-Registered Representatives that a Member may appoint. Non-Registered Representatives will be afforded the same privileges as Observers; however the participation of Non-Registered Representatives will not be limited as per section 2.7 of these bylaws.
- 2.4. Publication of Membership - Contact details for each Member, and Registered Representatives shall be published on the Registrars Stakeholder Group web site. This publication will constitute the formal membership of the Registrar Stakeholder Group. Only Representatives listed in this publication will be able to vote or otherwise fully participate in the business of the Registrars Stakeholder Group unless the Member has appointed a new representative per Section 2.2 and 2.3 of this Charter.
- 2.5. The Registrars Stakeholder Group may levy reasonable dues on the Members, based on an annual budget approved by a majority vote of the Members, to recoup the cost of providing services to Members. Members that have not paid dues for 60 days or more after such dues are published on the Registrars Stakeholder Group mailing list will not be eligible to vote, sponsor an Elected Member, or to appoint Registered or Non-Registered Representatives.
 - 2.5.1. Services to Members may be defined from time to time by the Registrars Stakeholder Group Executive Committee or the Member.
 - 2.5.2. Unanticipated expenditures in excess of 10% of the approved annual budget shall be subject to approval by a majority vote of the Members.
- 2.6. Transparency - The Registrars Stakeholder Group, when appropriate, feasible, and not contrary to the best interests of the Registrars Stakeholder Group or its Members, shall endeavor to make its activities open to the public.
- 2.7. Observers – Registrars Stakeholder Group meetings and deliberations are open to Observers pursuant to section 2.6. The Executive Committee of the Registrars Stakeholder Group may, in its sole discretion, choose to suspend any observer's access to Registrars Stakeholder Group meetings and deliberations for portions of, or for the entire duration of meetings and

deliberations, if the Executive Committee deems that having observers present is inappropriate, not feasible or contrary to the best interests of the Registrars Stakeholder Group. Any such actions will be noted in the minutes or official record of the meeting or deliberations.

3. Organization and Structure

3.1. Registrars Stakeholder Group Composition - The Registrars Stakeholder Group shall consist of:

3.1.1. Members, consisting of all ICANN Accredited Registrars as defined in Section 1.3, that have paid all associated dues and fees in full;

3.1.2. Four Elected Officers, including a Chairman, Secretary, Treasurer, and Vice Chair & Technology Officer (“Vice Chair”) with the functions described in Section 3.4. Collectively, these officers comprise the Registrars Stakeholder Group Executive Committee (the "Executive Committee");

3.1.3. Three GNSO Council Representatives; and

3.1.4. Registrars Stakeholder Group Working Group Representatives.

3.2. Elected Representatives

3.2.1. The term "Elected Members" shall mean all representatives as described in section 3.1.2, 3.1.3 and 3.1.4.

3.2.2. For the purpose of this document, the term "Elected Officer" shall only mean the positions of Registrars Stakeholder Group Chair, Secretary, Treasurer and Vice Chair as described in Section 3.1.2

3.2.3. The term "Registrars Stakeholder Group Representatives" shall only mean representatives as described in Sections 3.1.3 and 3.1.4.

3.2.4. Elected Members will act impartially, treat all registrars equivalently and be accountable to the Registrars Stakeholder Group for the conduct of the Registrars Stakeholder Group's business.

3.3. Term of Office.

3.3.1. The term of office of an Elected Officer is one year. An Elected Officer may only serve three consecutive terms for the same position. The term of a Registrars Stakeholder Group Representative varies depending on the position.

3.3.2. The term of a GNSO Council Representative is two years. A GNSO Council Representative may only serve two consecutive terms for the same position.

3.3.3. The term of a Working Group Representative shall be equal to the duration of the Working Group that they have been appointed to, or two years, whichever comes first. There are no limits to the number of consecutive terms that a Working Group Representative may be re-elected to.

3.3.4 Limits on Officers from Same Member

No more than one Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the Executive Committee or an RrSG-elected representative on an ICANN Committee or any other RrSG-elected position that may be

created in the future. This does not prohibit an elected member from subsequently serving as the RrSG-elected representative for NomCom, GNSO or any other future ICANN Committee.

3.3.5 Limits on Elected RrSG-designated Representatives for ICANN Committees such as NomCom and GNSO from Same Member.

No more than one Elected Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the NomCom or GNSO or any other future electable RrSG or ICANN Committee position.

3.4. Duties of Office. The Elected Officers and their duties are described as follows:

3.4.1. The Chair, who shall:

- 3.4.1.1. Act as a neutral facilitator of Registrars Stakeholder Group meetings and teleconferences, provide Registrars Stakeholder Group leadership and act as spokesperson for the Registrars Stakeholder Group;
- 3.4.1.2. Facilitate the development of Registrars Stakeholder Group consensus on various issues, as appropriate;
- 3.4.1.3. Represent the Registrars Stakeholder Group on Registrars Stakeholder Group policies and other items that have been deemed to be the official position of the Registrars Stakeholder Group by the Membership; and
- 3.4.1.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.2. The Secretary, who shall:

- 3.4.2.1. Take, maintain and publish in a timely manner minutes of Registrars Stakeholder Group meetings and facilitate communications of the Registrars Stakeholder Group;
- 3.4.2.2. Encourage new registrars to join the Registrars Stakeholder Group;
- 3.4.2.3. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community;
- 3.4.2.4. Manage the Registrars Stakeholder Group web site as appropriate; and
- 3.4.2.5. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.3. The Treasurer, who shall:

- 3.4.3.1. Manage Registrars Stakeholder Group bookkeeping and accounting;
- 3.4.3.2. Report on a monthly basis to the Registrar Stakeholder Group regarding the state of the Registrars Stakeholder Group budget;
- 3.4.3.3. Report on a quarterly basis to the Registrars Stakeholder Group the list of the Registrars Stakeholder Group Members in good standing;
- 3.4.3.4. Make recommendations for and prepare an annual Registrar Stakeholder Group budget;
- 3.4.3.5. Act as liaison with ICANN's finance department and/or other appointed budget committee;
- 3.4.3.6. Collect dues and fees; and

- 3.4.3.7. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.
- 3.4.4. The Vice Chair & Technology Officer, who shall:
 - 3.4.4.1. Monitor and report to the Registrars Stakeholder Group on technical issues relating to the domain name system, including registries' compliance with registry service level agreements;
 - 3.4.4.2. Monitor developments within the Internet Engineering Task Force (IETF), and other technical developments, as appropriate;
 - 3.4.4.3. Facilitate the development of Registrars Stakeholder Group consensus on technology issues;
 - 3.4.4.4. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days; and
 - 3.4.4.5. Act as Chairperson in situations when the Chairperson is temporarily unavailable to do so.
- 3.5. The Elected Members and their duties are described as follows:
 - 3.5.1. Three GNSO Council Representatives, who shall, under the general direction of the Executive Committee;
 - 3.5.1.1. Act as Registrars Stakeholder Group representatives and not as those of their respective entities or organizations. As far as it is practical, GNSO Council representatives shall consult on all relevant matters and decisions with the Registrars Stakeholder Group;
 - 3.5.1.2. If unable to participate in a scheduled GNSO Council meeting or call, provide a proxy to another Registrars Stakeholder Group GNSO Council Representative and notify the GNSO Council Secretariat, and forward a copy of the notice to the Secretary of the Registrars Stakeholder Group. The Registrars Stakeholder Group Secretary shall endeavor to receive all relevant proxies twenty-four (24) hours prior to a GNSO Council meeting; and
 - 3.5.1.3. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2. Working Group Representatives, who shall, under the general direction of the Executive Committee:
 - 3.5.2.1. Represent the interests and position(s) of the Registrars Stakeholder Group in various working groups and industry fora as specified by and per guidance from the Executive Committee;
 - 3.5.2.2. Consult with the Members on an ongoing basis to ensure that the consensus views of the Registrars Stakeholder Group Members are appropriately tabled for consideration by the working group or forum;
 - 3.5.2.3. Track the relevant issues to ensure that the Registrars Stakeholder Group position and consensus view remain appropriate and timely; and
 - 3.5.2.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2.5. Elected Representatives shall not have a role in the governance of the Registrars Stakeholder Group except as Members.

4. Registrars Stakeholder Group Processes

- 4.1. The Executive Committee may divide its duties and responsibilities among the Members as it sees fit and conduct its business as it finds necessary. Responsibilities of the Executive Committee shall include:
 - 4.1.1. Coordinators; Sub-Committees. The Executive Committee may appoint "Coordinators" charged with functional supervision of activities such as membership.
 - 4.1.2. Management of Registrars Stakeholder Group Facilities. The Executive Committee shall be responsible for the management of Registrars Stakeholder Group property and equipment.
 - 4.1.3. Annual Budget. The Executive Committee shall prepare and present an annual budget to the Members for approval and submit it for review by the Membership 30 days prior to a vote by the Members.
 - 4.1.4. Policy Recommendations. The Executive Committee shall be charged with broadly considering Registrars Stakeholder Group policies and making appropriate recommendations to the Members.
 - 4.1.5. Standing Committees. The Executive Committee shall appoint, direct, and coordinate the work of all of its standing administrative committees, except those appointed directly by ICANN or the GNSO.
 - 4.1.6. Conventions, Conferences, and Meetings. The Executive Committee may authorize Registrar Stakeholder Group conventions, conferences, and meetings and approve their dates and locations.
 - 4.1.7. Long-term Registrars Stakeholder Group Operating Plan. The Executive Committee shall have oversight responsibility for the implementation of the Long-term Registrar Stakeholder Group Operating Plan.
- 4.2. Meetings
 - 4.2.1. The Registrars Stakeholder Group meetings should be held, as far as possible, in conjunction with scheduled ICANN meetings. In addition, the Registrars Stakeholder Group may hold other meetings at other times as the Registrars Stakeholder Group sees fits. At all times, forty-five (45) days advance notice will be provided to Members of any upcoming meeting.
 - 4.2.2. Final agendas for the meetings should, by all reasonable efforts, be made available to the Registrars Stakeholder Group no less than twenty-one (21) days prior to the meeting.
 - 4.2.3. Physical and teleconference meetings of the Executive Committee, Elected Representatives, committees and other organizational units of the Registrars Stakeholder Group shall conduct their business in accordance with Robert's Rules of Order (<http://www.rulesonline.com>).
- 4.3. Eligibility for Elected Office
 - 4.3.1. Any representative of any ICANN recognized gTLD Registry in the possession of, or with access to, Registry Proprietary Information or Registry Sensitive Information, as defined in the relevant ICANN/Registry contract is ineligible to represent the Registrars Stakeholder Group as a whole, either as an Elected Officer of the Registrars Stakeholder Group, as an Elected Representative, or as a participant on or delegate to a council or other GNSO or ICANN

committee, working group, or panel, for a period of one year since the last receipt of such information;

- 4.3.2. Only Registered Representatives of Members in good standing are eligible to be nominated to stand as a candidate for any Registrars Stakeholder Group election. Non-Registered Representatives of Members in good standing are also eligible to be nominated to stand as candidates for Registrars Stakeholder Group election to offices covered by Section 3.1.4.
- 4.3.3. Only Registered Representatives of Members in good standing may make nominations for any election of any Elected Member.
- 4.3.4. Each of the GNSO Council Representatives should be from separate geographic region in accordance with ICANN's Bylaws.
- 4.3.5. One nominee - In cases where one nomination has been made and accepted as of the closing of the nomination process (see Section 7.3-Rules of Procedure), the Registrars Stakeholder Group shall hold an election per such section. If the candidate does not receive at least 50% of the votes cast, such candidate shall not be declared the winner and the Registrars Stakeholder Group will open a second election process for such position(s).

4.3.6. Potential Conflicts with another Stakeholder Group (SG)

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG or any Constituency of another SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to substantially similar conditions; then their Registered or Non-Registered representatives shall not be eligible to hold office in the RrSG for the Executive Committee, NomCom, or GNSO, or any other future electable RrSG position. In addition, a Voting Member cannot have a representative who is also a voting member or represents a voting member in another SG.

Any disagreement regarding whether an individual is eligible to hold office shall be decided by a majority vote of the RrSG.

4.3.7. Mandated Resignation of Officer, NomCom, or GNSO Representative

If an elected individual for any position elected by the RrSG ceases to be eligible to serve in office for any reason, including but not limited to section 3.3.4, section 4.3, notice from ICANN, or due to termination of the Officer's or Representative's association with their associated Member, they should tender their resignation immediately and a special election should be held within 30 days of such notice for a replacement to complete the remainder of the term. The Executive Committee may request that the resigning individual continue to serve in their position until a replacement is elected. The resigning individual may also stand for the special election, if nominated and seconded according to the standard election procedures.

Any disagreement regarding whether a member is still eligible to serve in any elected position shall be decided by a majority vote of the RrSG.

4.4. Quorum.

4.4.1. Unless specified otherwise within these Bylaws, a meeting or teleconference with a majority of the Executive Committee, Elected Representatives or any committee of the Registrars Stakeholder Group in attendance shall constitute a quorum. An affirmative vote of at least one half plus one of all ballots cast, provided the total number of those voting is not less than ten percent of the total number of voting Members to a minimum of ten Members, in favor of an amendment is necessary for adoption.

4.5. Voting.

4.5.1. All voting of the Registrars Stakeholder Group shall be undertaken according to the applicable provisions of Section 7-Rules of Procedure, which are determined in accordance with the following provisions:

4.5.1.1. The Executive Committee shall cause the proposed ballot to be published for review and comment by the Membership prior to undertaking a vote on a substantive issue or election of a candidate. This review period shall take place for at least a three-day period and shall end at least two days before the ballots are to be cast.

4.5.1.2. The Registrars Stakeholder Group shall use online voting systems to facilitate participation in the business of the Registrars Stakeholder Group.

4.5.1.3. **Affiliated Members under common ownership shall have only one vote. Only Members in good standing shall have voting rights. If two or more active Members come under common ownership, then they shall only have one vote from that point on, without regard to RrSG fees already paid.**

Any disagreement regarding whether a member is under common ownership with another Member shall be decided by a majority vote of the RrSG.

4.5.1.4. The Registrars Stakeholder Group shall endeavor to provide a standard seven (7) day voting period.

4.5.1.5. Non-payment by any Member of required Registrars Stakeholder Group fees for a period of sixty (60) days or more after the due date of such fees will result in the automatic suspension of the Member's voting privileges, until such time as the Treasurer determines that the Registrars Stakeholder Group fees have been paid in full. The Treasurer will provide notice of such suspension to the Member at least 5 days prior to the suspension taking effect.

4.5.2 Eligibility for Voting

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to

substantially similar conditions; then, their Registered or Non-Registered representatives shall not be eligible to vote in the RrSG.

Any disagreement regarding whether a member is eligible for voting shall be decided by a majority vote of the RrSG.

4.5.3 Fast Track Motions for Single-Candidate Elections

If there is an election with a single nominated candidate, then the Rules of Procedure for Fast Track Motions (Section 7.2) may be applied to said election process.

4.6. Conflict of Interest.

4.6.1. Any person nominated to be an Elected Member must declare potential conflicts of interest as follows:

4.6.1.1. To the effect that such person has not been in possession of any Registry Proprietary or Sensitive Information during the 12 months prior to the announcement of any election that they have been nominated as a candidate in; and

4.6.1.2. Disclosure of any conflict of interest, including contracts of employment or personal services to a Member, any member of another ICANN Registrars Stakeholder Group, or other Observer to the Registrars Stakeholder Group. Such positions shall include, but not be limited to: officer, director, consultant, or employee.

4.6.1.3. The timing of such declarations is prior to the commencement of the election process, and every six months after the election of such person. A statement of disclosure must also be made promptly at any other time that such Elected Member has reason to believe that a conflict has arisen, such person has become in possession of any Registry Proprietary or Sensitive Information, or such person has reasonable cause to know either circumstance is likely to occur within 30 days.

4.6.1.4. The disclosure shall be forwarded to the Secretary of the Registrars Stakeholder Group, who shall immediately publish it to the Registrar Stakeholder Group website and the Registrars Stakeholder Group mailing list.

4.6.1.5. Such person shall recuse him or herself from any decision or vote on a matter giving rise to such conflict.

4.6.1.6. Failure to complete any such declaration will be deemed sufficient basis for the Registrars Stakeholder Group Executive Committee to invalidate the election or appointment of the candidate.

4.7. Vacation of Office. The office of an Elected Member shall be automatically vacated if:

4.7.1. An Elected Member resigns. The resignation shall be deemed effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;

4.7.2. A resolution that the Elected Member be removed from office is passed by two-thirds (2/3) of the voting Members pass in accordance with Section 7-Rules of Procedure;

4.7.3. A Member recalls its designation of such Elected Member as its Registered Representative; or

4.7.4. An Elected Member does not participate for three consecutive scheduled meetings or conference calls, or five scheduled meetings or conference calls in any one term.

- 4.7.5. An exception may be allowed if the Elected Member had provided adequate notice, as appropriate under the circumstances, as determined by a majority of the Executive Committee, and such Member's continued service to the Registrars Stakeholder Group is deemed to be important, not equally fulfilled by another available Registered Representative, and the majority of the Executive Committee has a reasonable belief that such Elected Member will be available for the forthcoming meetings.
- 4.7.6. If an Elected Member cannot be located for whatever reason up to 48 hours prior to a scheduled meeting or conference call, the Executive Committee may designate such Elected Member's proxy to another Elected Member at the same level (i.e., Elected Officer or Elected Representative). Where the Elected Member is the only representative of the Registrars Stakeholder Group on such matter, the Executive Committee may designate a substitute from the Registrars Stakeholder Group for such meeting or call only for the duration of such meeting or call.
- 4.7.7. Provided that if any vacancy shall occur for any reason, an election to fill the vacancy shall occur and that said election will be for the remainder of the Term un-served by such Elected Officer, GNSO Council Representative, or Working Group Representative, as the case may be. At the end of such Term, an election will be held. Such appointee will be eligible to stand for election and the service of such Term remainder shall not be deemed to be one of the consecutive Terms allowed for any Elected Representative under Subsection 3.3 of this Charter.
- 4.7.8. Elections shall proceed according to Section 7-Rules of Procedure.

4.7.9. Vacation of Office

Notwithstanding the reasons for vacating an office, an officer shall hold office until a successor is elected or until the officer dies, resigns, is removed, becomes disqualified or is elected by the RrSG to another office, or if the member that the officer represents is suspended or terminated.

- 4.7.10. Members are allowed to formally abstain during any vote. Formal abstentions are counted solely as part of the total votes cast but are not counted as a vote against the motion.

4.8 Geographic Diversity

- 4.8.1. At the start of the election cycle, the Secretary shall declare the geographic region of the offices that are not up for election.
- 4.8.2. There will first be a call of nominations for candidates from ICANN geographic regions not represented in the last two election cycles.
- 4.8.3. After the first round of nominations, a second nomination round will be conducted, this time open to any candidates from any geographic region.

4.9 Voting by GNSO Councilors

Elected GNSO Councilors must vote as directed by the Executive Committee of this stakeholder group if such direction is provided. The Executive Committee must also communicate all such Councilor direction to the membership and include its reasoning for such.

5. Funding

- 5.1. The Registrars Stakeholder Group Members shall arrange any necessary finance for the Registrars Stakeholder Group in a manner to be agreed by the Registrars Stakeholder Group.

6. Bylaws Amendments

- 6.1. Amendments to this Charter shall be made by ballot of the Members. They may be proposed by the Executive Committee or by petition. A copy of such proposed amendment or amendments, if lawful, and a ballot shall be made available to each Member in good stand at least thirty (30) days before the date designated for counting the ballots. Balloting shall be in accordance with Section 7-Rules of Procedure.
- 6.2. A vote of at least two thirds of all ballots cast, provided the total number of those voting is not less than forty percent (40%) of the total number of voting Members or at least twenty (20) Members, whichever number is larger, in favor of an amendment is necessary for adoption. Voting Members shall be notified as soon as practicable by notice in a publication going to all Members in good standing.
- 6.3. Amendments to this Charter (see Section 8.0) shall take effect thirty (30) days after adoption, but if by amendment Elected Members are changed in status or the number of Elected Members is reduced, each Elected Member shall continue to serve until the term expires.

7. Rules of Procedure

- 7.1 Motions: While any issue may be discussed for an unlimited amount of time on the list, in meetings, or by phone, the following is the formal process for Members to vote on issues, proposals, and positions.
 - 7.1.1 The proponent of a motion shall submit it to the Stakeholder Group mailing list. Such motion generally would include: (a) a substantive description of a new or changed policy, amendment to the Registrar Stakeholder Group Charter or other policy documents; or (b) a position of support for or opposition to a report, policy, or any other matter before the Elected Members of the Stakeholder Group.
 - 7.1.2 The motion must have three endorsements in order to proceed to formal discussion. Solicitation of endorsements in support of the motion may be secured via the Registrar Stakeholder Group mailing list.
 - 7.1.3 The Stakeholder Group Secretary will publish the motion and call for discussion no later than 48 hours after receiving the motion from the proponent and the three endorsements.
 - 7.1.4 Discussion of the motion will be held open on the Stakeholder Group list for no less than 14 days. The Chair will moderate the discussion on the list or at any meeting or call, as applicable.
 - 7.1.5 During such time, amendments may be put forward by electronic communication to the Secretary. The Secretary will accept and publish any amendment formally to the Stakeholder Group list for the Members' consideration only if such amendment is endorsed by a second Member, and such endorsement is communicated by electronic communication to the Secretary and to the Stakeholder Group list.

- 7.1.6 During this period of consideration, the proponent of the motion may accept one or all of the amendments as friendly, and modify her or his motion accordingly. Any friendly amendments will be withdrawn and not considered separately.
- 7.1.7 Any Member can call for a vote after the 14-day period post-publication.
- 7.1.8 The Secretary will create and publish the ballot. The ballot will remain open for inspection and possible amendment or correction for 72 hours prior to the vote.
- 7.1.9 The ballot will allow for a vote on each of: (a) the original motion; and (b) any unfriendly amendments (as deemed by the proponent).
- 7.1.10 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period and keep it open for no less than 7 days, but no more than 21 days. In exceptional circumstances as determined by a majority vote of the Stakeholder Group Executive Committee, however, the Secretary may shorten or extend the period to vote upon proper notice to the voting members via the constituency mailing list or other similar means. Other than as stated in Section 7.2 below, in no event will a vote be open less than 3 business days or longer than 30 days.
- 7.1.11 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.1.12 The motion and any unfriendly amendment will be deemed as adopted by an affirmative vote of more than 50% of the votes cast. In case of a tie the motion or any unfriendly amendment shall be deemed to be defeated.
- 7.1.13 In case of a motion with multiple choices or options, the choice or option receiving the greatest number of votes shall be deemed adopted.
- 7.1.14 Notwithstanding Sections 12 and 13 above, if in any vote fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated. In such cases, upon a majority vote of the Stakeholder Group Executive Committee, a revote on the same ballot shall take place.
- 7.1.15 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has completed and the vote is closed.
- 7.2 Fast Track Motions
 - 7.2.1 Notwithstanding the above, certain motions may receive “Fast Track” treatment.
 - 7.2.2 Requests for Fast Track treatment may be made by any Member at any scheduled meeting of the Stakeholder Group or electronically on the Stakeholder Group list and must include a written justification supporting the Fast Track treatment.
 - 7.2.3 Fast Track treatment only is available in exigent circumstances. Exigent circumstances exist if following the standard timing of a motion in Section I above would dramatically harm the value or effectiveness of the motion and it would not have been reasonable to have foreseen the need for such a motion at a time when a Section 7.1 motion was viable. For example, the Stakeholder Group may need to respond quickly to an unforeseen request of a third party, such as ICANN, the Stakeholder Group may want to issue a position statement on a matter that

mandates fast action, or the Stakeholder Group must address a policy issue through a Fast Track motion because it would have been impossible to have addressed the issue through a Section 7.1 motion.

- 7.2.4 A motion may be considered to be Fast Track only upon a majority vote of the Stakeholder Group Executive Committee. In considering whether to approve Fast Track treatment, the Executive Committee should consider the justification for the treatment, only grant it in exceptional circumstances, and provide a written summary of its rationale in approving it.
- 7.2.5 Motions to amend the Registrars Stakeholder Group Charter are ineligible for Fast Track treatment.
- 7.2.6 Any motion receiving Fast Track treatment made at an in-person meeting must also be published on the Stakeholder Group list prior to a vote.
- 7.2.7 Fast Track motions must have 5 endorsements to proceed to a vote.
- 7.2.8 After discussion, a vote will be called on a Fast Track motion by the Chair of the Stakeholder Group or Vice Chair if the Chair is unavailable. The timing of the vote must be announced on the Stakeholder Group list and all Members, who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote, may vote regardless or not if they are present at an in-person meeting. The call for the vote on the Stakeholder Group list must occur at least six hours prior to the end of the vote.
- 7.2.9 Fast Track motions and any unfriendly amendment thereto will be deemed as adopted by an affirmative vote of two-thirds or more of the votes cast.
- 7.2.10 Notwithstanding paragraph 7.2.9 above, if in any vote on a Fast Track motion fewer than the larger of (a) 33% of those Members registered to vote or (b) 18 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated.
- 7.2.11 If a Fast Track motion is defeated, it may be made again to the Stakeholder Group using the standard motion procedures in Section 7.1 above.
- 7.2.12 The voting results of all Fast Track motions will be published on the Stakeholder Group list, including specific ballots cast by Members.
- 7.3 Elections: While any candidate may be discussed on the list, in meetings, or by phone, the following is the formal process for Members to vote on candidates for Elected Office.
 - 7.3.1 Whenever a position opens requiring the election of a Member, the Stakeholder Group Chair shall call for an election and the Secretary shall accept nominations for a period of no less than 7 days.
 - 7.3.2 Any Member in good standing may nominate a candidate by submitting such candidate's name to the Stakeholder Group mailing list.
 - 7.3.3 Each nomination must be seconded by at least one additional Member in good standing. The nominee must accept the nomination and provide a conflict of interest statement before the later of the close of the nomination period or 2 days from the date of the nomination, in order for the nomination to be valid. Seconding a nomination, accepting a nomination and providing

a conflict of interest statement must be conveyed by electronic means to the Stakeholder Group Secretary.

- 7.3.4 Once the nomination period has closed, The Stakeholder Group Secretary will publish the list of nominees and call for a discussion of the candidates. The discussion of the candidates will last for a period of time specified in each case by the Secretary, but no longer than 7 days.
- 7.3.5 Upon close of the discussion of candidates, the Secretary will create and publish the ballot. The ballot will remain open for inspection and possible correction for 72 hours prior to the vote and will only include the names of such candidates who have met the requirements of Section 7- Rules of Procedure and all other applicable Charter provisions.
- 7.3.6 The ballot will allow for a vote on each of the nominees.
- 7.3.7 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period, and other than in exceptional circumstances as deemed by a majority vote of the Stakeholder Group Executive Committee, will keep it open for no less than 7 days, but no more than 14 days. In the case of an exceptional circumstance as deemed by a majority vote of the Stakeholder Group Executive Committee, the Secretary will notify the Voting Members at the time the ballot is published and will keep the vote open no less than 3 business days.
- 7.3.8 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.3.9 For the election of Officers, GNSO Council Representatives, and GNSO Working Group Representatives, the candidate(s) receiving a majority of the votes cast (which total shall include votes cast for all candidates and any abstentions) shall be declared the winner. In the case where no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the greatest number of votes. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.10 For the election of all other positions, the candidate(s) receiving the greatest number of votes shall be declared the winner. In case of a tie, there shall be a run-off election. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.11 Notwithstanding Sections 7.3.9 and 7.3.10 above, if in any election fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote

(including any abstentions), such election will be deemed null and void and of no effect, and a revote on the same ballot shall take place.

7.3.12 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has closed.

7.4 General

7.4.1 If there is any conflict between Section 7-Rules of Procedure and Sections 1-6 of the Charter, the latter provisions shall govern.

7.4.2 Defined terms shall have the meanings set forth in this Charter.

8. Approved Charter Amendment Tracking Log

Version	Date	Name	Description
3.0	17 Apr 2003		Bylaws of the ICANN GNSO Registrar Constituency Version 3, Revision 0, Draft 0
4.0	24 Feb 2009	Tim Ruiz	Stakeholder Group Transitional Charter submitted to ICANN Board for approval
4.1	22 Jun 2009	Structural Improvements Committee (SIC)	Revisions per ICANN Board
4.2	30 Jul 2009	Structural Improvements Committee (SIC)	Additional revisions approved by ICANN Board
5.0	25 Sep 2013	Michele Neylon, Chair	<ul style="list-style-type: none"> • Address capabilities of members to serve in leadership positions • Clarify voting rights of RrSG members • Provide clarity regarding ability of affiliated members under common ownership to vote • Streamline election of officers when there is only one candidate • Provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office • Clarification of the directed voting of GNSO Councilors
5.1	27 May 2013	ICANN Staff Recommendations approved by Michele Neylon, Chair	<ul style="list-style-type: none"> • Incorporation of Rules of Procedure (previously separate) into Charter as Section 7 • Added Amendments Tracking Log (Section 8), Table of Contents, and page numbering