

# ICANN Bylaw Changes Related to GNSO Restructuring and Improvements

## ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; SECTION 2. ORGANIZATION

The GNSO shall consist of (i) various Constituencies representing particular groups of stakeholders, as described in [Section 5 of this Article](#) and (ii) a GNSO Council responsible for managing the policy development process of the GNSO.

The GNSO shall consist of (i) four Stakeholder Groups representing particular Constituencies, as described in [Section 5 of this Article \(link TBD\)](#) and (ii) a GNSO Council responsible for managing the policy development process of the GNSO, as described in [Section 3 of this Article \(link TBD\)](#).

## ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; SECTION 3. GNSO COUNCIL

1. Subject to the provisions of the [Transition Article of these Bylaws](#), the GNSO Council shall consist of three representatives selected by each of the Constituencies described in [Section 5 of this Article](#), and three persons selected by the ICANN Nominating Committee. No two representatives selected by a Constituency shall be citizens of the same country or of countries located in the same Geographic Region. There may also be two liaisons to the GNSO Council, one appointed by each of the Governmental Advisory Committee and the At-Large Advisory Committee from time to time, who shall not be members of or entitled to vote on the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council. The appointing Advisory Committee shall designate its liaison (or revoke or change the designation of its liaison) on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary. The GNSO Council may also have observers as described in [paragraph 9 of this Section](#).

1. Subject to the provisions of [Transition Article XX, Section 5 of these Bylaws \(link TBD\)](#) and as described in [Section 5 of Article X \(link TBD\)](#), the GNSO Council shall consist of:

- a. three representatives selected from the Registry Stakeholder Group;
- b. three representatives selected from the Registrar Stakeholder Group;
- c. six representatives selected from the Commercial Stakeholder Group;
- d. six representatives selected from the Non-Commercial Stakeholder Group; and
- e. three representatives selected by the ICANN Nominating Committee, one of which shall be non-voting, but otherwise entitled to participate on equal footing with members of the GNSO Council.

Each Stakeholder Group may select representatives according to its Charter procedures subject to the provision that each Board-recognized Constituency shall be allocated a minimum of one seat on the GNSO Council. No individual representative may hold more than one seat on the GNSO Council at the same time. For Stakeholder Groups with three seats on the GNSO Council, no two representatives shall be citizens of the same country or of countries located in the same Geographic Region. For Stakeholder Groups with six seats on the GNSO Council, no three representatives shall be citizens of the same country or of countries in the same Geographic Region<sup>1</sup>. There may also be liaisons to the GNSO Council from other ICANN Supporting Organizations and/or Advisory Committees, from time to time, who shall not be members of or entitled to vote on the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council<sup>2</sup>. The appointing organization shall designate its liaison (or revoke or change the designation of its liaison) on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary. The GNSO Council may also have observers as described in [paragraph 9 of this Section \(link TBD\)](#).

<sup>1</sup> Rationale: Staff suggests moving the geographic diversity requirement from Constituency to SG as a way of facilitating broader application. The limitation of two per country/region could pose difficulties at the SG level, therefore, Staff recommends changing it from 2 to 3 for those SGs with six Council seats.

<sup>2</sup> Rationale: Staff recommends leaving the Bylaws general and specifying liaisons in the GNSO Operating Rules and Procedures.

2. Subject to the provisions of the [Transition Article of these Bylaws](#): (a) the regular term of each GNSO Council member shall begin at the conclusion of an ICANN annual meeting and shall end at the conclusion of the second ICANN annual meeting thereafter; (b) the regular term of one representative selected by each Constituency shall begin in an even-numbered year and the regular term of the other representative selected by the Constituency shall begin in an odd-numbered year; and (c) the regular term of one of the three members selected by the Nominating Committee shall begin in even-numbered years and the regular term of the other two of the three members selected by the Nominating Committee shall begin in odd-numbered years. Each GNSO Council member shall hold office during his or her regular term and until a successor has been selected and qualified or until that member resigns or is removed in accordance with these Bylaws.

2. Subject to the provisions of the [Transition Article XX, Section 5 of these Bylaws \(link TBD\)](#), the regular term of each GNSO Council member shall begin at the conclusion of an ICANN annual meeting and shall end at the conclusion of the second ICANN annual meeting thereafter. The regular term of two representatives selected from Stakeholder Groups with three Council seats shall begin in even-numbered years and the regular term of the other representative selected from that Stakeholder Group shall begin in odd-numbered years. The regular term of three representatives selected from Stakeholder Groups with six Council seats shall begin in even-numbered years and the regular term of the other three representatives selected from that Stakeholder Group shall begin in odd-numbered years. The regular term of one of the three members selected by the Nominating Committee shall begin in even-numbered years and the regular term of the other two of the three members selected by the Nominating Committee shall begin in odd-numbered years. Each GNSO Council member shall hold office during his or her regular term and until a successor has been selected and qualified or until that member resigns or is removed in accordance with these Bylaws.

Except in a “special circumstance,” such as to meet geographic diversity requirements, where no alternative representative is available to serve, no Council member may be selected to serve more than two consecutive terms. For these purposes, a person selected to fill a vacancy in a term shall not be deemed to have served that term. A former Council member must remain out of office for one full term prior to serving any subsequent term. A “special circumstance” is approved by majority vote [of both houses] of the GNSO Council.<sup>3</sup>

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<sup>3</sup> Note: this term limit provision has not been included the Bylaws yet, but has been approved by the Board, which decided that it shall be implemented at the ICANN meeting in Seoul (2009).

3. A GNSO Council member may resign at any time by giving written notice to the ICANN Secretary. A GNSO Council member selected by a Constituency may be removed by that Constituency according to its published procedures. A GNSO Council member selected by the Nominating Committee may be removed for cause stated by a three-fourths (3/4) vote (see [Section 5\(2\) of this Article](#)) of all members of the GNSO Council (excluding the member to be removed), subject to approval by the ICANN Board. A vacancy on the GNSO Council shall be deemed to exist in the case of the death, resignation, or removal of any member. Vacancies shall be filled for the unexpired term involved by the Nominating Committee giving the ICANN Secretary written notice of its selection, unless the member holding the position before the vacancy occurred was selected by a Constituency, in which case that Constituency shall fill the unexpired term by giving the ICANN Secretary written notice of its selection.

3. Procedures for handling GNSO Council member vacancies, resignations, and removals are prescribed in the GNSO Council Operating Rules and Procedures approved by the Board.

*Note: we recommend that the following language be deleted from the Bylaws and moved to the GNSO Council Operating Rules and Procedures.*

3. A GNSO Council member may resign at any time by giving written notice to the ICANN Secretary. A GNSO Council member selected from a Stakeholder Group may be removed by that Stakeholder Group according to its published procedures. Subject to approval by the ICANN Board, a GNSO Council member selected by the Nominating Committee<sup>4</sup> may be removed for cause stated as follows:

- a) a vote of at least three-fourths (3/4) of the Non-Contracted Party House (excluding the Nominating Committee appointee) to remove its Nominating Committee appointee;
- b) a vote of at least three-fourths (3/4) of the Contracted Party House (excluding the Nominating Committee appointee) to remove its Nominating Committee appointee; or
- c) a vote of at least three-fourths (3/4) of both voting houses to remove the Council-level non-voting Nominating Committee appointee.

A vacancy on the GNSO Council shall be deemed to exist in the case of the death, resignation, or removal of any member. Vacancies shall be filled for the unexpired term by the appropriate Nominating Committee or the appropriate Stakeholder Group, by giving the ICANN Secretary written notice of its selection.

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<sup>4</sup> Recommendation: a procedure should be drafted and included within the GNSO Council Operating Rules to remove a member selected from/by a Stakeholder Group (formerly Constituency).

<p>6. The GNSO Council shall make selections to fill Seats 13 and 14 on the ICANN Board by written ballot or by action at a meeting; any such selection must have affirmative votes comprising a majority of the votes of all the members of the GNSO Council. Notification of the GNSO Council's selections shall be given by the GNSO Chair in writing to the ICANN Secretary, consistent with Article VI, Sections <a href="#">8(4)</a> and <a href="#">12(1)</a>.</p>	<p>6. Each of the two GNSO Voting Houses, as described in <a href="#">Section 3(8) of this Article (link TBD)</a>, shall make a selection to fill one of two ICANN Board seats, as outlined below, by written ballot or by action at a meeting; any such selection must have affirmative votes comprising 60% of all the respective voting house members:</p> <ul style="list-style-type: none"> <li>a. the Contracted Party House shall select Seat 13; and</li> <li>b. the Non-Contracted Party House shall select Seat 14<sup>5</sup>.</li> </ul> <p>Both seats shall not be held by individuals who are employed by, an agent of, or receive any compensation from an ICANN-accredited registry or registrar nor shall both seats be held by individuals who are the elected or appointed representatives to one of the four GNSO Stakeholder Groups or any Constituency. Notification of the Board seat selections shall be given by the GNSO Chair in writing to the ICANN Secretary, consistent with Article VI, Sections <a href="#">8(4)</a> and <a href="#">12(1)</a>.</p>
<p>7. The GNSO Council shall select the GNSO Chair, for a term the GNSO Council specifies but not longer than one year, by written ballot or by action at a meeting. Any such selection must have affirmative votes comprising a majority of the votes of all the members of the GNSO Council.</p>	<p>7. The GNSO Council shall select the GNSO Chair and one or more Vice-Chairs for a term the GNSO Council specifies, but not longer than one year, by written ballot or by action at a meeting. The provisions for selecting these positions are contained in the GNSO Council Operating Rules and Procedures approved by the Board<sup>6</sup>.</p>

<sup>5</sup> Note: language as proposed by the WG-GCR (not yet resolved by Board).

<sup>6</sup> Note: Chair and Vice-Chair election procedures were specified by the WG-GCR and will be included in the DRAFT GNSO Council Operating Rules.

*Note: the language below was originally in Section 5(2) and has been duplicated here for ease of reference; however, since it applies to Council level voting and not, specifically, Stakeholder Groups, it has been moved and rewritten as Section 3(8).*

2. The number of votes that members of the GNSO Council may cast shall be equalized so that the aggregate number of votes of representatives selected by the Constituencies (currently the gTLD Registries and Registrars) that are under contract with ICANN obligating them to implement ICANN-adopted policies is equal to the number of votes of representatives selected by other Constituencies. Initially, each member of the GNSO Council selected by the gTLD Registries Constituency or the Registrars Constituency shall be entitled to cast two votes and all other members (including those selected by the Nominating Committee) shall be entitled to cast one vote. In the event that there is a change in the Constituencies that are entitled to select voting members of the GNSO Council, the Board shall review the change in circumstances and by resolution revise the procedure for equalization of votes in a manner consistent with this paragraph 2.

8. For voting purposes only, the GNSO Council (see [Section 3\(1\) of this Article](#)) shall be organized into a bicameral house structure as described below:

- a. the Contracted Party House includes the Registry Stakeholder Group (three members), the Registrar Stakeholder Group (three members), and one voting member appointed by the ICANN Nominating Committee for a total of seven voting members; and
- b. the Non-Contracted Party House includes the Commercial Stakeholder Group (six members), the Non-Commercial Stakeholder Group (six members), and one voting member appointed by the ICANN Nominating Committee for a total of thirteen voting members.

Each member of a voting house is entitled to cast one vote in each separate matter before the GNSO Council.

Except as otherwise specified in the [Transition Article XX, Section 5 \(link TBD\) or Annex A of these Bylaws \(link TBD\)](#), all bicameral house voting thresholds required to pass a GNSO Council motion or other action are prescribed in the GNSO Council Operating Rules and Procedures<sup>7</sup>.

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<sup>7</sup> Rationale: other than those Policy Development Process (PDP) voting thresholds [see Article XX, Section 5(9)], Staff recommends that all other voting thresholds be deleted from the Bylaws and moved to the Council's Operating Rules as approved by the Board.

**ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; SECTION 5. STAKEHOLDER GROUPS**

1. The following self-organized Constituencies are hereby recognized as representative of a specific and significant group of stakeholders and, subject to the provisions of the [Transition Article of these Bylaws](#), shall each select two representatives to the GNSO Council:

- a. gTLD Registries (representing all gTLD registries under contract to ICANN);
- b. Registrars (representing all registrars accredited by and under contract to ICANN);
- c. Internet Service and Connectivity Providers (representing all entities providing Internet service and connectivity to Internet users);
- d. Commercial and Business Users (representing both large and small commercial entity users of the Internet);
- e. Non-Commercial Users (representing the full range of non-commercial entity users of the Internet); and
- f. Intellectual Property Interests (representing the full range of trademark and other intellectual property interests relating to the DNS).

1. The following Stakeholder Groups are hereby recognized as representative of a specific group of Constituencies, approved by the Board, and subject to the provisions of the [Transition Article XX, Section 5 of these Bylaws \(link TBD\)](#):

- a. Registry Stakeholder Group representing all gTLD registries under contract to ICANN;
- b. Registrar Stakeholder Group representing all registrars accredited by and under contract to ICANN;
- c. Commercial Stakeholder Group representing the full range of large and small commercial entities of the Internet;
- d. Non-Commercial Stakeholder Group representing the full range of non-commercial entities of the Internet; and

Each Stakeholder Group is assigned a specific number of Council seats in accordance with [Section 3\(1\) of this Article \(link TBD\)](#). When the number of Board-recognized Constituencies reaches three in any Stakeholder Group with three Council seats or six in any Stakeholder Group with six Council Seats, the Board will consider any structural or procedural changes that may be appropriate to ensure that the GNSO Council may continue to accommodate additional Constituencies consistent with the principles and provisions of these Bylaws<sup>8</sup>.

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<sup>8</sup> Rationale: there has been much community discussion concerning how SGs will handle the situation when the number of Board-recognized Constituencies exceeds the number of available Council seats allocated. This Bylaws provision is intended to place the responsibility on the Board to resolve any structural or voting impediment that may occur and to do so in advance of any constraint being realized.



<p>2. The number of votes that members of the GNSO Council may cast shall be equalized so that the aggregate number of votes of representatives selected by the Constituencies (currently the gTLD Registries and Registrars) that are under contract with ICANN obligating them to implement ICANN-adopted policies is equal to the number of votes of representatives selected by other Constituencies. Initially, each member of the GNSO Council selected by the gTLD Registries Constituency or the Registrars Constituency shall be entitled to cast two votes and all other members (including those selected by the Nominating Committee) shall be entitled to cast one vote. In the event that there is a change in the Constituencies that are entitled to select voting members of the GNSO Council, the Board shall review the change in circumstances and by resolution revise the procedure for equalization of votes in a manner consistent with this paragraph 2.</p>	<p>2. <i>Note: this section was moved to become Par. 8 of Section 5 (above) since it applies to Council level voting and not, specifically, Stakeholder Groups, which is the new title of this section. If accepted, paragraphs 3-4 below should be renumbered.</i></p>
<p>3. Each Constituency identified in <a href="#">paragraph 1 of this Section</a> shall maintain its recognition, and thus its ability to select GNSO Council representatives, only so long as it in fact represents the interests globally of the stakeholder communities it purports to represent, and shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness. [No individual or entity shall be excluded from participation in a Constituency merely because of participation in another Constituency]<sup>9</sup>.</p>	<p>3. Each Stakeholder Group identified in <a href="#">paragraph 1 of this Section (link TBD)</a> and each of its approved Constituency members shall maintain recognition with the ICANN Board. Recognition is granted by the Board based upon the extent to which, in fact, the entity represents the global interests of the stakeholder communities it purports to represent and operates to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness. Stakeholder Group and Constituency Charters will be reviewed periodically as prescribed by the Board.</p>

<sup>9</sup> Rationale: Staff recommends deleting this text. In its role of reviewing Stakeholder Group and Constituency Charters, the Board should ensure that membership and voting procedures are designed to preserve fairness, participation, and inclusiveness while minimizing undesirable consequences that might occur due to multiple memberships.



<p>4. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency. Any such petition shall contain a detailed explanation of:</p> <p>a. Why the addition of such a Constituency will improve the ability of the GNSO to carry out its policy-development responsibilities; and</p> <p>b. Why the proposed new Constituency would adequately represent, on a global basis, the stakeholders it seeks to represent.</p> <p>Any petition for the recognition of a new Constituency shall be posted for public comment.</p>	<p>4. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency <b>including recommended organizational placement within a particular Stakeholder Group</b>. Any such petition shall contain a detailed explanation of:</p> <p>a. Why the addition of such a Constituency will improve the ability of the GNSO to carry out its policy-development responsibilities; and</p> <p>b. Why the proposed new Constituency would adequately represent, on a global basis, the stakeholders it seeks to represent.</p> <p>Any petition for the recognition of a new Constituency shall be posted for public comment. <b>Prior to approval and confirmation, such new Constituency shall submit a formal charter to the Board that adheres to the principles and procedures contained in these Bylaws.</b></p>
<p>5. The Board may create new Constituencies in response to such a petition, or on its own motion, if it determines that such action would serve the purposes of ICANN. In the event the Board is considering acting on its own motion it shall post a detailed explanation of why such action is necessary or desirable, set a reasonable time for public comment, and not make a final decision on whether to create such new Constituency until after reviewing all comments received. Whenever the Board posts a petition or recommendation for a new Constituency for public comment, it shall notify the GNSO Council and shall consider any response to that notification prior to taking action.</p>	<p>5. The Board may create new Constituencies <b>within any Stakeholder Group</b> in response to such a petition, or on its own motion, if it determines that such action would serve the purposes of ICANN. In the event the Board is considering acting on its own motion, it shall post a detailed explanation of why such action is necessary or desirable, set a reasonable time for public comment, and not make a final decision on whether to create such new Constituency until after reviewing all comments received. Whenever the Board posts a petition or recommendation for a new Constituency for public comment, it shall notify the GNSO Council <b>and the appropriate Stakeholder Group affected</b> and shall consider any response to that notification prior to taking action.</p>

**ARTICLE XX: TRANSITION ARTICLE; SECTION 5. GENERIC NAMES SUPPORTING ORGANIZATION**

<p>1. The <a href="#">Domain Name Supporting Organization</a> shall cease operations upon the adoption of this Transition Article, except that the <a href="#">Names Council</a> of the Domain Name Supporting Organization may act for the limited purpose of authorizing the transfer of any funds it has collected to the benefit of the GNSO.</p>	<p><i>Note: it does not appear that a transition article is required.</i></p> <p><i>This entire Article should be condensed and renumbered to eliminate empty sections.</i></p>
<p>2. The Generic Names Supporting Organization ("GNSO") shall commence operations upon the adoption of this Transition Article, and the following six DNSO constituencies shall automatically become constituencies of the GNSO, initially under their existing charter:</p> <p>a. The <a href="#">commercial and business entities constituency of the DNSO</a> shall become the <a href="#">Commercial and Business Users constituency of the GNSO</a>.</p> <p>b. The <a href="#">gTLD registries constituency of the DNSO</a> shall become the <a href="#">gTLD Registries constituency of the GNSO</a>.</p> <p>c. The <a href="#">ISP and connectivity providers constituency of the DNSO</a> shall become the <a href="#">Internet Service and Connectivity Providers constituency of the GNSO</a>.</p> <p>d. The <a href="#">non-commercial domain name holders constituency of the DNSO</a> shall become the <a href="#">Non-Commercial Users constituency of the GNSO</a>.</p> <p>e. The <a href="#">registrars constituency of the DNSO</a> shall become the <a href="#">Registrars constituency of the GNSO</a>.</p> <p>f. The <a href="#">trademark, other intellectual property and anti-counterfeiting interests constituency of the DNSO</a> shall become the <a href="#">Intellectual Property Interests constituency of the GNSO</a>.</p>	<p>2. The Generic Names Supporting Organization ("GNSO"), upon the adoption of this Transition Article, shall <b>continue its operations</b>; however, it shall be restructured into <b>four new Stakeholder Groups</b> which shall <b>represent, organizationally, the former Constituencies of the GNSO, subject to ICANN Board approval of each individual Stakeholder Group Charter:</b></p> <p>a. <b>The gTLD Registry Constituency shall be assigned to the Registry Stakeholder Group;</b></p> <p>b. <b>The Registrar Constituency shall be assigned to the Registrar Stakeholder Group;</b></p> <p>c. <b>The Business Constituency shall be assigned to the Commercial Stakeholder Group;</b></p> <p>d. <b>The Intellectual Property Constituency shall be assigned to the Commercial Stakeholder Group;</b></p> <p>e. <b>The Internet Services Providers Constituency shall be assigned to the Commercial Stakeholder Group; and</b></p> <p>f. <b>The Non-Commercial Users Constituency shall be assigned to the Non-Commercial Stakeholder Group.</b></p>

<p>3. Notwithstanding the adoption or effectiveness of the New Bylaws, each GNSO constituency described in <a href="#">paragraph 2 of this Section 5</a> shall continue operating as before and no constituency official, task force, or other activity shall be changed until further action of the constituency, provided that each GNSO constituency shall submit to the ICANN Secretary a new charter and statement of operating procedures, adopted according to the constituency's processes and consistent with the New Bylaws, no later than 15 July 2003.</p>	<p>3. Notwithstanding the adoption of these Bylaws <b>Amendments</b>, each GNSO Constituency described in paragraph <b>2</b> above shall continue operating <b>substantially</b> as before and no Constituency official, <b>working group</b>, or other activity shall be changed until further action of the Constituency, provided that each GNSO Constituency shall submit to the ICANN Secretary a new or revised Charter <b>inclusive of its</b> operating procedures, adopted according to the Constituency's processes and consistent with these Bylaws <b>Amendments</b>, no later than <b>the ICANN meeting in June 2009</b>.</p>
<p>4. Until the conclusion of the ICANN annual meeting in 2003, the GNSO Council shall consist of three representatives of each constituency of the GNSO plus, upon their selection by the Nominating Committee, three persons selected by that committee. It may also have liaisons appointed by the Governmental Advisory Committee and (Interim) At-Large Advisory Committee, as provided in <a href="#">Article X, Section 3(1) of the New Bylaws</a>. Thereafter, the composition of the GNSO Council shall be <a href="#">as provided in the New Bylaws</a>, as they may be amended from time to time, without regard to this Transition Article. All committees, task forces, working groups, drafting committees, and similar groups established by the DNSO Names Council and in existence immediately before the adoption of this Transition Article shall continue in existence as groups of the GNSO Council with the same charters, membership, and activities, subject to any change by action of the GNSO Council.</p>	<p>4. <b>Prior to</b> the commencement of the ICANN meeting <b>in June 2009</b>, the GNSO Council shall consist of <b>its current Constituency structure</b> as described in <a href="#">Article X, Section 3(1) of the Bylaws (link TBD)</a>. Thereafter, the composition of the GNSO Council shall be as provided in these Bylaws, as they may be amended from time to time. All committees, task forces, working groups, drafting committees, and similar groups established by the <b>GNSO Council</b> and in existence immediately before the adoption of this Transition Article shall continue in existence with the same charters, membership, and activities, subject to any change by action of the GNSO Council.</p>

5. Upon the adoption of this Transition Article, the three representatives on the Domain Name Supporting Organization ("DNSO") Names Council from each of six DNSO constituencies shall be seated as representatives of constituencies on the GNSO Council, as follows:

- a. The three representatives of the commercial and business entities constituency of the DNSO shall be seated as representatives of the Commercial and Business Users constituency of the GNSO.
- b. The three representatives of the gTLD registries constituency of the DNSO shall be seated as representatives of the gTLD Registries constituency of the GNSO.
- c. The three representatives of the ISP and connectivity providers constituency of the DNSO shall be seated as representatives of the Internet Service and Connectivity Providers constituency of the GNSO.
- d. The three representatives of the non-commercial domain name holders constituency of the DNSO shall be seated as representatives of the Non-Commercial Users constituency of the GNSO.
- e. The three representatives of the registrars constituency of the DNSO shall be seated as representatives of the Registrars constituency of the GNSO.
- f. The three representatives of the trademark, other intellectual property and anti-counterfeiting interests constituency of the DNSO shall be seated as representatives of the Intellectual Property Interests constituency of the GNSO.

5. Upon the adoption of this Transition Article, the representatives on the Generic Name Supporting Organization ("GNSO") Council from each of the existing six Constituencies shall be appointed or elected consistent with the number of Council seats allocated by its respective Stakeholder Group subject to the following:

- a. The three seats currently assigned to the Registry Constituency shall be reassigned as three seats of the Registry Stakeholder Group;
- b. The three seats currently assigned to the Registrar Constituency shall be reassigned as three seats of the Registrar Stakeholder Group;
- c. The three seats currently assigned to each of the Business Constituency, the Intellectual Property Constituency, and the Internet Services Provider Constituency (nine total) shall be decreased to be six seats of the Commercial Stakeholder Group;
- d. The three seats currently assigned to the Non-Commercial Users Constituency shall be increased to be six seats of the Non-Commercial Stakeholder Group.
- e. The three seats currently selected by the Nominating Committee shall be assigned as follows: one voting member to the Contracted Party House, one voting member to the Non-Contracted Party House, and one non-voting member assigned to the GNSO Council at large.

<p>6. The terms of the GNSO Council members described in <a href="#">paragraph 5 of this Section 5</a> shall last for the remainder of their terms under the Old Bylaws, except that the terms of all of those GNSO Council members shall end at the conclusion of the ICANN annual meeting in 2003. Any vacancy occurring before that time in a position on the GNSO Council described in paragraph 5 of this Section 5 shall be filled by the constituency that the vacant position represents for the remainder of the term lasting until the conclusion of the ICANN annual meeting in 2003. In selecting three persons to serve on the GNSO Council, the initial Nominating Committee shall designate one to serve a term until the conclusion of the ICANN annual meeting in 2004 and the other two to serve terms until the conclusion of the ICANN annual meeting in 2005.</p>	<p><i>Note: this paragraph should contain the transition procedures prepared by the GNSO Council as part of its Restructure Implementation Plan. It should contain, inter alia, provisions concerning vacancies, how staggered terms will be managed, whether all new elections should be held (and, if so, when), how term limits will be implemented, and time frames for various tasks/activities.</i></p>
<p>7. Promptly after the adoption of this Transition Article, the Generic Names Supporting Organization shall, <a href="#">through the GNSO Council, make selections of Directors to fill Seats 13 and 14 on the New Board</a>, with terms to conclude upon the commencement of the first regular terms specified for each of those Seats in <a href="#">Article VI, Section 8(1)(d) and (e) of the New Bylaws</a>, and shall give the ICANN Secretary written notice of its selections.</p>	<p><i>Note: it does not appear that a transition article is required.</i></p>
<p>8. In the absence of further action on the topic by the New Board, each of the GNSO constituencies shall select two representatives to the GNSO Council no later than 1 October 2003, and shall provide the ICANN Secretary written notice of its selections. Each constituency shall designate one of those representatives to serve a one-year term, and one to serve a two year-term. Each successor to those representatives shall serve a two-year term.</p>	<p><i>Note: these topics should be covered in Paragraph 6 above.</i></p>
<p>9. Upon the adoption of this Transition Article, and until further action by the ICANN Board, the GNSO Council shall assume responsibility for the DNSO General Assembly e-mail announcement and discussion lists.</p>	<p><i>Note: it does not appear that a transition article is required.</i></p>

<p>10. Each of the constituencies identified in <a href="#">paragraph 5 of this Section 5</a> that are designated to select a delegate to the Nominating Committee under <a href="#">Article VII, Section 2 of the New Bylaws</a> shall promptly, upon adoption of this Transition Article, notify the ICANN Secretary of the person(s) selected to serve as delegates.</p>	<p><i>Note: it does not appear that a transition article is required.</i></p>
	<p>11. In the absence of further action by the Board to modify or amend Annex A to these Bylaws and/or this Transition Article XX, Section 5, the newly seated GNSO Council will utilize the following voting thresholds for all policy development activity conducted commencing with the ICANN meeting in June 2009<sup>10</sup>:</p> <ul style="list-style-type: none"> <li>a. <u>Create an Issues Report</u>: requires more than 25% vote of both houses or majority of one house;</li> <li>b. <u>Initiate a PDP Within Scope</u>: requires more than 33% vote of both houses or more than 66% vote of one house;</li> <li>c. <u>Initiate a PDP Not Within Scope</u>: requires a vote of more than 75% of one house and a majority of the other house (“Super Majority”);</li> <li>d. <u>Approve a PDP Without a Super Majority</u>: requires a majority of both houses and further requires that one representative of at least 3 of the 4 Stakeholder Groups supports;</li> <li>e. <u>Approve a PDP With a Super Majority</u>: requires greater than 75% majority in one house and majority in the other house.</li> </ul>
	<p>12. After the adoption of this Transition Article and as soon as practical after the conclusion of the ICANN meeting in June 2009, the Generic Names Supporting Organization Council shall, in accordance with <a href="#">Article X, Section 3(7) (linkTBD)</a> and its Operating Rules and Procedures, elect officers and give the ICANN Secretary written notice of its selections.</p>

<sup>10</sup> Note: The PPSC’s PDP Team may recommend rewording the voting thresholds.