



# gTLD Registries Stakeholder Group Charter

## Articles of Operation

### I. Mission and Principles

The gTLD Registries Stakeholder Group (RySG) is one of the stakeholder groups in the contracted party house of the Generic Name Supporting Organization (GNSO). The primary role of the RySG is to represent the interests of all gTLD registry operators (or sponsors in the case of sponsored gTLDs) (“Registries”) (i) that are currently under contract with ICANN to provide gTLD registry services in support of one or more gTLDs; (ii) who agree to be bound by consensus policies in that contract; and (iii) who voluntarily choose to be members of the RySG. The RySG may be composed of Interest Groups as defined by Article IV. The RySG facilitates communication among Registries and Interest Groups, if any, and conveys the views of the RySG to the GNSO Council and the ICANN Board of Directors, with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system. These Articles also create a process for the election of members of the GNSO Council by which such Council members can be seated in a manner consistent with the bicameral voting structure approved by the ICANN Board.

The guiding principles for the RySG, including its leaders and Interest Groups are fairness, openness, and transparency in all RySG policies, practices, and operations. The service standards for leadership positions include impartiality, accountability, and conflicts of interest declarations. The behavioral expectations of all RySG members, Interest Groups and participants include adhering to ICANN Bylaws and Policies; supporting the consensus model; treating others with dignity, respect, courtesy, and civility; listening attentively to understand others; acting with honesty, sincerity, and integrity; and maintaining community good standing.

### II. Reference to ICANN Bylaws

The basis for the GNSO as well as the RySG may be found in the ICANN Bylaws.

### III. Organization and Membership

All Registries are eligible for membership in the RySG upon the “effective date” set forth in the Registry’s agreement with ICANN. For all purposes under these Articles (including voting), each operator or sponsor shall be considered a single Registry member of the RySG (whether providing registry services for one or more than one gTLD or IDN version of a gTLD). Further, in cases where an operator or sponsor has a controlling interest in



# gTLD Registries Stakeholder Group Charter

another registry operator or sponsor, either directly or indirectly, the controlled registry operator or sponsor shall not be considered a separate member of the RySG.

A Registry that is owned or controlled by, or under common ownership with, or affiliated with any entity that votes in another stakeholder group in either house of the GNSO is not eligible for membership in the RySG. Any question regarding eligibility or exceptions shall be determined by a vote of the RySG.

The RySG will provide for observer status for entities that may not be eligible for full membership because of the preceding paragraph, and for entities that have applied, or indicated an intention to apply, for a contract with ICANN to provide gTLD registry services in support of one or more gTLDs.

Eligible Registries must apply for RySG membership by providing all required information on the application form provided by the RySG. Each eligible Registry must identify at least one voting delegate ("Voting Delegate") on its application and may also identify alternate Voting Delegates if desired. Eligible Registries may also designate up to five (5) non-voting delegates. Members may modify their delegations by written notice to the Secretariat or, absent a Secretariat, to the Chair. Registries that satisfy the membership criteria will be accepted as members immediately upon receipt of the completed application.

Voting rights shall be suspended if a member does not pay its fees as previously invoiced within thirty (30) days after a written warning on nonpayment is sent to the member; suspension shall continue until such time as the fees have been paid. Membership may be suspended if a member does not pay its fees as previously invoiced within sixty (60) days after a written warning on nonpayment is sent to the member; suspension shall continue until such time as the fees have been paid. Suspension of membership shall be accomplished by vote of a majority of the Active members upon a motion for that purpose. Membership shall be terminated if a member's agreement with ICANN is terminated or a member voluntarily terminates its membership.

Members shall be classified as "Active" or "Inactive". A member shall be classified as "Active" unless it is classified as "Inactive" pursuant to the provisions of this paragraph. Members become Inactive by failing to participate in a RySG meeting or voting process for a total of three consecutive meetings or voting processes or both. An Inactive member shall have all rights and duties of membership other than being counted as present or absent in the determination of a quorum. An Inactive member may resume Active status at any time by participating in a RySG meeting or by voting.



# gTLD Registries Stakeholder Group Charter

## IV. Structure of the RySG

### Interest Groups

For the purposes of collaborating on issues of common interest within the RySG and coordinating efforts within it, RySG members may self-organize themselves into Interest Groups. An RySG member may be a member of more than one Interest Group. Membership in an Interest Group is voluntary. One person and one or more alternates may be designated by each Interest Group as delegates to represent all members of the Interest Group in RySG matters other than voting. An Interest Group does not itself have voting rights in the RySG. Whenever an election is to be held in the RySG, or a vote is to be taken on an RySG position, a motion or any other subject matter requiring a vote pursuant to these Articles, each member of the RySG may vote in its capacity as a member of the RySG, but no member, through its delegate or authorized alternate, shall be entitled to vote more than once pursuant to the procedures set forth in Article IX below.

### Interest Group Structure

The internal structures, leadership positions, and operations of each Interest Group will be left to its membership and the charter it creates. Each RySG Interest Group will be expected to conform to the general principles set forth in Article I of this Charter.

### Interest Group Rights and Responsibilities:

- (a) Nominate candidates for GNSO Council Representatives (CR);
- (b) Develop and issue policy and position statements with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system; and
- (c) Participate in the GNSO policy development processes.

Each Interest Group shall:

- 1. Notify the RySG of the effective dates of its formation and dissolution;
- 2. Provide the following information to the RySG:
  - a) A list of its members;
  - b) The names of persons designated as delegates and alternates;
  - c) A copy of its charter; and
  - d) Changes in membership.

## V. Executive Committee (EC)



# gTLD Registries Stakeholder Group Charter

## **Composition**

### **Chair**

The RySG shall have a Chair, and the RySG shall elect a Chair at the RySG meeting following every other ICANN Annual meeting. The Chair must be an authorized voting delegate (or alternate) of an Active member. The Chair shall be elected for a term of two years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed becomes disqualified, or if the member that the Chair represents is suspended or terminated. If the office of Chair becomes vacant at any time, a special election shall be held to elect a successor; the Alternate Chair does not automatically succeed to the post of Chair.

### **Alternate Chair**

The RySG may elect an Alternate Chair, who must also be an authorized voting delegate (or alternate) of a member. The Alternate Chair shall be elected for a term of two years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed, becomes disqualified, or if the member that the Alternate Chair represents is suspended or terminated.

### **Treasurer**

The RySG shall have a Treasurer, and the RySG shall elect a Treasurer at the RySG meeting following every other ICANN Annual meeting. The Treasurer shall be elected for a term of two years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed, becomes disqualified, or if the member that the Treasurer represents is suspended or terminated. If the office of Treasurer becomes vacant at any time, a special election shall be held to elect a successor; The Treasurer will be responsible for ensuring that proper records are kept for the RySG, collecting membership fees assessed by the members and preparing and managing annual budgets.

## **EC Support:**

### **Secretariat**

The RySG may have a Secretariat. The Secretariat will be responsible for ensuring that operational support is provided as needed for the RySG, and although this position will support the EC, it is not a member of the EC. Particular tasks may include but are not limited to:

- Processing membership applications
- Fulfilling administrative functions, including preparing and keeping minutes of meetings
- Coordinating email and web site service



# gTLD Registries Stakeholder Group Charter

- Coordinating and facilitating meetings
- Keeping records concerning the status (Active or Inactive) of each member.

The personnel of the Secretariat need not be from a member. The Chair shall appoint the Secretariat upon authorization of the RySG.

## **EC Responsibilities:**

### **Hold EC Meetings (See also Section VI).**

1. The EC Chair shall call meetings as necessary (but no less than one annual meeting per year) to address the duties of the EC set forth in this Charter, and shall:
  - a. Develop meeting agendas;
  - b. Schedule and conduct EC meetings;
  - c. Provide notice of meeting.
2. Staff Support: At the request of the EC, ICANN Staff may:
  - a. Record EC meetings and decisions;
  - b. Make publically available on the RySG website or other public communication vehicle information regarding the EC meetings, and decisions; and
  - c. Maintain a private communication vehicle (e.g. mailing list, wiki, etc.) for administration purposes, which shall be archived and available to members of RySG.
3. EC meetings may be conducted face-to-face, or through teleconference, email, wiki, or other online mechanisms.

**Facilitate Policy Coordination Meetings.** Upon request from a Member, the EC may invite all RySG Members to join in a meeting, held via whatever means is most convenient and allows all participants to communicate on an equal basis, to discuss GNSO policy development issues.

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

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



# gTLD Registries Stakeholder Group Charter

1. If requested by the ICANN Board, select Nominating Committee delegate(s) as directed by the RySG membership through consensus or a vote if required;
2. Encourage and support recruitment, outreach, and training efforts targeted at expanding the RySG through identification and introduction of new Members; and
3. Request ICANN Staff assistance when necessary to facilitate the goals, objectives, and duties of the RySG.

**Decision Making Process.** All members of the RySG EC will participate in making decisions.

1. Due to the small size of the EC, all significant decisions, whether by consensus or vote, require the participation of the full membership.
2. Any RySG member may request the EC to assess consensus or conduct a vote on any decision or representation of a RySG position.
3. Decisions will be made by consensus whenever possible.
4. If the EC cannot resolve a decision by consensus, the Chair shall conduct a vote.

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

1. EC decisions will be reported/published within two business days of the decision being fully ratified by RySG members and duly documented. ;
2. Each report will clearly reflect the EC members who participated in the process, their votes, and any supplemental statements they submitted for the record.

## VI. Meetings

The RySG shall hold face-to-face meetings in conjunction with each public ICANN meeting, unless otherwise decided by vote of the RySG. Other face-to-face meetings may be held if approved by vote of the RySG. The Secretariat shall provide at least thirty (30) days advance notice for all face-to-face meetings. Whenever possible, the RySG shall provide the opportunity to participate in face-to-face meetings by teleconference from remote locations

The RySG shall also hold meetings by teleconference as scheduled by vote of the RySG. Except in cases when the RySG votes to hold a meeting with shorter notice because of an urgent need to schedule a meeting, the Secretariat shall provide at least fourteen (14) days



# gTLD Registries Stakeholder Group Charter

advance notice for all teleconference meetings. Any or all Constituencies may consolidate all or a portion of any Constituency meetings with the RySG.

## **Quorum**

A simple majority of the total number of all Active members shall constitute a quorum for voting at all meetings. If a quorum is not present at a meeting, the members not present may vote by email on any matter for a period not to exceed fourteen days following the meeting (an "Extended Meeting"). On any matter requiring a vote, if the total number of members voting (including recorded abstentions) is less than a majority of the total number of all Active members, then a quorum does not exist, and the vote shall not be valid.

## **Notices**

All notices shall be sent by email to the email addresses maintained for all delegates of members of the RySG.

## **Record of Meetings**

Minutes of all meetings shall be kept in electronic form or audio form, or both, if feasible, and copies of the minutes (if available) shall be sent to the membership as soon as conveniently possible after each meeting.

## **VII. Elections**

The RySG shall elect such number of representatives (the "RySG Representatives") to the GNSO Council as is set forth in the Bylaws of ICANN. Elections shall be conducted in accordance with the voting procedures described in Article IX below, and in compliance with all applicable provisions of the ICANN By-Laws then in effect, including those relating to diversity and eligibility. In order to promote broad representational diversity in accordance with principles contained in the ICANN Bylaws, no more than one (1) of the elected RySG Council Representatives may come from the same geographic region as defined in the ICANN Bylaws.

Each RySG Representative shall be elected for a term of two years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed, becomes disqualified, or if the member that the Representative represents is suspended or terminated. No RySG Representative may serve more than two consecutive terms.

Terms shall begin and end at the end of an annual ICANN meeting. No more than two terms shall end in the same year. Any vacancy occurring in an RySG Representative position shall be filled by election in accordance with Article IX below, and the term of the RySG Representative elected to fill a vacancy shall be for the remainder of the original term. In the case of an election for an expiring term, the election process must be initiated at least 90 days prior to the end of such term.



# gTLD Registries Stakeholder Group Charter

If the RySG is allotted three seats on the GNSO Council, those seats will be elected as follows in accordance with the voting procedures in Article IX:

- One representative will be elected by a simple majority of all Active Members where each member receives one vote (Simple Vote).
- One representative will be elected by a simple majority of all Active Member using the RySG Weighted Voting Model.
- One representative will be elected by a simple majority of Active Members of both a Simple Vote and a Weighted Vote. In the event there are opposing majorities on the Simple and Weighted Votes for the third councillor, the following will occur:
  - A group of at least three and no more than five volunteers will form a working group and make every effort to identify a candidate that both the Simple Vote and Weighted Vote will support.
  - While this search continues the outgoing councillor will continue to present their vote on behalf of the RyC.
  - The search will be limited to 10 calendar days. If after that time there is no agreement between the Simple and Weighted Vote on a new candidate, which shall be determined in a new vote, then the conflicting majorities will be resolved through the regular mechanism where the Simple and Weighted Vote are in conflict, i.e., the Weighted Vote shall prevail. However, the opposition of the Simple Vote will be noted and duly recorded as a matter of public record.

The RySG shall communicate the results of elections of RySG Representatives to the GNSO Council to its members and to each Interest Group.



# gTLD Registries Stakeholder Group Charter

## VIII. GNSO Council Registries Stakeholder Group Representation

Each member of the RySG may participate in the RySG in accordance with these Articles. Delegates of Interest Groups may participate in a non-voting capacity in RySG meetings, but only the delegate, or alternate authorized to vote, of each member of the RySG may vote as provided in Article IX.

Each RySG Representative is responsible for communicating to the GNSO Council the full range of views of the members of the RySG, including, but not limited to, RySG consensus positions. If the RySG has not provided direction on a substantial issue, each RySG Representative shall abstain from voting in the GNSO Council on that issue until direction is given by the RySG. In case of doubt whether an issue is substantial, each RySG Representative shall abstain from voting in the GNSO Council on that issue until direction is given by the RySG. In cases where a RySG position has not been formed or where there are minority positions, then an RySG Representative must state that and then share the minority positions as well as his or her own personal view (provided it is identified as such), and then should cast RySG votes as determined by the RySG if a vote has been taken.

Article IX, Voting includes a table that summarizes how RySG representatives would be required to vote on the GNSO Council in response to votes.

## IX. Voting

In general, the RySG should operate using a rough consensus approach. Every effort should be made to arrive at decisions that most or all of the members are willing to support. Voting should be used only in one or more of the following circumstances:

- Reasonable effort has been made to reach rough consensus and there is agreement that it will not be possible to reach rough consensus in required timeframes.
- An official vote is needed for the purposes of an election, action on a motion or determination of the level of support for an RySG position.

Whenever an election is to be held, or a vote is to be taken on a RySG position, a motion or any other subject matter requiring a vote pursuant to these Articles, RySG voting will occur as follows except as noted elsewhere in these Articles for the election of GNSO Councilors:

- 1) There will first be a vote of all Active Members with each member receiving one vote (**Simple Vote**). Time permitting, a limited period not to exceed four calendar days will be allowed for email voting.
- 2) Immediately after the Simple Vote, the RySG Chair will ask if any Active Members request alternate voting procedures (**Weighted Vote**<sup>1</sup>). If there are no such

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<sup>1</sup> Note that a *Weighted Vote* is not an option in the case of a vote for the GNSO Council seat that requires a *Simple Vote*.



# gTLD Registries Stakeholder Group Charter

requests, the Chair with general concurrence of the membership may grant a period of time not to exceed four calendar days in which members may request a Weighted Vote.

- 3) If no member objects to the results of Simple Voting, then the Simple Vote will be used as applicable.
- 4) If any member requests a Weighted Vote, the Simple Vote will not be used and a Weighted Vote will occur as defined below.

## Weighted Vote Procedures

A Weighted Vote shall involve counting of votes in two ways and the two results will be applied using the voting thresholds defined below: 1) one vote per member (Simple Vote); 2) one vote using weighted voting as defined in the following (Weighted Vote).

Using data from the previous calendar year or such other period as the RySG may decide, each member will be assigned votes by taking the average of assigned values using the table below where voting tiers are defined both by 1) total number of domain names registered at the end of the period and 2) the total amount of ICANN fees paid.

Voting Tiers		Assigned Value
1	24,999	1
25,000	49,999	3
50,000	99,999	10
100,000	499,000	30
500,000	999,999	35
1,000,000	1,999,999	40
2,000,000	4,999,999	45
5,000,000	9,999,999	50
10,000,000	Unlimited	60

## Example

If Registry A had 55,000 domain name registrations under management at the end of the previous calendar year and paid ICANN fees in the total amount of \$40,000 for that year: 1) Registry A would be in the third voting tier for number of names registered (resulting in an assigned value of 10) and in the second voting tier for amount of fees paid (resulting in an assigned value of 3); 2) the average of 10 and 3 is 6.5 so Registry A would receive 6.5 votes under the Weighted Vote procedure.



# gTLD Registries Stakeholder Group Charter

For the sake of defining voting tiers as used in the table above, the "ten Largest Registries" are defined as the RySG members that have the ten highest numbers when each member's total number of domain names registered at the end of the period is averaged with the total amount of ICANN fees paid by that member for the period. In the event that, whether by the addition of registries, consolidation of registries, change of fees or any other reason, the Ten Largest Registries have at least 50% of the total RySG registrations but less than 50% of allocated votes, then the ranked voting weights shall be adjusted so that the ten Largest Registries again have a majority of at least 50% of the voting rights.

## Voting Thresholds

- Election of RySG Officers and RySG motions not otherwise covered below: a simple majority of both the Simple and Weighted votes
- Council Representative S: simple majority of Active Member Simple Vote
- Council Representative R: simple majority of Active Member Weighted Vote
- Council Representative C: simple majority of Active Members of both Simple Vote and Weighted Vote. If a vote does not result in one person receiving a simple majority of Active Member votes using both a Simple Vote and a Weighted Vote, then a special meeting should be held where all interested parties cooperatively work together to develop a solution for resolving the election. If after reasonable efforts it does not seem possible to resolve the election, then the seat will be filled as follows:
  - If a candidate receives a supermajority of a Weighted Vote, that candidate will be elected.
  - If no candidate receives a supermajority of a Weighted Vote and a candidate receives at least 75% of a Simple Vote, then the latter candidate will be elected.
  - If no candidate receives a supermajority of a Weighted Vote or at least 75% of a Simple Vote, then the candidate receiving a simple majority Weighted Vote will be elected.
- Supermajority: 2/3 of Active Members
- RySG Supermajority policy statements: 2/3 of Active Members of both the Simple and Weighted votes (Note: this is for reporting purposes only.)
- RySG Simple majority policy statements: simple majority of Active Members of both the Simple and Weighted votes
- Partial policy statements:
  1. At least a simple majority of Active Member Simple Vote but not Weighted Vote
  2. At least a simple majority of Weighted Vote but not Simple Vote

The following table summarizes how RySG representatives would be required to vote on the GNSO Council in response to RySG votes.



# gTLD Registries Stakeholder Group Charter

<b>Vote Type and Results</b>	<b>Rep S</b>	<b>Rep R</b>	<b>Rep C</b>
Simple vote in favor	Yes	Yes	Yes
Simple vote opposed	No	No	No
Special RySG Supermajority	Yes	Yes	Yes
Special RySG Simple Majority	Yes	Yes	Yes
Special: Majority of Simple but Weighted Opposed	Yes	No	No
Special: Majority of Weighted but Simple Opposed	No	Yes	Yes
No RySG Direction	Abstain	Abstain	Abstain



# gTLD Registries Stakeholder Group Charter

## X. Funding

Each member shall pay (a) an initial membership fee upon joining the RySG, (b) a fixed annual membership fee, and (c) a variable annual membership fee according to the following schedule. A member joining after the beginning of a year shall pay a prorated portion of the annual fees upon joining.

Fee Category	Frequency	Variable Factor	Amount
Initial Membership Fee	One-Time	N/A	\$2,000
Fixed Membership Fee	Annual	N/A	\$500
Variable Membership Fees	Annual		
		< 10K Names	\$0
		≥10K & <50K	\$500
		≥50K & <100K	\$1,000
		≥100K & <500K	\$1,500
		≥500K & <1M	\$2,000
		≥1M & <3M	\$2,500
		≥3M & <5M	\$3,000
		≥5M & <10M	\$4,000
		≥10M	\$5,000
<b>Total</b>			

Variable membership fees for each member for a given calendar year will be based on the total number of domain name registrations in force for that member in the most recent past quarter prior to the calendar year. An invoice for membership fees shall be sent to each member and payment will be due within thirty (30) calendar days from the date of sending of the invoice.



# gTLD Registries Stakeholder Group Charter

## XI. Amendments to Articles

The RySG may amend these Articles by vote of the RySG as provided in Article IX.

Version	Date	Name	Description
1.0	15 Apr 2009	D. Maher	Approved by the Registries Constituency in its teleconference meeting including electronic voting subsequent to that meeting.
2.0	16 July 2009	M. Young	Version includes suggested edits by the SIC and subsequent edits done to tightened clarity.
3.0	17 July 2009	C. Gomes	Added a few edits and comments for consideration.
4.0	21 July 2009	M. Young	Added an edit regarding EC members.
4.1	30 July 2009	SIC	Additional revisions submitted to Board for approval