



# Registrar Stakeholder Group Charter (v6.0)

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### Charter Definitions

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

“Affiliated Registrar” is a registrar that, directly or indirectly, through one or more intermediaries, is controlled by or remains under common control with another entity.

“Affiliation” refers to a relationship with a person or entity that, directly or indirectly, through one or more intermediaries, controls, is controlled by, or remains under common control with another person or entity.

“Alternate Member Representative” is an individual that is employed by or affiliated with a Member and appointed to represent the Member if the Member Representative is not available or is unable to participate.

“Article” refers to a numbered stipulation within Clauses of this Charter.

“Clause” refers to a separate or distinct section of this Charter.

“Consensus” refers to a position where only a small minority disagrees, but most agree.

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“Council Representative” refers to three (3) Council Representatives selected by the Registrar Stakeholder Group to serve on the Generic Names Supporting Organization Council for terms as specified in the ICANN Bylaws.

“Designated Representative” refers collectively to the Member Representative, Alternate Member Representative and Member Participants.

“Distribution List” refers to the Registrar Stakeholder Group Members’ email distribution list and may also be referred to as the Member List.

“Executive Committee Officers” consists of five elected or appointed officers: a Chair, a Vice-Chair for Technical Operations, a Vice-Chair for Policy Coordination, a Secretary, and a Treasurer. All Executive Committee Members are elected by the Members.

“Fiscal Year” means July 1 through June 30.

“ICANN-Accredited Registrar” shall mean a company, individual or entity that has a Registrar Accreditation Agreement (RAA), which is the contract that governs the registrar relationship with ICANN. The authoritative list of ICANN-Accredited Registrars is maintained by ICANN at <http://www.icann.org/registrars/accredited-list.html>.

“ICANN Related Structure” shall refer to ICANN Supporting Organizations, Advisory Committees, Stakeholder Groups, Constituencies or any other ICANN structure or entity.

“Member” is an ICANN-Accredited Registrar that has paid the required membership fees to the Registrar Stakeholder Group for the current Fiscal Year.

“Member Participant” refers to all participants subscribed by a Member to all Registrar Stakeholder Group communications platforms in addition to the Member Representative and Alternate Member.

“Member Representative” is an individual that is employed by or affiliated with a Member and appointed to represent the Member.

“Nominating Committee Delegate” refers to one voting delegate from the Registrar Stakeholder Group serving in ICANN’s Nominating Committee as specified in the ICANN Bylaws.

“Non-Voting Member” refers to members of the Registrar Stakeholder Group who hold a non-voting status and cannot stand or vote in Registrar Stakeholder Group general elections as per 5.2.3.

“Officer” refers to elected and/or appointed members of the Executive Committee.

“Registrar Family” is a group of Affiliated Registrars.

“Registrar Stakeholder Group” is a recognized structure within the ICANN community that represents the interests of its Members.

“Simple Majority” refers to a majority in which the highest number of votes cast for any one candidate, issue or item exceeds the second-highest number, while not constituting an absolute majority.



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“Super Majority” refers to a two-thirds affirmative vote of Voting Members.

“Voting Member” refers to members of the Registrar Stakeholder Group who qualify to vote and stand in Registrar Stakeholder Group elections as per 5.2.2.

“Voting Representative” is a Member Representative authorized to vote on behalf of the Member.

Any disputes regarding these definitions shall be resolved by a Simple Majority Vote of the Voting Representatives.



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## 1.0 Mission and Principles.

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### 1.1 ICANN Bylaws.

The Registrar Stakeholder Group of ICANN's Generic Names Supporting Organization is constituted according to the Bylaws of the Internet Corporation for Assigned Names and Numbers ("ICANN"). This Charter is drafted to represent Members of the Registrar Stakeholder Group.

### 1.2 Mission.

The Registrar Stakeholder Group represents registrars on issues of critical importance to our community, from matters of customer experience to industry values and policies. We offer an open forum for all ICANN-accredited registrars to:

- a. Participate in the development of ICANN policies that underlie our contracts;
- b. Support innovation, coordination, and exchange across our community;
- c. Advocate for a stable and open DNS environment; and
- d. Ensure the continued accountability of ICANN and the multi-stakeholder model.

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### 1.3 Principles.

The Officers, Council Representatives and Designated Representatives of the Registrar Stakeholder Group are committed to:

- 1.3.1 Carrying out its mission when appropriate, feasible and in keeping with the best interests of the Registrar Stakeholder Group mission and its Members, in a fair, open and transparent manner, whilst ensuring that new participants can easily access and understand its operations and processes;
- 1.3.2 Establishing and maintaining standards for leadership positions including impartiality, accountability, and disclosure of conflicts of interest;
- 1.3.3 Establishing and maintaining professional standards of behavior for all participants including:
  - a. Adhering to ICANN Bylaws policies, and "Expected Standards of Behavior";
  - b. Supporting the bottom-up consensus model and acting in a thoughtful, reasonable, and informed manner when participating in policy development and decision-making processes;



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- c. Treating all members of the ICANN community equally, irrespective of nationality, gender, racial or ethnic origin, religion or beliefs, disability, age, or sexual orientation;
- d. Treating others fairly and in good faith with dignity, respect, courtesy, and civility;
- e. Maintaining good community standing; and
- f. Supporting diversity amongst Member Designated Representatives.

1.3.4 Promoting ICANN's model of a global and multi-stakeholder community. Those who take part in the ICANN process are expected to acknowledge the value of all stakeholders by listening attentively, seeking to understand other points of view, and working in good faith to build consensus in finding solutions to the issues that fall within the areas of ICANN's responsibility.

1.3.5 Refraining from facilitating, promoting or otherwise knowingly allowing unlawful collusion or other forms of anti-competitive behavior by its Members.

## 2.0 Membership.

### 2.1 Member Rights/Privileges

The rights and privileges documented in this section apply to the Member whether Voting or Non-Voting (in accordance with eligibility requirements outlined in §2.2.) and, where applicable, Member Designated Representatives (as specified in §2.3). Members are subject to various restrictions and/or stipulations contained elsewhere in this Charter; otherwise, each Member of the Registrar Stakeholder Group in good standing shall have the right to:

#### 2.1.1 Receive Communications.

- a. Have access to the Registrar Stakeholder Group web presence(s), Distribution Lists, and any other communication mechanisms established pursuant to Clause 7.0;
- b. Be given timely notice of all initiatives being considered by the Registrar Stakeholder Group; and
- c. Be provided with timely information concerning meetings, significant actions, and decisions of the Executive Committee or other authorized Registrar Stakeholder Group committee as well as relevant matters occurring within the Generic Names Supporting Organization Council.

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2.1.2 Participation. Registrar Stakeholder Group discussions on all policy and administrative issues are held via teleconference, Distribution List, website or in person and are open for participation by all Members. Notice of discussions are provided via the Distribution List. Except as otherwise specifically stated in §2.2.3, all Members, whether Voting or Non-Voting, shall have the same rights to participate in all RrSG discussions.

2.1.3 Submission of Agenda Items. Members may submit agenda items for Registrar Stakeholder Group meetings. The Executive Committee reserves the right to limit the agenda.

### 2.2 Eligibility.

**Registrar Stakeholder Group Members are categorized as either Voting or Non-Voting, depending on their current circumstances, with Voting Members given full membership rights and privileges and Non-Voting Members given limited membership rights and privileges, as specified in §2.2.3.**

2.2.1 Eligible Organizations. To be eligible for Registrar Stakeholder Group membership, an entity must meet the following requirements:

- a. Be an ICANN-Accredited Registrar in good standing;
- b. Pay the required Registrar Stakeholder Group membership fees for the current Fiscal Year; and
- c. Declare any:
  - i. Conflicts of interest;
  - ii. Affiliations with other Registrar Stakeholder Group Members;
  - iii. Affiliations with other ICANN Related Structures; and
  - iv. Affiliations with any other organization that is a member of another ICANN Related Structure.

Prospective and existing Members must declare if they are, or subsequently become owned, controlled by, or under common ownership with any other entity that votes in the Registrar Stakeholder Group or is officially a voting member in another Generic Names Supporting

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Organization Stakeholder Group or Constituency. In this case, the prospective or existing Member will become ineligible for Voting status within the Registrar Stakeholder Group and will revert to Non-Voting status as per the Generic Names Supporting Organization Operating Procedures.

Members or prospective Members who switch voting status to the Registrar Stakeholder Group from another Stakeholder Group or Constituency will not be eligible to vote in the Registrar Stakeholder Group for a minimum of six (6) months. This time period may be subject to change.

2.2.2 Voting Members: In addition to meeting the primary membership eligibility requirements in 2.2.1, to be eligible as a Voting Member, a Member must currently distribute domains, by sales or other means, to unaffiliated third parties. In the event that a Member discontinues any such distribution, the Member shall be excluded from Voting Member status. Unless deemed a Non-Voting Member, an eligible applicant or existing Member shall respectively achieve or have the status of Voting Member and shall be entitled to and abide by the following:

- a. Vote in all general elections of the Registrar Stakeholder Group including, but not limited to officers and Generic Names Supporting Organization Council Representatives, Nominating Committee Delegate and whenever a general membership vote has been called by an authorized officer of the Registrar Stakeholder Group.
- b. Any Designated Representative(s) of a Voting Member may only run for or hold one elected leadership position at one time, including the positions of Officer, Generic Names Supporting Organization Council Representative and Nominating Committee Delegate within the Registrar Stakeholder Group, as specified in §3.2; however, any Designated Representative(s) may hold any such position consecutively.

2.2.3 Non-Voting Members: The following is a non-exhaustive list of entities which, although they meet the primary membership eligibility requirements in 2.2.1, are considered eligible for membership only as Non-Voting Members:

- a. Not-for-profit entities excepting trade associations or coalitions representing for-profit entities;
- b. Entities whose primary business activity derives from an accredited TLD registry or registry operator; and
- c. Entities who are directly or indirectly operated/owned by governments.

2.2.4 Non-Voting Members Voting Restrictions:

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- a. A Designated Representative(s) of a Non-Voting Member may run for or hold one Council Representative position within the Registrar Stakeholder Group at one time, but shall not be eligible to run for or hold an Officer or Nominating Committee Delegate position within the Registrar Stakeholder Group. Only one Non-Voting GNSO Council Representative may hold a seat at once;
  - b. All Non-Voting Member Designated Representatives shall not nominate nor second any eligible Designated Representative of a Voting Member to hold an Officer or Nominating Committee Delegate position in the Registrar Stakeholder Group, as specified in §6.2;
  - c. All rights and privileges of membership specified in §2.1.1 apply to Non-Voting Members.
  - d. Non-voting restrictions included in this charter are not intended to impair the voting rights available to ICANN-Accredited Registrars under the Registrar Accreditation Agreement.
- 2.2.5 Representation. Whether Voting or Non-Voting, Members must agree to act in the interests of all ICANN-Accredited Registrars for all matters addressed within the Registrar Stakeholder Group.
- 2.2.6 Whether Voting or Non-Voting, Members can access and participate in all discussions the Member Distribution List and at RrSG meetings
- 2.2.7 If any dispute arises regarding the interpretation of this Charter regarding membership rights or membership eligibility, such interpretation will be decided upon via a Simple Majority vote from the Voting Representatives without prejudice to the right of any Member to file a complaint to the ICANN Ombudsman, as per §11.2.

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### 2.3 Member Representation.

- 2.3.1 Member Representative. Each Member, whether it has Voting or Non-Voting status, shall appoint one Member Representative to act on its behalf and serve as its primary point-of-contact. The Member Representative of a Voting Member acts as the Voting Representative. As set out in §6.2.6, the Alternate Member Representative or a Member Participant may represent the Member Representative as a proxy. If the Member is a part of a Registrar Family, the Registrar Family may not have more than one Member Representative.
- 2.3.2 Alternate Member Representative. At its discretion, each Member may also officially appoint one Alternate Member Representative to represent the Member if the Member Representative is not available or is unable to participate.





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2.3.3 Member Participants. A Member may subscribe a reasonable number of additional Member Participants to any of the Registrar Stakeholder Group communication platforms, including the Registrar Stakeholder Group's Distribution List, for information purposes:

- a. Such Member Participants do not vote on behalf of the Member organization unless as described in §6.2.6; however, they may participate in Registrar Stakeholder Group discussions, meetings, committees, and working groups. Such contacts must identify themselves as affiliated with the Member when participating in Registrar Stakeholder Group affairs.
- b. In order to ensure even participation of Member Participants, the Executive Committee reserves the right to establish specific guidelines for, and limits to, the number of Member Participants per Member permitted in the Registrar Stakeholder Group.

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2.3.4 The Member Representative, Alternate Member Representative, and Member Participants are collectively referred to as "Designated Representative(s)."

2.3.5 In order to be eligible for an elected leadership position, any Designated Representative of a Voting Member must ensure any Statement of Interest is current and accurate.

2.3.6 The Member Representative and Alternate Member Representative must satisfy all the conditions and specifications below:

- a. The designated Member Representative and Alternate Member Representative must be appointed by the Member or majority-owned subsidiary.
- b. Each Member Representative and Alternate Member Representative shall act on behalf of and represent the Member organization within the Registrar Stakeholder Group.
- c. Unless otherwise provided in this Charter, the Member Representative, or Alternate Member Representative serving in the capacity of Member Representative, shall be the only person able to vote on behalf of a Voting Member.
- d. A Member may change its Member Representative or Alternate Member Representative at its discretion and agrees to:
  - i. Notify the Executive Committee of the change; and
  - ii. Authorize a new Member Representative or Alternate Member Representative following the departure of the prior representative.

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2.3.7 A new Member Representative or Alternate Member Representative appointed in accordance with this Charter does not assume an elected or appointed office within the Registrar Stakeholder Group held by the prior representative. The Executive Committee will fill any office vacancy created by a departing Member Representative or Alternate Member Representative if applicable, in accordance with §6.2.



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2.3.8 If two or more Member companies should merge, the Registrar Stakeholder Group shall be notified immediately upon completion of the merger and the Registrar Stakeholder Group Executive Committee shall be notified as to whom shall be the subsequent Member Representative and Alternate Member Representative, if applicable.

### 2.4 Membership Fees.

2.4.1 Membership Fees. The Registrar Stakeholder Group has the right to require membership fees, which shall be proposed by the Executive Committee, in accordance with the fiscal needs of the Registrar Stakeholder Group and §10.1.

2.4.2 Payment of Fees. Approved or existing Members are expected to pay the annual membership fees, within a fixed period stipulated on the invoice, to begin or continue participating in the Registrar Stakeholder Group. After this time a limited extension on the payment period can be granted to enable payment of the membership fees, although existing Members may be charged a late fee. If payment is not received within the stipulated extension dates, existing Members will then lose all their rights and privileges. The Treasurer will provide notice of removal to the Member Representative at least five (5) business days prior to any such removal.

### 2.5 Applications for Membership and Eligibility Renewal.

2.5.1 Member Application, Eligibility and Voting Status. All prospective Members must complete a Membership Application Form, which the Executive Committee shall utilize for the purpose of confirming eligibility and voting status in accordance with this Clause 2. The information provided, once initially approved by the Executive Committee, will be held on record. The Executive Committee will periodically check that the information is up to date to ensure each Member's continued eligibility and voting status. If a Member's circumstances change in any way that may impact eligibility or voting status, in particular with regard to ownership or affiliation with another Stakeholder Group or Constituency in the Generic Names Supporting Organization, the Secretary should be informed in writing. If, after consultation with the applicable Member, the Executive Committee subsequently determines that the Member's eligibility or voting status should be changed, it will formally notify the Member.

2.5.2 Effective Date. Membership and voting status are effective upon written notification from the Executive Committee to the affected Member.

## 3.0 Stakeholder Group Leadership: Executive Committee.

### 3.1 Composition.

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The Registrar Stakeholder Group will have an Executive Committee comprised as follows:

### 3.1.1 Officers.

- a. A Chair;
- b. A Vice-Chair for Technical Operations;
- c. A Vice-Chair for Policy Coordination;
- d. A Secretary; and
- e. A Treasurer.

### 3.2 Eligibility and Elections.

#### 3.2.1 To be eligible for an Executive Committee position:

- a. The Member must be in good standing according to the Articles §2.1 – 2.4
- b. The Member may not be owned by, or under common ownership or affiliated with, any entity which holds an elected position and/or votes in another Stakeholder Group, Constituency, Supporting Organization or Advisory Committee within ICANN;
- c. A candidate must be a Designated Representative of a Voting Member (see §2.2) of the Registrar Stakeholder Group; and
- d. An eligible Designated Representative of a Voting Member may only hold one Officer, Council Representative or Nominating Committee Delegate position within the Registrar Stakeholder Group at one time. Each Voting Member may fill one Officer position in addition to one Council Representative or Nominating Committee Delegate position within the Registrar Stakeholder Group simultaneously.

#### 3.2.2 All Executive Committee positions shall be elected by the Members as provided in Clause 6.0.

#### 3.2.3 If there is any question or disagreement regarding whether a Designated Representative of a Voting Member is eligible to serve in any elected position, it shall be investigated by the Executive Committee, who will then confirm if the potential candidate is eligible.

### 3.3 Executive Committee Term Limits.

#### 3.3.1 Officers of the Executive Committee will be elected for staggered two-year terms which run concurrently with the fiscal year.

#### 3.3.2 Officers may serve no more than two (2) consecutive terms in the same position.

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3.3.3. An Officer who has served two (2) consecutive terms on the Executive Committee must remain out of office for one (1) full term prior to serving any term within the Registrar Stakeholder Group Executive Committee.

### 3.4 Vacancies.

3.4.1 If at any point in time an Executive Committee Officer (a) leaves the Registrar Stakeholder Group, (b) resigns, (c) is terminated for cause, (d) is recalled by the Member, (e) has his/her membership rights/privileges suspended or revoked, or (f) becomes ineligible for Registrar Stakeholder Group Membership as per the criteria set forth in § 2.1, he/she shall vacate the office upon the effective date of the action.

3.4.2 If the office of the Chair becomes vacant, then one of the two Vice-Chairs shall become acting Chair until the end of the current term or, at the Executive Committee's discretion, until an election for the Chair can be held. If neither of the Vice-Chairs are able or willing to serve in this capacity, then the Executive Committee shall unanimously select another Executive Committee Officer to serve as acting Chair. If the Executive Committee is unable to select another Executive Committee Officer to serve as acting Chair unanimously, the decision will be made via a Simple Majority Vote of the full Registrar Stakeholder Group Membership.

3.4.3 If a vacancy occurs with respect to an Executive Committee Officer other than the Chair, with:

- a. Six (6) or more months left in the term, the Chair shall direct the Executive Committee to hold an election to replace the individual in accordance with the procedures described in §6.2; or
- b. Less than six (6) months left in the term, the Chair, in consultation with the Executive Committee, shall appoint an individual to fill the vacancy until the term is expired.

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### 3.5 Officer Duties.

Officers will act impartially, treat all Members equally and fairly, and be accountable to the Registrar Stakeholder Group membership for the conduct of the Registrar Stakeholder Group's business.

The duties and functions outlined below are the intended functions for each Elected and/or Appointed Officer, but when circumstances require, Executive Committee Officers may assume the duty/duties of other Executive Committee Officers as warranted.

Executive Committee Officers may also arrange for some of the following duties and functions to be performed by contracted services and/or ICANN Staff, as necessary.



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- 3.5.1 On behalf of the Registrar Stakeholder Group membership, the Chair will:
- a. Act as a neutral facilitator of Registrar Stakeholder Group meetings and teleconferences and conduct them in an open and transparent manner, including those held during the ICANN public meetings;
  - b. Oversee the agendas and meeting schedules for the Executive Committee and the Registrar Stakeholder Group;
  - c. Collaborate with the Executive Committee in coordinating the overall activities of the Registrar Stakeholder Group;
  - d. Act as spokesperson for the Registrar Stakeholder Group including representing official Registrar Stakeholder Group positions determined by the Membership;
  - e. Encourage and facilitate the development of Registrar Stakeholder Group consensus on issues and decisions that come before the membership;
  - f. Liaise with other Generic Names Supporting Organization Stakeholder Groups and Constituencies, ICANN Supporting Organizations, ICANN Advisory Committees, the ICANN Board, and ICANN Staff as warranted and appropriate;
  - g. Participate in outreach, recruiting, and networking efforts;
  - h. Ensure that timelines and standards for the work of the officers and committees are set and met; and
  - i. Report activities of interest and importance to the Registrar Stakeholder Group on a regular basis, but no less than every ninety (90) calendar days.

- 3.5.2 On behalf of the Registrar Stakeholder Group membership, the Vice-Chair for Policy Coordination will:

- a. Act as Chair in situations when the Chair is temporarily unable or unavailable to do so in coordination with the Vice-Chair for Technical Operations;
- b. Manage the development of Registrar Stakeholder Group policy positions intended for the wider ICANN audience to meet prescribed timelines and deadlines;
- c. Encourage and facilitate consensus among Members while creating mechanisms to properly and accurately reflect minority positions in Registrar Stakeholder Group policy development;
- d. Recommend to the Executive Committee, when appropriate, the formation of new policy related working groups as well as the dissolution of completed and/or redundant groups;

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- e. Assist with the identification and recruitment of Registrar Stakeholder Group representatives to serve on Generic Names Supporting Organization working groups or drafting teams;
- f. Note policy activities and report items of interest to the Registrar Stakeholder Group on a regular basis, but no less than every ninety (90) calendar days, including the work of: Generic Names Supporting Organization working groups, drafting teams, or other decision-making teams convened by the Executive Committee to address policy issues;
- g. Coordinate with the Council Representatives to be aware of any upcoming Generic Names Supporting Organization Council motions for which a Council Representative will be unable to vote or intends to abstain and be prepared to recommend to the Chair whether a voting remedy should be exercised;
- h. Recommend to the Registrar Stakeholder Group membership practical policy and voting strategies for its elected Council Representatives;
- i. Coordinate with the Registries Stakeholder Group and the Contracted Parties House of the Generic Names Supporting Organization and ICANN community concerning policy issues of mutual interest in coordination with the Vice-Chair for Technical Operations; and
- j. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community.

### 3.5.3 On behalf of the Registrar Stakeholder Group membership, the Vice-Chair for Technical Operations will:

- a. Act as Chair in situations when the Chair is temporarily unable or unavailable to do so in coordination with the Vice-Chair for Policy Coordination;
- b. Manage the development of Registrar Stakeholder Group technical and operational positions intended for the wider ICANN audience to meet prescribed timelines and deadlines;
- c. Encourage and facilitate consensus among Members while creating mechanisms to properly and accurately reflect minority positions in technical and operational discussion;
- d. Recommend to the Executive Committee, when appropriate, the formation of new technical and operations related working groups as well as the dissolution of completed and/or redundant groups;
- e. Assist with the identification and encourage Registrar Stakeholder Group representatives to discuss outputs of technical impact on Generic Names Supporting Organization working groups or drafting teams;
- f. Report technical & operational activities of interest and import to the Registrar Stakeholder Group on a regular basis, but no less than every ninety (90) calendar days, including the work of: Generic Names Supporting Organization working groups,

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- drafting teams, or other decision-making teams convened by the Executive Committee to address technical & operational issues; and
- g. Coordinate with the Registries Stakeholder Group, the Contracted Parties House of the Generic Names Supporting Organization and ICANN community concerning technical & operational issues of mutual interest, in coordination with the Vice-Chair for Policy Coordination.
- 3.5.4 On behalf of the Registrar Stakeholder Group membership, the Treasurer will arrange for the following administrative functions to be provided, which may be performed by contracted services (e.g., Secretariat), or one or more Executive Committee Officers:
- a. Manage Registrar Stakeholder Group bookkeeping, accounting, banking relationship(s), and membership fees collection;
  - b. Make recommendations for and prepare an annual Registrar Stakeholder Group budget in accordance with Article 3.6.2;
  - c. Liaise with ICANN's finance department and/or other appointed budget committee(s);
  - d. Seek sources of support from ICANN pursuant to Clause 10.0;
  - e. Ensure that the financial operations of the Registrar Stakeholder Group conform to generally accepted accounting practices and that any Secretary function administers expenditures in accordance with the budget and funding;
  - f. Report to the Members of the Registrar Stakeholder Group at the end of each annual budget period concerning all funding and expenditures during that year and post to the Registrar Stakeholder Group Distribution List as approved by the Executive Committee; and
  - g. Provide *ad hoc* financial status reports when called upon to do so during interim formal reporting periods.
- 3.5.5 On behalf of the Registrar Stakeholder Group membership, the Secretary will arrange for the following administrative functions to be provided, which may be performed by contracted services (e.g., Secretariat), ICANN Staff, or one or more Executive Committee Officers:
- a. Take, maintain, and publish in a timely manner, minutes/action items of Registrar Stakeholder Group meetings and facilitate communications of and within the Registrar Stakeholder Group pursuant to §8.1.3;
  - b. Encourage new ICANN-Accredited Registrars to join the Registrar Stakeholder Group;
  - c. Establish and manage all communications facilities as detailed on Registrar Stakeholder Group Website/Web presence.;
  - d. Establish and maintain the Registrar Stakeholder Group web presence(s) including publication of Member information as prescribed in §7.1.1;

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- e. Provide timely notice on the Distribution List (see §7.2.1) of all Registrar Stakeholder Group meetings, agendas, minutes/action items, reports to the membership, and formal Registrar Stakeholder Group positions and/or statements;
- f. As directed by the Executive Committee, manage elections according to §6.2 including the posting of Notices of Election and Requests for Nominations to the Distribution List;
- g. Maintain all records, databases, and documents, including archives, of the Registrar Stakeholder Group for at least a 4-year period within limits of applicable laws and as directed by ICANN;
- h. Support Registrar Stakeholder Group committees and/or working groups as and when established according to this Charter;
- i. Support the Executive Committee and any other standing committees established according to this Charter;
- j. Coordinate in-person and telephone meetings and associated outreach activities;
- k. Respond to Member and prospect inquiries;
- l. Administer membership fees and other budgeted expenditures, as requested by the Executive Committee, including periodic financial reporting to the Treasurer;
- m. Coordinate with ICANN Staff; and
- n. Act as a liaison between ICANN Staff and Registrar Stakeholder Group participants in ICANN groups.

### 3.6 Executive Committee Officers Duties.

The Executive Committee is tasked with fulfilling the Registrar Stakeholder Group mission through its operational and administrative leadership, management, supervision, and coordination. The Executive Committee may divide its duties and responsibilities among the Executive Committee Officers as it sees fit and conduct its business as it deems necessary. The Executive Committee will:

3.6.1 Conduct Elections. In accordance with §6.2, the Executive Committee will:

- a. Direct the Secretary to:
  - i. Announce a call for candidate nominations;
  - ii. Establish a list of those Members eligible to vote in such election including their Voting Representative; and
  - iii. Collect and post, via the Distribution List, statements of qualifications and intentions of all candidates on the ballot.
- b. Establish and oversee a secure, confidential, and accurate balloting procedure; and
- c. Notify Members of the results in a timely and transparent manner.





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- 3.6.2 Manage Funding and Expenditures. The Executive Committee will:
- a. Approve and monitor Registrar Stakeholder Group funding from ICANN, Members, individuals and organizations that are not Members;
  - b. Approve reports on expenditures at the end of each budget period and ensure that records and accountings are maintained, as necessary, to satisfy the requirements of any funding source and/or ICANN;
  - c. Authorize exceptional expenditures not foreseen in the budget; and
  - d. Evaluate and approve any action related to an application of hardship concerning Registrar Stakeholder Group membership fees.
- 3.6.3 Make Appointments. The Executive Committee will confirm appointments or establish elections for Registrar Stakeholder Group candidates, as requested, to serve on, or liaise with, other ICANN structures, including the ICANN Nominating Committee.
- 3.6.4 Establish Additional Committees and Working Groups.
- a. The Executive Committee, acting at its sole discretion or upon a request from an Registrar Stakeholder Group Member, may propose to the membership the establishment of additional temporary or permanent (e.g., standing) committees or working groups. The Executive Committee shall post such a proposal on the Distribution List. The proposal will:
    - i. Explain the need for and intended purpose of such group;
    - ii. Describe group formation criteria, participation and eligibility requirements, functions, and procedures; and
    - iii. Aim to have the group formed within thirty (30) calendar days after the proposal is posted. If three (3) or more Members request, via the Distribution List, that the Executive Committee's decision to create a new committee or working group be put to Member vote, the Executive Committee shall conduct a vote in accordance with the procedures set forth in Clause 6.0.
  - b. Volunteers. The Secretary shall post, via the Distribution List, a call for volunteers to serve on newly created committees or working groups before the first meeting is scheduled.
- 3.6.5 Resolve Disputes. The Executive Committee will hear and resolve Member disputes in a timely manner including matters of conflicts of interest.
- 3.6.6 Perform with Diligence and Loyalty. Executive Committee Officers have a duty to perform their roles with diligence and loyalty to the Registrar Stakeholder Group and will promptly disclose any and all conflicts of interest in a timely fashion, recusing themselves from discussions and decisions



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whenever there is an actual conflict or offering to recuse themselves in situations which could be perceived to be a conflict.

- a. During the term of elected office, Executive Committee Officers are required to ensure that their Statements Of Interest are current and accurate and that all current Affiliations are declared. If any action requires an Executive Committee Officer to modify his/her Statement of Interest, the revised Statement of Interest must promptly be forwarded in writing to the Executive Committee.
- b. An Executive Committee Officer shall recuse him/herself in the event that any action or decision, such as a motion or election, may result in a conflict of interest based upon the revised Statement of Interest disclosure.

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3.6.7 Support Outreach and Education. The Executive Committee will:

- a. Devise and conduct recruitment and outreach programs/efforts; and
- b. Cooperate to create and support opportunities for the Members to keep current with literature, research, and discussion of policies being developed within ICANN.

3.6.8 Decisions. All members of the Executive Committee will participate faithfully in making decisions. A quorum of at least two-thirds (2/3) of the members of the Executive Committee is required for making decisions not otherwise delegated to an individual officer. Wherever possible, decisions will be made by consensus; however, if the Executive Committee cannot resolve a matter through consensus, the Chair shall conduct a vote in which a Simple Majority will prevail. All members of the Executive Committee, including the Chair, have a vote. In the case of a tie, the Chair's vote is decisive; however, at the Chair's option, the Executive Committee may conduct a vote of the Members.

3.6.9 Membership: The Executive Committee will:

- a. Administer and enforce, where necessary, the Registrar Stakeholder Group's membership eligibility requirements as provided in Clause 2.0;
- b. Receive and review new Member applications and, if the information in the application is insufficient to warrant acceptance, notify the applicant and request additional information;
- c. Establish and monitor compliance with the new Member application process, assuring itself of the qualifications of any applicant both at the time of submission and at any time thereafter based on presentation of documented concerns about eligibility as described in §2.4.1;
- d. Accept and welcome new Members who qualify in accordance with this Charter;
- e. Ensure that a list (or database) of Members, including appropriate contact information, is maintained and published on the Registrar Stakeholder Group's web presence(s);



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- f. Determine the voting status of Members as defined in Clause 2.0 including assessment of the number of geographic regions in which a Member is based;
- g. Conduct reviews upon request (see §2.4.1) or if there is a change in the circumstances of the Member that may impact eligibility status or if the Member or any of its Designated Representatives allegedly engages in behavior inconsistent with this Charter; and
- h. Recommend amendments, when deemed appropriate, to Member eligibility criteria, voting status, the membership application form/process, the nature and amount of information necessary to evaluate Member eligibility/status, and any other requirements pertaining to Registrar Stakeholder Group membership.

### 3.7 Executive Committee Accountability.

3.7.1 Minimum Participation and Availability Requirements. An Elected Officer must strive to regularly participate in Meetings or conference calls, throughout the duration of the elected term (where Meetings” refer to ICANN Public Meetings, Registrar Stakeholder Group online meetings and face-to-face Registrar Stakeholder Group Meetings).

a. An exception may be allowed if:

- The Officer provided adequate notice, appropriate to the circumstances, as determined by a Simple Majority vote of Executive Committee Officers; or
- The Officer’s continued service to the Registrar Stakeholder Group is deemed to be important and not reasonably fulfilled by another available representative; or
- A majority of the Executive Committee Officers holds a reasonable expectation that the Officer will be available for forthcoming meetings.

3.7.2 Removal From Office. If a Registrar Stakeholder Group Member Representative files a complaint or the Chair is notified that an Executive Committee Officer, Council Representative or Nominating Committee Delegate, has failed to faithfully perform the duties of the office, including satisfying attendance and/or participation requirements related to his/her position, the Executive Committee shall conduct an investigation requesting supporting information with respect to the alleged deficiency. Any Registrar Stakeholder Group Member Representative may request the Executive Committee to replace any Executive Committee Officer, Council Representative and/or Nominating Committee Delegate, who fails to meet the Executive Committee accountability requirements itemized in Article 3.7 and Clause 4.0.

a. As an initial step in the investigation, the Executive Committee will communicate in writing with such individual outlining the deficiency and providing an opportunity for the individual to respond, within fourteen (14) calendar days, to the particulars including rationale and/or remedy.

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- b. If the individual fails to respond or the response (a) does not commit to remedy the deficiency or (b) does not provide a rationale convincing to the Executive Committee, the Executive Committee will ask the affected member to voluntarily resign from office within fourteen (14) calendar days.
- c. If the individual does not resign within the prescribed period, the Executive Committee will initiate the process for a Simple Majority Vote of Voting Members to recall such Executive Committee Officer, Generic Names Supporting Organization Council Representative and/or Nominating Committee Delegate. If the majority of the membership supports the recall:
  - i. The Executive Committee shall formally notify the individual of removal from office;
  - ii. A message may be copied to the Distribution List by the Chair stating that the individual is being removed pursuant to this Article; and
  - iii. The Executive Committee shall call an election of the Registrar Stakeholder Group Membership to fill such vacancy.

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### 4.0 Generic Names Supporting Organization Council Representatives and Nominating Committee Delegate.

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#### 4.1 Council Representative Positions and Eligibility.

- 4.1.1 As specified in the ICANN Bylaws the Registrar Stakeholder Group will select three (3) Council Representatives to each serve a two-year term on the Generic Names Supporting Organization Council.
- 4.1.2 The Registrar Stakeholder Group's Council Representatives will act on the Generic Names Supporting Organization Council as representatives of and spokespersons for the Registrar Stakeholder Group.
- 4.1.3 The three (3) Generic Names Supporting Organization Council Representatives should normally be from three (3) different geographic regions. In accordance with 6.2.3.c, when a Council Representative position becomes available, only candidates from regions not already represented can be nominated and only if no candidates are found after further extending the nomination period, can candidate(s) from a region already represented be nominated.
- 4.1.4 To be eligible for the Generic Names Supporting Organization Council Representative positions:
  - a. Members must be in good standing according to the Articles §2.1 – 2.4
  - b. A candidate must be a Designated Representative of a Voting or Non-Voting Member (see §2.2) of the Registrar Stakeholder Group; and

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- c. An otherwise eligible Designated Representative of a Voting or Non-Voting Member may not concurrently hold an elected office or Council Representative position within the Registrar Stakeholder Group. Each Member may only fill one elected position within the Registrar Stakeholder Group simultaneously as per § 3.2 .

### 4.2 Council Representative Terms and Regional Representation.

- 4.2.1 The Registrar Stakeholder Group's Council Representatives will be elected to serve staggered two-year terms under the rules for elections in §6.2 and as per the ICANN Bylaws.

### 4.3 Council Representative Duties and Obligations.

- 4.3.1. Stakeholder Group Participation. Each Council Representative shall actively and faithfully participate in developing administrative and policy positions and represent the Registrar Stakeholder Group at large rather than his/her respective Member or Registrar Family.
- 4.3.2 Generic Names Supporting Organization Council Participation. Each Council Representative shall actively and faithfully participate in the activities of the Generic Names Supporting Organization Council and in advancing the goals of the Registrar Stakeholder Group in every aspect of the Generic Names Supporting Organization's administrative and policy development processes. In particular, Council Representatives are expected to adhere to the following obligations:
- a. Active participation: A Council Representative is expected to actively participate in the regular affairs of the Generic Names Supporting Organization Council including, inter alia, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), voting responsibly on all matters before the Council, and, when requested, periodically reviewing the performance of the Council Chair and Vice-Chairs.
- b. Reasonable inquiry: Council Representatives shall request and receive sufficient information, including support from the Registrar Stakeholder Group, as appropriate, so that they may carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a Councilor has a duty to inquire into the surrounding facts and circumstances and seek guidance from available Registrar Stakeholder Group resources (e.g. Chair, Vice-Chairs, Members), in advance of any consequential discussions, decisions, or votes.
- 4.3.3 Communication. Each Council Representative shall inform the Vice-Chair for Policy Coordination, in a timely manner, but no less than every thirty (30) calendar days, of:



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- a. The initiation of a new working group, drafting team, committee or Policy Development Process within ICANN;
- b. The content of working group charters;
- c. Any formal motion made by a Generic Names Supporting Organization Council Representative, wherever practicable, at least seven (7) calendar calendar days in advance of the scheduled vote; and
- d. Any other matter reasonably pertinent to permitting the full involvement in ICANN policy development by Registrar Stakeholder Group Members.

4.3.4 Registrar Stakeholder Group Positions. Each Council Representative shall represent on the Generic Names Supporting Organization Council the goals and priorities of the Members to the best of his/her ability and in accordance with the following principles:

- a. Positions that are formally adopted within the Registrar Stakeholder Group, as described in clause 6.0, are presumptively binding on Council Representative votes. This presumption may be rebutted only with the consent of the Members and in the event of very significant countervailing concerns, which must be disclosed to the Members.
- b. On motions, votes, and other matters for which an Registrar Stakeholder Group position has not been formally established, Council Representatives are required to proactively consult with the Executive Committee as far in advance as is practicable. The Executive Committee shall determine if specific guidance should be provided to Council Representatives consonant with the Members' interests.
- c. In the absence of a formally adopted position or specific direction from the Executive Committee, Council Representatives are authorized to vote on Generic Names Supporting Organization Council matters as they think best with a reasonable effort to reflect the positions held by Members of the Registrar Stakeholder Group.

4.3.5 Abstention, Absence, and Vacancy. It is important that votes of the Registrar Stakeholder Group be registered, through its elected Council Representatives, on every matter of significance that comes before the Generic Names Supporting Organization Council for action. For Council Representative occurrences of abstention, planned absence, and vacancy, the Registrar Stakeholder Group intends to utilize the voting remedies provided in the Generic Names Supporting Organization Operating Procedures, which include Voting Direction, Proxy, and Temporary Alternate.

- a. Abstention. In the event that a Council Representative experiences a circumstance requiring a volitional or obligational abstention, as described in the Generic Names Supporting Organization Operating Procedures, the Council Representative must notify the Executive



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Committee as far in advance as practicable. The Executive Committee, coordinating with the Vice-Chair for Policy Coordination, will decide whether or not to utilize a prescribed remedy of Voting Direction or Proxy. For these two remedies, there is a requirement that the Registrar Stakeholder Group establish a position on the matter concerned. In the event that the Registrar Stakeholder Group does not have a formally adopted position (§4.3.4-a) and there is insufficient time to develop one using its normal procedures (§6.3):

- i. For matters involving policy positions, the Chair, with the concurrence of the Vice-Chair for Policy Coordination, may interpret the Registrar Stakeholder Group's position using their best judgment so that a voting remedy may be exercised.
  - ii. For non-policy motions/votes, the Chair, with the concurrence of the Vice-Chair for Policy Coordination, may interpret the Registrar Stakeholder Group's position using their best judgment so that a voting remedy may be exercised.
- b. Planned Absence. When a Council Representative expects to be unable to attend a Generic Names Supporting Organization Council meeting, in whole or in part, the Council Representative is expected to notify the Executive Committee as far in advance as practicable. Consistent with §4.3.5-a, the Executive Committee will determine whether to utilize the Proxy voting remedy as provided in the Generic Names Supporting Organization Operating Procedures.
- c. Extended Absence or Vacancy. Under circumstances which will cause a Council Representative to miss multiple Generic Names Supporting Organization Council meetings or otherwise be unable to fulfill his/her duties and obligations for an extended period, the Executive Committee may identify one or more Members who satisfy the Generic Names Supporting Organization Operating Procedures criteria and can be called upon to serve as a Temporary Alternate (§4.5.3-c).
- d. Unplanned Absence. Because unplanned absences, by definition, do not permit sufficient opportunity or time to apply a voting remedy, they are to be minimized. Council Representatives who more than occasionally fail to attend Generic Names Supporting Organization Council meetings in whole or in part, for any reason, without providing the Executive Committee sufficient advance notice to evaluate and, at its option, execute a voting remedy, may be subject to removal as per §3.7.2.
- e. Communication to Members. Any Executive Committee judgment(s) applied under §4.3.5 must be communicated to the Members as soon as practicable after the decision is made.
- 4.3.6 Removal From Office: Generic Names Supporting Organization Council Representatives who fail to meet duties and obligations as specified in 4.3 may be recalled from office as per procedures outlined in 3.7.2.



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### 4.4 Nominating Committee Delegate Position and Term.

There shall be a Nominating Committee of ICANN, responsible for the selection of all ICANN Directors except the President and those Directors selected by ICANN's Supporting Organizations, and for such other selections as are set forth in Article 8 of the ICANN Bylaws.

#### 4.4.1 As specified in the ICANN Bylaws there shall be one voting delegate from the Registrar Stakeholder Group in the Nominating Committee.

4.4.2 Each voting delegate shall serve a one-year term.

4.4.3 A delegate may serve at most two successive one-year terms, after which at least two years must elapse before the individual is eligible to serve another term.

4.4.4 The regular term of each voting delegate shall begin at the ICANN annual meeting and shall end at the conclusion of the immediately following ICANN annual meeting.

4.4.5 Vacancy. Any vacancy occurring during the Nominating Committee Delegate's term shall be handled by the Registrar Stakeholder Group as per the vacancy rules outlined for Executive Committee members in Article 3.4.3.

### 4.5 Nominating Committee Delegate Eligibility

Only Voting Members of the Registrar Stakeholder Group are eligible to stand on ICANN's Nominating Committee as appointed by the Registrar Stakeholder Group. Delegates to the ICANN Nominating Committee shall also meet eligibility requirements as noted in the ICANN Bylaws.

### 4.6 NomCom Duties and Obligations:

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- 4.6.1 Attend all three NomCom face-to-face meetings, normally scheduled during ICANN's conferences. In the event of schedule conflicts with non-NomCom meetings, priority should be given to the NomCom meetings;
- 4.6.2 Attend all teleconferences of the NomCom;
- 4.6.3 Participate in NomCom's outreach for soliciting potential candidates; and
- 4.6.4. Keep the Registrar Stakeholder Group informed of NomCom activities and milestones to the extent allowed under the confidentiality obligations of the NomCom.

### 4.7 NomCom Removal from Office:

- 4.7.1 Nominating Committee Delegates who fail to meet duties and obligations as specified in 4.7 and in the ICANN Bylaws may be recalled from office as per procedures outlined in 3.7.2.

## 5.0 Other Temporary or Standing Committees.

### 5.1 General Provisions.

- 5.1.1 Chair Responsibilities. The members of each committee, working group, drafting team and other groups formed within the Registrar Stakeholder Group, shall elect a Chair who, among other duties mentioned elsewhere in this Charter, will:
  - a. Schedule meetings and develop agendas;
  - b. Conduct deliberations consistent with the consensus stipulations in §6.1;
  - c. Keep and publish (or direct others to keep and publish) minutes/action items of committee meetings and records of committee actions, which shall be made available on request on the Distribution List (§7.2.1); and
  - d. Report to and involve Registrar Stakeholder Group Members in the activities of the committee, as appropriate.
- 5.1.2 Conflicts of Interest. Committee members have a duty to perform their roles with diligence and loyalty to the Registrar Stakeholder Group and will promptly disclose any and all conflicts of interest in a timely fashion, recusing themselves from discussions and

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decisions whenever there is an actual conflict or offering to recuse themselves in situations which could be perceived to be a conflict.

### 6.0 Decision-Making, Elections, and Policy Positions.

#### 6.1 Decision-Making.

6.1.1 Commitment to Consensus. The Registrar Stakeholder Group, its various committees, working groups, drafting teams, and other deliberative bodies, shall endeavor to decide issues by general agreement whenever practicable. Formally chartered working groups, in particular, should follow the decision-making practices specified in the Generic Names Supporting Organization Operating Procedures, Annex 1, entitled "Generic Names Supporting Organization Working Group Guidelines." Except for elections (§6.2) and written policy development positions (§6.3), voting shall be relied upon only to the extent that is necessary in cases where general agreement cannot be reached.

6.1.2 Stakeholder Group, Committee, Group, and Team Voting. After all reasonable attempts to reach consensus have been exhausted, the Chair may call for a vote following these general guidelines:

- a. A decision may be considered carried if Simple Majority is reached.
- b. Voting shall be conducted via electronic voting.

#### 6.2 Elections.

6.2.1 Announcement. In the event that a Registrar Stakeholder Group leadership position becomes available, the Secretary shall post a Notice of Election and Request for Nominations on the Distribution List within a reasonable time prior to the election date. The Secretary will run all election processes and use online voting systems to facilitate participation within the Registrar Stakeholder Group. Leadership positions include: Executive Committee Officers, Council Representatives and Nominating Committee Delegates.

6.2.2 Eligibility. At the start of the election cycle, the Secretary shall declare the geographic regions of the Council Representative positions that are eligible for election.

- a. Only the Designated Representatives of Voting Members can be nominated for Executive Committee Officer or Nominating Committee Delegate position. A Designated Representative of any Member can be nominated for a Council Representative position.

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- b. Any eligible Designated Representative nominated for elected office must complete a Statement of Interest form, as documented in the Generic Names Supporting Organization Operating Procedures, and provide its reference (URL) to the Registrar Stakeholder Group Distribution List.
- c. Conflicts of interest must be disclosed within the Statement of Interest or published separately by a nominee prior to the commencement of an election.
- d. Failure to complete a Statement of Interest prior to an election will be deemed sufficient basis for the Executive Committee to disqualify a nominee from further consideration as a candidate.

### 6.2.3 Nominations and Candidates.

- a. The Secretary shall accept nominations for a period of no less than two (2) calendar days but no more than seven (7) calendar days. The Chair, Vice-Chair for Policy Coordination, Vice-Chair for Technical Operations, Secretary, and Treasurer will be elected at the same time except in the case of an interim vacancy, which shall be handled according to Article 3.4. The election cycle for Council Representatives will be determined based on the Generic Names Supporting Organization Operating Procedures. Nominating Committee Delegates will be elected based on staggered terms as per the ICANN Bylaws. Candidate nominations will be published on the Distribution List upon the close of this period. If no nominations are received, the Executive Committee will extend the nomination period by a maximum of twenty-one (21) calendar days to allow for nominees to come forward for all vacant positions.
- b. Any Designated Representative of a Voting Member of the Registrar Stakeholder Group in good standing may nominate a Designated Representative of a Voting Member for the Executive Committee Officers, and Nominating Committee Representatives positions, and a Designated Representative of a Voting or one Non-Voting Member one of the Generic Names Supporting Organization Councilor positions, by submitting the candidate's name to the Registrar Stakeholder Group Distribution List. The nomination must be seconded by at least one (1) other Designated Representative who is not in the same Registrar Family as the candidate. One Non-Voting Member is eligible for nomination for a Generic Names Supporting Organization Council Representative position only per term.
- c. In the event that there are no nominees for a Council Representative position who represent the eligible geographic region(s), the nomination period shall be extended by a maximum of twenty-one (21) calendar days to further allow nominees from these region(s) to apply. To provide reasonable flexibility, candidates who are citizens of a country in one geographic region, but have been domiciled in another geographic region for at least five (5) years may be associated with either region as specified in their Statement of Interest (§6.2.2). If after the maximum twenty-one (21) days there is still no candidate(s) from the eligible geographic region(s), in accordance with 4.1.3, candidate(s) from a region already represented can be nominated.



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- d. When a nomination is received, the Executive Committee will (i) conduct a review to confirm the candidate satisfies the eligibility requirements for their position and (ii) report any discrepancies to the candidate to allow them to update their Statement of Interest and, if applicable, withdraw their candidacy, prior to the close of the nomination period.
  - e. Within two (2) business days of the nomination, or by the close of the nomination period, whichever occurs later, the nominee must accept the nomination and submit to the Registrar Stakeholder Group Distribution List a reference (URL) to a completed Statement of Interest (see §6.2.2-a).
- 6.2.4 Candidate Discussion. Upon the close of the of nomination period, the Secretary will submit the list of nominees and announce the start of the Discussion of Candidates period to the Registrar Stakeholder Group Distribution List. This period of time shall occur for a minimum of three (3) calendar days but no greater than seven (7) calendar days. The Secretary will notify the Registrar Stakeholder Group upon completion of the Discussion of Candidates period via email to the Registrar Stakeholder Group Distribution List.
- 6.2.5 Voting.
- a. Within three (3) calendar days after the close of discussion period, the Secretary will arrange for an electronic ballot to be sent and publish the opening and closing dates for the election on the Distribution List.
  - b. An election period will be open for voting for no less than five (5) calendar days, but no more than ten (10) calendar days, during which Registrar Stakeholder Group Voting Member Member Representatives will cast their ballots electronically. During this time, advocating and/or campaigning for any candidates, whether on or off the Registrar Stakeholder Group's Distribution List, shall be suspended.
  - c. Each Registrar Stakeholder Group Voting Member Member Representative eligible to vote is accorded one (1) vote which is not divisible. Registrar Families are allowed only one (1) Voting Member Representative. Only members in good standing shall have voting rights. If two (2) or more active Members become Affiliated Registrars, they shall only have one (1) vote from that point on, without regard to Registrar Stakeholder Group fees already paid. Any disagreement regarding whether a Member is considered an Affiliated Registrar of another Member shall be decided by a Simple Majority vote of the Member Representatives, as per Clause 2.0.
  - d. Voting Member Member Representatives shall retain the right to formally abstain during any vote. Formal abstentions are included in the total votes cast but do not count as a vote against a candidate or motion.
  - e. The winner(s) will be the candidate(s) receiving the largest number of votes.
  - f. In case of a tie among those candidates receiving the most votes, an additional one-week election period will be held between the tied nominees. Such election shall occur no later than one week after the tie is determined.



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g. The Secretary shall publish vote results on the Distribution List including the number of votes cast per candidate, and the names of Voting Members who cast votes.

6.2.6 Proxy. A Voting Member may appoint a proxy for a specific vote in the Registrar Stakeholder Group. The proxy must fulfill the conditions of appointment as an Member Representative or be another Member's Member Representative within the Registrar Stakeholder Group. Notification of a proxy must be made in writing to the Secretary at least one calendar day prior to the start of the election.

### **6.3 Developing a Written Policy or Position.**

6.3.1 The Registrar Stakeholder Group aims to address and, where appropriate (for example with ICANN public comments or Registrar Accreditation Agreement Amendment Reviews), make a public statement on any issue that is considered of interest to registrars. In order to facilitate this, a nominated individual or team of volunteer participants can be made responsible for deciding what should be commented on, and/or preparing a draft statement.

All members should be given the opportunity to review the draft statement, discuss any required amendments and come to a consensus on the final version.

6.3.2 Consensus for written policies or positions. An effort should be made to reach general consensus on any statement that the Registrar Stakeholder Group will make public, via discussion on the Distribution List, in accordance with Article 6.1.1.

If there is continuing dissent the Executive Committee may move the process forward in one of the following two ways:

- a. The statement will be signed only by those Member Representatives that support it and will not be submitted on behalf of the entire Registrar Stakeholder Group; or
- b. A vote, requiring a Simple Majority, will be held to decide if the statement will be submitted or not in its current form on behalf of the Registrar Stakeholder Group.

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### **6.4 General Membership Voting.**

6.4.1 Announcement. In the event that a general membership vote is required, such as when a Registrar Stakeholder Group position is drafted as per Article 6.3.1, or a budget vote is required as per Article 10.1, the Chair shall post a Notice of Vote on the Distribution List within a reasonable time



## Registrar Stakeholder Group Charter (v6.0)

prior to a procedural or position deadline. The Secretary will run all vote processes and use online voting systems to facilitate participation within the Registrar Stakeholder Group.

6.4.2 Eligibility. Only Voting Member Member Representatives may cast votes in general membership voting.

6.4.3 Voting.

- a. The Secretary will distribute to the Registrar Stakeholder Group Distribution List the ballot announcement for each general vote or position no later than three (3) calendar days following the Notice of Vote.
- b. An election period will be open for voting for no less than five (5) calendar days, but no more than ten (10) calendar days, during which Registrar Stakeholder Group Voting Member Member Representatives will cast their ballots electronically. During this time, advocating and/or campaigning for any position or policy, whether on or off the Registrar Stakeholder Group's Distribution List, shall be suspended.
- c. Each Registrar Stakeholder Group Voting Member Member Representative eligible to vote is accorded one (1) vote which is not divisible. Registrar Families are allowed only one (1) Voting Member Representative. Only members in good standing shall have voting rights. If two (2) or more active Members become Affiliated Registrars, they shall only have one (1) vote from that point on, without regard to Registrar Stakeholder Group fees already paid. Any disagreement regarding whether a Member is considered an Affiliated Registrar (see definition in Clause 11.0) of another Member shall be decided by a Simple vote of the Member Representatives, as per Clause 2.0.
- d. Voting Member Member Representatives shall retain the right to formally abstain during any vote. Formal abstentions are included in the total votes cast but do not count as a vote against a position or motion.
- e. An affirmative vote will be decided in accordance with the Simple Majority required for that situation.
- f. The Secretary shall publish vote results on the Distribution List including the number of votes cast per position, and the names of Voting Members who cast votes.

6.4.4 Proxy. A Voting Member may appoint a proxy for a specific vote in the Registrar Stakeholder Group as per 6.2.6

### 6.5 Fast Track Motions

6.5.1 Certain motions may receive "Fast Track" treatment, whereby a vote may be conducted in less time than prescribed in 6.4.3.



## Registrar Stakeholder Group Charter (v6.0)

- 6.5.2 Requests for Fast Track treatment may be made by any Member at any scheduled meeting of the Registrar Stakeholder Group or electronically on the Distribution List and must include a written justification supporting the Fast Track treatment.
- 6.5.3 Fast Track treatment is only available under urgent circumstances. Urgent circumstances exist if following the standard timing of a motion in Clause 6.0 would dramatically harm the value or effectiveness of the motion and the need for fast track treatment could not reasonably have been foreseen.
- 6.5.4 A motion may only be considered for Fast Track treatment upon a Simple Majority vote of the Registrar 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.
- 6.5.5 Motions to amend the Registrar Stakeholder Group Charter are ineligible for Fast Track treatment.
- 6.5.6 Any motion receiving Fast Track treatment made at an in-person meeting must also be published on the Registrar Stakeholder Group distribution list prior to a vote.
- 6.5.7 Fast Track motions must have a minimum of 5 (five) endorsements from Voting Members to proceed to a vote.
- 6.5.8 Fast Track motions must be adopted by a Super Majority of the votes cast.
- 6.5.9 Notwithstanding Article 6.5.8 above, any vote on a Fast Track motion that receives less than 33% of those Voting Members (including votes cast for and against the motion, and any abstentions) will be deemed defeated.
- 6.5.10 If a Fast Track motion is defeated, another vote may be held using the standard motion procedures in Article 6.4.3 above.

### 6.6 Fast Track Voting

#### 6.6.1 Process:

- a. The Secretary will arrange for an electronic ballot to be sent and publish the opening and closing dates for the fast track vote on the Distribution List.
- b. A voting period will be open for voting for no less than one (1) calendar days during which Registrar Stakeholder Group Voting Member Representatives will cast their ballots electronically. During this time, advocating and/or campaigning for any position or policy, whether on or off the Registrar Stakeholder Group's Distribution List, shall be suspended.
- c. Each Registrar Stakeholder Group Voting Member Representative eligible to vote is accorded one (1) vote which is not divisible. Registrar Families are allowed only one (1) Voting Member Representative. Only members in good standing shall have voting



## Registrar Stakeholder Group Charter (v6.0)

rights. If two (2) or more active Members become Affiliated Registrars, they shall only have one (1) vote from that point on, without regard to Registrar Stakeholder Group fees already paid. Any disagreement regarding whether a Member is considered an Affiliated Registrar of another Member shall be decided by a Simple vote of the Member Representatives, as per Clause 2.0.

- d. Voting Member Representatives shall retain the right to formally abstain during any fast track vote. Formal abstentions are included in the total votes cast but do not count as a vote against a position or motion.
- e. A Super Majority is required for an affirmative vote for any fast track motions; and
- f. The Secretary shall publish vote results on the Distribution List including the number of votes cast per position, and the names of Voting Members who cast votes.

### 7.0 Communications.

#### 7.1 Web Presence.

7.1.1 Member Information. The Executive Committee will maintain a public record in the Registrar Stakeholder Group web presence(s) including the following current, accurate information about each Member:

- a. Name and contact information (individual members have the right to withhold the posting of contact details for privacy reasons);
- b. Status (i.e., Voting or Non-Voting);
- c. Listing of all elected and appointed positions within ICANN structures, including Supporting Organizations (e.g., Generic Names Supporting Organization), Stakeholder Groups (e.g., Registrar Stakeholder Group), Constituencies, Advisory Committees, and the Registrar Stakeholder Group; and
- d. Name of Member Representative, Alternate Member Representative (if designated), and additional contacts, if applicable, to the Registrar Stakeholder Group.

7.1.2 Use of Site. Membership use of the web presence(s) must comply with the publication policies set forth in section §7.3.

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## Registrar Stakeholder Group Charter (v6.0)

7.1.3 Web Page. The Registrar Stakeholder Group will publish formal positions on the Registrar Stakeholder Group Web Page. The Web Page shall be established by the Executive Committee and maintained by the Secretary or, if so delegated, a Secretariat. The Registrar Stakeholder Group Web Page must be archived and accessible to the public upon request.

### 7.2 Electronic Mailing Lists.

7.2.1 Distribution List. The Registrar Stakeholder Group will also operate a Distribution List to enable Members to engage in dialogue, via direct posting, concerning issues which may be developed into formal positions/statements as well as other matters including discussion of policies and practices, elections, policy issues, logistics, sharing of relevant news/information, and coordinating participation in ICANN-related events. Separate internal lists are also maintained, where warranted, for approved committees. The Executive Committee shall establish a mechanism to archive these lists.

### 7.3 Publication Policies.

The following publication policies apply to all Registrar Stakeholder Group communications regardless of media:

7.3.1 Responsibility. The responsibility for posting accurate, appropriate, and authorized content will reside with the author. Only Designated Representatives of Members, as specified in Article 2.2, are entitled to post to official Registrar Stakeholder Group media. Any Designated Representative's decision to post or submit content shall constitute acceptance of the Registrar Stakeholder Group publications policy as set forth in this section.

7.3.2 Supervision. The Executive Committee shall appoint the appropriate Vice-Chair to supervise the appropriate use of the Registrar Stakeholder Group's communications media in whatever form with the Secretary serving in the capacity of administrator. Stipulations related to the removal of inappropriate content and/or the suspension of posting privileges are prescribed in §7.5.

### 7.4 Protection of Member Data.

The Executive Committee and Members of the Registrar Stakeholder Group shall ensure reasonable care of Member data and, in particular, shall not utilize such data beyond what is necessary for its originally intended purposes.



## Registrar Stakeholder Group Charter (v6.0)

### 7.5 Limits on Communication Privileges.

In addition to the above obligations and consequences, the Chair or Vice-Chairs have the right to suspend or restrict a Designated Representative's posting privileges to or on any of the Registrar Stakeholder Group's communications mechanisms and to direct that posted material not conforming to the stipulations of this Charter be removed. Any such action must be approved by a Simple Majority of Executive Committee Officers.

7.5.1 Delete. Before exercising the right to delete, a good faith effort must be made to determine that such Designated Representative has posted material that is inappropriate.

7.5.2 Suspend or Restrict. Before exercising the right to suspend or restrict, a good faith determination must be made that such Designated Representative's posting of inappropriate material represents an egregious violation of ICANN's Expected Standards of Behavior or a pattern of abuse.

7.5.3 Notice. The Executive Committee must give notice to such Designated Representative if action is taken to suspend, restrict, or delete. Upon request, a statement of rationale will be provided. All formal communications related to this Article will also be communicated to the Member Representative.

7.5.4 Appeal. Any determination to suspend, restrict, or delete may be appealed to the Executive Committee and/or the ICANN Ombudsman.

### 8.0 Meetings.

#### 8.1 General Membership Meetings.

8.1.1 Format. The Registrar Stakeholder Group will meet in person at all ICANN meetings and, additionally, the Chair will schedule virtual (electronic) sessions at least once per month, wherever practicable, via the Registrar Stakeholder Group Distribution List and/or calendar. Such sessions are intended to:

- Share information among Members;
- Discuss relevant Registrar Stakeholder Group and ICANN matters;

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## Registrar Stakeholder Group Charter (v6.0)

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- Establish consensus on policy positions;
- Plan Registrar Stakeholder Group participation at ICANN meetings; or
- Address other topics, issues, and business as determined by the Executive Committee.

8.1.2 Notification. Advanced notice will be provided to Members of any upcoming face-to-face meetings with final agendas made available no less than five (5) calendar days prior.

8.1.3 Minutes. The Secretary will post to the Registrar Stakeholder Group Distribution List the transcript, chat room discussions, and audio recording from any general membership meeting within seven (7) calendar days of such meeting. Whenever possible, for the convenience of Members, the Secretary will take minutes at Registrar Stakeholder Group meetings for the purpose of summarizing what transpires including the agenda, attendance, and any decisions or actions items that stemmed from discussions. If votes or consensus calls are taken at a meeting, the minutes shall indicate the outcomes as well as key discussion points.

8.1.4 Public. Registrar Stakeholder Group meetings shall be public unless the Executive Committee decides that circumstances warrant a closed session.

8.1.5 Procedure. At the discretion of the Chair, meetings may be conducted informally or as appropriate for the size of the group and topic being discussed. Concerns or issues regarding the manner in which a meeting is conducted may be appealed to the Executive Committee.

8.1.6 Translation and Remote Participation. Upon request, the Executive Committee will make a reasonable effort to facilitate translation and remote participation services.

### **8.2 Committee Meetings.**

The Chair of any standing or ad hoc committee, working groups, or drafting teams shall consult its members when making determinations as to how its meetings are to be conducted including compliance with Section 8.1.

8.2.1 Format. Committee meetings may be conducted using electronic means.



## Registrar Stakeholder Group Charter (v6.0)

8.2.2 Appeals. Concerns or issues regarding the manner in which a meeting is conducted may be appealed to the Executive Committee.

### 9.0 Outreach.

#### 9.1 Outreach Policies.

9.1.1 Commitment. Registrar Stakeholder Group is committed to being inclusive and representative of registrars globally and will conduct outreach to registrars eligible for membership as outlined in Clause 2.0.

9.1.2 Objective. Recruiting will be focused on encouraging representation from each ICANN geographic region.

#### 9.2 Outreach Opportunities.

The full Executive Committee and any attending Registrar Stakeholder Group Member will seek opportunities at each ICANN public meeting to recruit new Members and educate interested attendees about the Registrar Stakeholder Group and ICANN.

### 10.0 Finances.

#### 10.1 Reasonable Fees.

The Executive Committee may propose membership fees. The annual budget and proposed increase or decrease of membership fees by the Executive Committee must be approved by a Simple Majority vote of the Registrar Stakeholder Group Voting Members.

#### 10.2 Funding Sources.

10.2.1 The Chair and Treasurer are primarily responsible for identifying external funding and procuring such funding for the Registrar Stakeholder Group with the assistance of Members upon request.

10.2.2 Any prospective external funding must be given without any obligation to support a policy position and must be free of conflicts of interest. The Treasurer shall disclose any proposed funding source to the membership for a period of not less than two (2) weeks before accepting it.

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## Registrar Stakeholder Group Charter (v6.0)

### 10.3 Invoicing.

The Registrar Stakeholder Group's membership cycle operates on a fiscal year basis with fees invoiced annually for existing Members. A new Member joining during the first six months of a year will be invoiced for an entire year. A new Member joining during the last six months of a year will be invoiced on a pro-rata basis.

### 10.4 Refunds.

No refund of membership fees will be given to a Member due to resignation, removal, or voting status change as specified in this Charter.

### 10.5 Accounting and Transparency.

The Registrar Stakeholder Group's accounting period is a fiscal year from 1 July through 30 June. The proposed budget for each year and the year-end summary of accounts will be posted on the Distribution List.

## 11.0 Amendments, Revisions, and Version Control.

### 11.1 Amendments.

This Charter may be amended from time-to-time, in whole or in part, by a Super Majority vote of Members. Once an affirmative vote is cast, the Registrar Stakeholder Group must comply with the Generic Names Supporting Organization Charter Amendment Process as approved by the ICANN Board.

### 11.2 Interpretation.

If any dispute arises regarding the interpretation of this Charter, such interpretation will be decided upon via a Simple Majority vote from the Voting Representatives without prejudice to the right of any Member to file a complaint to the ICANN Ombudsman.

### 11.3 Effect and Transition.

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## Registrar Stakeholder Group Charter (v6.0)

All Articles of any revised Charter shall take effect immediately following an affirmative Super Majority vote of the Registrar Stakeholder Group membership and all phases of the Generic Names Supporting Organization Charter Amendment Process are concluded.

### 11.4 Version Control:

<u>Version</u>	<u>Date</u>	<u>Name</u>	<u>Description</u>
<u>3.0</u>	<u>17 Apr 2003</u>		<u>Bylaws of the ICANN Generic Names Supporting Organization Registrar Constituency Version 3, Revision 0, Draft 0</u>
<u>4.0</u>	<u>24 Feb 2009</u>	<u>Tim Ruiz</u>	<u>Stakeholder Group Transitional Charter submitted to ICANN Board for approval</u>
<u>4.1</u>	<u>22 Jun 2009</u>	<u>Structural Improvements Committee (SIC)</u>	<u>Revisions per ICANN Board</u>
<u>4.2</u>	<u>30 Jul 2009</u>	<u>Structural Improvements Committee (SIC)</u>	<u>Additional revisions approved by ICANN Board</u>
<u>5.0</u>	<u>25 Sep 2013</u>	<u>Michele Neylon, Chair</u>	<ul style="list-style-type: none"> <li>• <u>Address capabilities of members to serve in leadership positions</u></li> <li>• <u>Clarify voting rights of Registrar Stakeholder Group members</u></li> <li>• <u>Provide clarity regarding ability of affiliated members under common ownership to vote</u></li> <li>• <u>Streamline election of officers when there is only one candidate</u></li> <li>• <u>Provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office</u></li> <li>• <u>Clarification of the directed voting of Generic Names Supporting Organization Councilors</u></li> </ul>
<u>5.1</u>	<u>27 May 2014</u>	<u>ICANN Staff Recommendations approved by Michele Neylon, Chair</u>	<ul style="list-style-type: none"> <li>• <u>Incorporation of Rules of Procedure (previously separate) into Charter as Section 7</u></li> <li>• <u>Added Amendments Tracking Log (Section 8), Table of Contents, and page numbering</u></li> </ul>

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## Registrar Stakeholder Group Charter (v6.0)

5.2	16 October 2014	ICANN Board of Directors	<a href="#">Approved by ICANN Board of Directors – Resolution 2014.10.16.07</a>
6.0	6 July 2018	<a href="#">Theo Geurts, Lindsay Hamilton-Reid, Janelle McAlister, Peter Green, Luc Seufer, Zoe Bonython (RrSG Charter Drafting Team)</a>	<a href="#">Complete redraft to update and modernize provisions, improve language across the document, and incorporate new sections recommended by ICANN Staff. Voted for adoption by Registrar Stakeholder Group Membership on 27 June 2018.</a>

### 12.0 Registrar Stakeholder Group Operating Procedures.

The Registrar Stakeholder Group Operating Procedures shall be maintained by the Executive Committee and provide additional details on processes within the Registrar Stakeholder Group. Where any inconsistency/conflict exist between the Charter and the Operating Procedures, the Charter will prevail.

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**Deleted:** 1. → **Charter Definitions**

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

- 1.1. → "Affiliated Registrar" is an entity that, directly or indirectly, through one or more intermediaries, is controlled by or remains under common control with another entity. A group of Affiliated Registrars is considered a "Registrar Family."
  - 1.2. → "Executive Committee" consists of the Chair, Vice Chair, Secretary, Treasurer, three (3) GNSO Council Representatives, and the Nominating Committee Representative, all elected by the Members. Each is considered an "Elected Officer."
  - 1.3. → "Fiscal Year" means July 1 through June 30.
  - 1.4. → "ICANN-Accredited Registrar" shall mean those companies, individuals or entities that are currently accredited by ICANN to act as registrars. The authoritative list of ICANN-Accredited Registrars is maintained by ICANN at <http://www.icann.org/registrars/accredited-list.html>.
  - 1.5. → "Member" is an ICANN-Accredited Registrar that has paid the required membership dues to the RrSG for the current Fiscal Year.
  - 1.6. → "Registrar Stakeholder Group" (also referred to as "RrSG") is a recognized constituency within the ICANN community that represents the interests of its Members.
  - 1.7. → "Representative" is an individual that is employed by or affiliated with a Member and appointed to represent the Member.
  - 1.8. → "Voting Representative" is a Representative authorized to vote on behalf of the Member.
- Any disputes regarding these definitions shall be resolved by a unanimous decision of the Executive Committee and, absent a unanimous decision, would be resolved by a majority vote of the Voting Representatives. Any such decision by the Executive Committee shall be promptly communicated to the Members.
- 2. → Constitution**
- 2.1. → The Registrar 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 ("ICANN").
  - 2.2. → The purpose of the RrSG is to represent the views and interests of its Members within ICANN's Supporting Organizations and other ICANN-related responsibilities according to the ICANN Bylaws.
  - 2.3. → The RrSG shall neither act as a Registrar Trade Association nor represent collective RrSG view points or interests in any other forum than those noted in paragraph 2.2 of this Charter.
  - 2.4. → A Member or Representative may not represent the opinion or position of the RrSG without prior approval by the majority of the Members using a method chosen by the Secretary.
  - 2.5. → The RrSG shall refrain from facilitating, promoting or otherwise knowingly allow unlawful collusion or other forms of anti-competitive behavior by Members.
  - 2.6. → **Transparency.** The RrSG, when appropriate, feasible, and not contrary to the best interests of the RrSG or its Members, shall endeavor to make its activities open to the public.
- 3. → Membership**
- 3.1. → **Eligibility.** Only ICANN-Accredited Registrars that have paid the required membership dues to the RrSG for the current Fiscal Year are eligible to be Members. Similar to other GNSO Constituencies membership criteria, the RrSG represents the interests of an individual sector, specifically those of ICANN-... [1]

## **1. Charter Definitions**

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

**1.1. “Affiliated Registrar” is an entity that, directly or indirectly, through one or more intermediaries, is controlled by or remains under common control with another entity. A group of Affiliated Registrars is considered a “Registrar Family.”**

**1.2. “Executive Committee” consists of the Chair, Vice Chair, Secretary, Treasurer, three (3) GNSO Council Representatives, and the Nominating Committee Representative, all elected by the Members. Each is considered an “Elected Officer.”**

**1.3. “Fiscal Year” means July 1 through June 30.**

**1.4. “ICANN-Accredited Registrar” shall mean those companies, individuals or entities that are currently accredited by ICANN to act as registrars. The authoritative list of ICANN-Accredited Registrars is maintained by ICANN at <http://www.icann.org/registrars/accredited-list.html>.**

**1.5. “Member” is an ICANN-Accredited Registrar that has paid the required membership dues to the RrSG for the current Fiscal Year.**

**1.6. “Registrar Stakeholder Group” (also referred to as “RrSG”) is a recognized constituency within the ICANN community that represents the interests of its Members.**

**1.7. “Representative” is an individual that is employed by or affiliated with a Member and appointed to represent the Member.**

**1.8. “Voting Representative” is a Representative authorized to vote on behalf of the Member.**

**Any disputes regarding these definitions shall be resolved by a unanimous decision of the Executive Committee and, absent a unanimous decision, would be resolved by a majority vote of the Voting Representatives. Any such decision by the Executive Committee shall be promptly communicated to the Members.**

## **2. Constitution**



2.1. The Registrar 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 ("ICANN").

2.2. The purpose of the RrSG is to represent the views and interests of its Members within ICANN's Supporting Organizations and other ICANN-related responsibilities according to the ICANN Bylaws.

2.3. The RrSG shall neither act as a Registrar Trade Association nor represent collective RrSG view points or interests in any other forum than those noted in paragraph 2.2 of this Charter.

2.4. A Member or Representative may not represent the opinion or position of the RrSG without prior approval by the majority of the Members using a method chosen by the Secretary.

2.5. The RrSG shall refrain from facilitating, promoting or otherwise knowingly allow unlawful collusion or other forms of anti-competitive behavior by Members.

2.6. Transparency. The RrSG, when appropriate, feasible, and not contrary to the best interests of the RrSG or its Members, shall endeavor to make its activities open to the public.

### **3. Membership**

3.1. Eligibility. Only ICANN-Accredited Registrars that have paid the required membership dues to the RrSG for the current Fiscal Year are eligible to be Members. Similar to other GNSO Constituencies membership criteria, the RrSG represents the interests of an individual sector, specifically those of ICANN-Accredited Registrars. Therefore, to avoid conflicts of interest, this typically excludes entities whose primary relationship with ICANN is as an accredited TLD registry or registry operator.

3.2. Representative. Each Member may appoint unlimited individuals that are employed by or affiliated with the Member as its representatives to the RrSG (each a "Representative").

3.3. Voting Representative. A Member shall designate one (1) Representative who is authorized to vote on behalf of the Member concerning RrSG matters ("Voting Representative"). Pursuant to Paragraph 6.5.2, if the Member is a part of a Registrar Family, the Registrar Family may not have more than one Voting Representative. Any Member may change its appointed Voting Representative at any time with notice to the RrSG's Secretary.

### **4. Membership Fees**

4.1. The RrSG may levy reasonable dues on Members, based on an annual budget approved by a majority vote of the Voting Representatives, to recoup the cost of providing services to Members. Members that are 45 days past due on membership fee payment will

lose all membership privileges, including, but not limited to, voting, exclusion from mailing lists, access to private mailing lists, and/or sponsoring or participating in RrSG-related activities. The Treasurer will provide notice of suspension to the Member at least five (5) days prior to the suspension taking place.

4.2. The Executive Committee may pro-rate annual dues if a Member joins the RrSG after the beginning of the Fiscal Year. Information regarding the calculation of pro-rated dues will be maintained on the RrSG website at <http://www.icannregistrars.org/>.

## 5. Organization and Structure

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

5.2. Terms. Elected Officers serve for the time periods and term limits identified below:

5.2.1. The term of the Chair, Vice Chair, Secretary, and Treasurer positions is one (1) year, with the term running concurrently with the Fiscal Year. Representatives may serve no more than three (3) consecutive terms in the same position.

5.2.2. The term of a GNSO Councilor is two (2) years. Representatives may serve no more than two (2) consecutive terms.

5.2.3. The term of the Nominating Committee Representative is one (1) year. Representatives may serve no more than two (2) consecutive terms.

5.2.4. Limits on Officers from Registrar Families. No more than one (1) Representative from the same Registrar Family shall simultaneously serve as an Elected Officer or in any other elected position that may be created in the future.

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

5.3.1. The Chair shall:

5.3.1.1. Act as a neutral facilitator of RrSG meetings and teleconferences, provide RrSG leadership and act as spokesperson for the RrSG;

5.3.1.2. Facilitate the development of RrSG consensus on various issues, as appropriate;

5.3.1.3. Represent the RrSG on RrSG policies and other items that have been deemed to be the official position of the RrSG by the Membership; and

5.3.1.4. Report activities of interest and importance to the RrSG on a regular basis, but no less than every ninety (90) days.

5.3.2. The Secretary shall:

**5.3.2.1. Take, maintain, and publish in a timely manner minutes of RrSG meetings and facilitate communications of the RrSG;**

**5.3.2.2. Encourage new ICANN-Accredited Registrars to join the RrSG;**

**5.3.2.3. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community; and**

**5.3.2.4. Manage the RrSG website as appropriate.**

**5.3.3. The Treasurer shall:**

**5.3.3.1. Manage RrSG bookkeeping and accounting;**

**5.3.3.2. Make recommendations for and prepare an annual RrSG budget in accordance with paragraph 6.1.3;**

**5.3.3.3. Act as liaison with ICANN's finance department and/or other appointed budget committee;**

**5.3.3.4. Collect dues and fees; and**

**5.3.3.5. Report activities of interest and import to the RrSG on a regular basis, but no less than every ninety (90) days.**

**5.3.4. The Vice Chair shall:**

**5.3.4.1. Facilitate the development of RrSG consensus on Registrar-related issues;**

**5.3.4.2. Report activities of interest and import to the RrSG on a regular basis, but no less than every ninety (90) days; and**

**5.3.4.3. Act as Chair in situations when the Chair is temporarily unavailable to do so.**

**5.3.5. The GNSO Councilors shall:**

**5.3.5.1. Act as RrSG Representatives and not of their respective Member or Registrar Family. GNSO Councilors shall consult on all relevant matters and decisions with the RrSG when feasible.**

**5.3.5.2. GNSO Councilors must vote as directed by the Executive Committee of the RrSG, if such direction is provided. The Executive Committee must also communicate all such Councilor direction to the Members and include its reasoning for such. In the absence of such direction, a GNSO Councilor will use his/her best judgment and will be expected to justify and defend any actions.**

5.3.5.3. If unable to participate in a scheduled GNSO Council meeting or call, provide a proxy to another RrSG GNSO Councilor and notify the GNSO Council Secretariat, and forward a copy of the notice to the Secretary of the RrSG. The RrSG Secretary shall endeavor to receive all relevant proxies at a minimum of twenty-four (24) hours prior to a GNSO Council meeting; and

5.3.5.4. Report activities of interest and import to the RrSG on a regular basis, but no less than every thirty (30) days.

5.3.6. The Nominating Committee Representative shall:

5.3.6.1. [This is a place holder in the event we need something here; if we don't we should probably speak to why we don't so it doesn't look like we missed it.]

## 6. Registrar Stakeholder Group Processes

6.1. 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:

6.1.1. Coordinators; Sub-Committees. The Executive Committee may appoint "Coordinators" charged with functional supervision of activities such as membership.

6.1.2. Management of RrSG Facilities. The Executive Committee shall be responsible for the management of RrSG property and equipment.

6.1.3. Annual Budget. The Treasurer shall prepare and present an annual budget to the Members for approval and submit it for review by the Membership ten calendar (10) days prior to a vote by the Members. The annual budget must be presented to the Members no later August 31 for the current Fiscal Year, although it may be presented sooner. Unanticipated expenditures in excess of ten percent (10%) of the approved annual budget shall be subject to approval by a majority vote of the Members.

6.1.4. Policy Recommendations. The Executive Committee shall be charged with broadly considering RrSG policies and making appropriate recommendations to the Members.

6.1.5. 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.

6.1.6. Conventions, Conferences, and Meetings. The Executive Committee may authorize RrSG conventions, conferences, and meetings and approve their dates and locations.

6.2. Meetings

6.2.1. The RrSG meetings should be held in conjunction with scheduled ICANN meetings. In addition, the RrSG may hold meetings at any time the RrSG deems to be necessary. At all times, forty-five (45) days' advance notice will be provided to Members of any upcoming face-to-face meetings.

6.2.2. Final agendas shall be made available to the Members no less than five (5) days before any face-to-face meeting.

6.2.3. Physical and teleconference meetings of the Executive Committee, committees and other organizational units of the RrSG shall conduct their business in accordance with Robert's Rules of Order (<http://www.rulesonline.com>).

### 6.3. Eligibility for Elected Office

6.3.1. Any representative of any ICANN recognized gTLD Registry that is currently in 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 RrSG as a whole, either as an Elected Officer of the RrSG, or as a participant on or delegate to a council or other GNSO or ICANN committee, working group, or panel.

6.3.2. Only Representatives in good standing are eligible to be nominated as a candidate for any position on the Executive Committee.

6.3.3. Only Representatives in good standing may make nominations of candidates for any position on the Executive Committee.

6.3.4. Each of the GNSO Councilors should be from separate geographic region in accordance with ICANN's Bylaws.

6.3.5. One (1) Nominee. In cases where one (1) nomination has been made and accepted as of the closing of the nomination process (see Section 7.2.1) the RrSG shall hold an election per such section. If the candidate does not receive a minimum of fifty percent (50%) of the votes cast, such candidate shall not be declared the winner and the RrSG will proceed with a second election process for applicable position(s).

6.3.6. Potential Conflicts with Another Stakeholder Group SG). A Member cannot be a voting Member in the RrSG if it is already a voting member in another stakeholder group, constituency group, or other ICANN structure. Any disagreement regarding a Representative's eligibility to serve as an Elected Officer shall be decided by a majority vote of the Voting Representatives.

### 6.3.7. Mandated Resignation of Elected Officer.

If an Elected Officer ceases to be eligible to serve in office for any reason, including but not limited to the conditions described in Section 7.4, notice from ICANN, or due to termination of the Elected Officer's association with his/her Member, he/she shall tender a resignation

immediately and a special election shall be held within thirty (30) calendar days of such notice for a replacement to complete the remainder of the term. The Executive Committee may request that the resigning Elected Officer continue to serve in the position until a replacement is elected.

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

6.4. **Quorum.** Unless specified otherwise within this Charter, a meeting or teleconference with a majority of the Executive Committee or any committee of the RrSG 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 (10) Members, in favor of an amendment is necessary for adoption.

## **7. Rules of Procedure**

7.1. **Motions.** While any topic may be discussed for an unlimited amount of time amongst the RrSG, the rules of procedure regarding the voting, proposal submission and positions by Members is outlined below.

7.1.1. A motion shall be submitted to the RrSG mailing list by a Representative. Such motion generally would include: (a) a substantive description of a new or changed policy, amendment to this Charter or other policy documents, and (b) a position of support for the motion.

7.1.2. The motion must have three (3) endorsements by Representatives not affiliated with the moving Representative in order to proceed with a formal discussion. Solicitation of endorsements in support of the motion may be secured via the RrSG mailing list.

7.1.3. The RrSG Secretary will publish the motion and call for discussion no later than 48 hours after receiving the motion and the three (3) published endorsements.

7.1.4. Discussion of the motion will be held on the RrSG mailing list for no less than seven (7) calendar days. The Chair will moderate the discussion on the list or during an announced meeting or call, as applicable.

7.1.5. During such time, amendments shall be emailed to the Secretary. Any amendment must be endorsed by one (1) Representative not affiliated with the moving Representative. The Secretary will accept and formally publish any amendment to the RrSG list after receiving the motion and one (1) endorsements.

7.1.6. During this period of consideration, the proponent of the motion may accept one (1) or all of the amendments as accepted or modify his/her motion accordingly. Any accepted amendments will be withdrawn and will not be considered separately.

**7.1.7. Any Representative may call for a vote after the seven (7) calendar day publication period.**

**7.1.8. The ballot will allow for a vote on each of: (a) the original motion; and (b) any unendorsed amendments (as deemed by the proponent).**

**7.1.9. The Secretary will call the for a vote upon publication of a ballot. The voting period will be open for a minimum of five (5) calendar days or a maximum of thirty (30) calendar days.**

**7.1.10. All Voting Representatives registered to vote prior to the call for the vote are eligible to vote.**

**7.1.11. The motion and any amendments will be adopted if the votes cast results in greater than fifty percent (50%) affirmative votes. If a motion or amendment receives an equal number of affirmative and negative votes, the proposed motion or amendment will be considered defeated.**

**7.1.12. In case of a motion with multiple choices or options, the choice or option receiving the greatest number of votes shall be adopted.**

**7.1.13. Notwithstanding Sections 7.1.11 and 7.1.12 above, if in any vote fewer than the larger of (a) ten percent (10%) of the Voting Representatives or (b) ten (10) Voting Representatives actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will result in defeat. In such case, upon a majority vote of the Executive Committee, a revote on the same ballot will occur.**

**7.1.14. For all votes, the results of Members shall not be published until the ballot has completed upon the end of the voting period.**

**7.1.15. Notwithstanding the above, certain motions may adhere to the “Fast-Track” process described in Section 7.1.16.**

**7.1.16. Fast-Track Motions.**

**7.1.16.1. The Fast-Track process shall apply under exigent circumstances. Exigent circumstances exist when the standard timing of a motion does not support the associated timeline and/or due to unforeseen circumstances that mandate an expedited process by the RrSG.**

**7.1.16.2. A Representative may request a motion to be handled pursuant to the Fast-Track voting process. To request Fast-Track treatment, the Representative must send an email to the RrSG mailing list with a written justification for such treatment.**

**7.1. 16.3. A majority vote of the Executive Committee is required to proceed with a Fast-Track process. Motions to amend this Charter are not eligible for the Fast-Track process.**

Any motion following the Fast-Track process during a scheduled meeting must be published to the RrSG mailing list prior to any vote.

7.1.16.4. A Fast-Track motion must have three (3) endorsements by Representatives not affiliated with the moving Representative in order to proceed with a vote. Solicitation of endorsements in support of the motion may be secured via the RrSG mailing list or verbally during a scheduled meeting.

7.1.16.5. After all endorsements are received, a vote will immediately be called on a Fast-Track motion by the Chair, or Vice Chair when the Chair is not available. The timing of the vote must be announced to all Members who are eligible to vote pursuant to Section 7.3 of the Charter and are currently registered to vote. Votes for Fast-Track motions may be cast during a scheduled meeting or electronically. The Fast-Track voting period will be open for a minimum of twenty-four (24) hours but no longer than seventy-two (72) hours.

7.1.16.6. Fast-Track motions and any associated amendment(s) will be adopted as a result of at least two-thirds (2/3) affirmative votes.

7.1.16.7. Notwithstanding Sections 7.1.11 and 7.1.12, a Fast-Track vote must be supported by at least 33% of the Voting Representatives with a minimum of 18 Voting Representatives participating and such votes may include in favor, against, and abstentions.

7.1.16.8. In the event of a Fast-Track motion is defeated, the motion may be made again under the standard motion procedures defined in Sections 7.1.1 – 7.1.15.

7.1.16.9. The results of a Fast-Track motions shall be published on the RrSG list within (24) hours after the close of the voting period.

## 7.2. Elections.

### 7.2.1. Nominations.

7.2.1.1. When an Executive Committee position requires an election of a Representative, the Chair shall call for the election. The Secretary shall accept nominations for a period of no less than five (5) calendar days but no more than ten (10) calendar days.

7.2.1.2. Any Member in good standing may nominate a Representative as a candidate for the Executive Committee by submitting the candidate's name to the RrSG mailing list.

7.2.1.3. The nomination must be seconded by at least one (1) other RrSG Member who is not affiliated with the nominated Representative.

7.2.1.4. Within two (2) days of the nomination, or by the close of the nomination period, whichever occurs later, the nominee must accept the nomination and submit a conflict of interest statement (described in Section 7.3) to the RrSG mailing list.



**7.2.2. Candidate Discussion.** Upon the close of the of nomination period, the Secretary will submit the list of nominees to the RrSG mailing list. Immediately following the publication of the nominees list, any Voting Representative will have twenty-four (24) hours to request a period known as the 'Discussion of Candidates' via email submission to the Secretary. Upon receipt of such request, the Secretary will immediately announce the start of the Discussion of Candidates period to the RrSG mailing list. This period of time shall occur for a minimum of three (3) calendar days but no greater than seven (7) calendar days. The Secretary will notify the RrSG upon completion of the Discussion of Candidates period via email to the RrSG mailing list.

**7.2.3. Ballots and Voting.**

**7.2.3.1.** The Secretary will distribute the ballot announcement no later than three (3) calendar days post nominee submission to the RrSG mailing list. If Discussion of Candidates period occurs, Secretary will distribute ballots no later than three (3) calendar days upon close of the discussion period.

**7.2.1.2.** Voting Representatives will cast their ballot electronically.

**7.2.1.3.** Ballots will be open for voting for no less than five (5) calendar days but no more than ten (10) calendar days.

**7.2.1.3.** The candidate receiving the majority of votes, including abstentions, shall be declared the winner. If a candidate does not receive a majority, a run-off election between the two (2) candidates that received the greatest number of votes will occur. The candidate that receives the majority of votes in the run-off election will be declared the winner. If a candidate does not receive the majority of votes as a result of the a run-off election, then a final election shall be held exclusively by the Executive Committee. The candidate who receives the majority of the votes will be declared the winner.

**7.3. Voting**

**7.3.1.** All voting of the RrSG shall be undertaken according to the applicable provisions of this Section 7 (Rules of Procedure), which are determined in accordance with the following provisions:

**6.5.1.2.** The RrSG shall use online voting systems to facilitate participation in the business of the RrSG.

**6.5.1.4.** The RrSG shall endeavor to provide a seven (7) calendar day voting period.

**7.3.2.** Registrar Families are allowed only one (1) Voting Representative. Only Members in good standing shall have voting rights. If two (2) or more active Members become Affiliated Registrars, then they shall only have one (1) vote from that point on, without regard to RrSG fees already paid. Any disagreement regarding whether a Member is considered an Affiliated Registrar of another Member shall be decided by a majority vote of the Members. Likewise,

if two or more Member companies should merge, the RrSG shall be notify immediately upon merger and advise who the Voting Representative will be moving forward.

**7.3.3. Eligibility for Voting. Only Members whom do not vote in another stakeholder group are allowed to vote in the RrSG.**

**7.4. Vacation of Office.**

**7.4.1. The office of an Elected Officer shall be automatically vacated if:**

**7.4.1.1. An Elected Officer 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;**

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

**7.4.1.3. A Member recalls its designation of such Elected Officer as its Representative or Voting Representative; or**

**7.4.1.4. An Elected Officer does not participate for three (3) consecutive scheduled meetings or conference calls, or five (5) scheduled meetings or conference calls in any one (1) term.**

**7.4.2. An exception may be allowed if the Elected Officer 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 RrSG is deemed to be important, not equally fulfilled by another available Representative, and the majority of the Executive Committee has a reasonable belief that such Elected Officer will be available for the forthcoming meetings.**

**7.4.3. If an Elected Officer cannot be located within 48 hours prior to a previously scheduled meeting or conference call, the Executive Committee shall designate such Elected Officer's proxy to another Elected Officer at the same level (i.e., Elected Officer). Where the Elected Officer is the only representative of the RrSG on such matter, the Executive Committee shall designate a substitute from the RrSG for such meeting or call only for the duration of such meeting or call.**

**7.4.4. If an elected office becomes vacant, an election for such vacancy shall occur and the newly Elected Officer will remain seated for the remainder of the term un-served by the previous Elected Officer ("Temporary Term"). At the end of the Temporary Term, the prior Elected Officer is eligible to run for election and the service of such Temporary Term shall not be deemed to be one of the consecutive terms allowed for any Elected Officer under Subsection 5.2 of this Charter.**

**7.4.5. Elections shall proceed according to Section 7 (Rules of Procedure).**

**7.4.6. Vacation of Office. Notwithstanding the reasons for vacating an office, an Elected Officer shall remain in office until a successor is elected or upon one or more of the following applicable scenarios including but not limited to resignation, removal, suspension, termination or upon death of a current officer.**

**7.4.7. Voting Representatives shall retain the right to formally abstain during any vote. Formal abstentions are included in the total votes cast but do not count as a vote against a motion.**

**7.5. Conflict of Interest**

**7.5.1. Any Representative nominated to the Executive Committee must publish and distribute a Statement of Interest (SOI) that includes but is not limited to any potential conflicts of interest to the RrSG mailing list. The SOI must include any or all of the following that apply:**

**Candidate has been in possession of any Registry Proprietary or Sensitive Information within three (3) calendar months prior to the announcement of an election;**

**Candidate is currently employed, advises and/or professionally contracted with or by a Member (including, but not limited to positions such as board member, officer, director, advisor, consultant, or employee); and**

**Candidate is currently employed or professionally contracted by ICANN, an ICANN affiliated (sub) contractor, Registry and/or Registry Operator and/or is currently providing professional services for another stakeholder group (including, but not limited to positions such as board member, officer, director, advisor, consultant, or employee).**

**7.5.1.2. Conflicts of interest must be disclosed and published by a candidate prior to the commencement of an election. During the term of Elected Office, all Executive Committee members are required to ensure their SOI is current and accurate. If any action requires an Executive Committee member to modify their SOI, the revised SOI must promptly be emailed to the Secretary, whom shall immediately publish it to the RrSG mailing list.**

**7.5.1.3. An Executive Committee member shall recuse him/herself in the event any action or decision, such as a motion or election, may result based on the revised SOI disclosure.**

**7.5.1.5. Failure to complete an SOI will be deemed sufficient basis for the Executive Committee to void the election and/or appointment of the candidate.**

**7.6. Geographic Diversity**

**7.6.1. At the start of the election cycle, the Secretary shall declare the geographic region of the offices that are eligible for election.**

**7.6.2. An initial call for nominations of candidates will be requested from the ICANN geographic regions that are not currently represented. If no candidates from the open geographic regions are nominated, a second nomination period will occur during which any eligible candidate may be nominated regardless of geographic region.**

**7.6.3 For the purposes of determining a geographic region, candidates who maintain citizenship of more than one country or have domiciled for more than five (5) years in a country of which they do not maintain citizenship may be deemed from either country and must select in his/her SOI which region they are associating with.**

**7.7. General**

**7.7.1. If there is any conflict between Section 7 (Rules of Procedure) and any other sections of the Charter, Section 7 shall govern.**

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

**8. Approved Charter Amendment Tracking Log**

<b>Version</b>	<b>Date</b>	<b>Name</b>	<b>Description</b>
<b>3.0</b>	<b>17 Apr 2003</b>		<b>Bylaws of the ICANN GNSO Registrar Constituency Version 3, Revision 0, Draft 0</b>
<b>4.0</b>	<b>24 Feb 2009</b>	<b>Tim Ruiz</b>	<b>Stakeholder Group Transitional Charter submitted to ICANN Board for approval</b>
<b>4.1</b>	<b>22 Jun 2009</b>	<b>Structural Improvements Committee (SIC)</b>	<b>Revisions per ICANN Board</b>
<b>4.2</b>	<b>30 Jul 2009</b>	<b>Structural Improvements Committee (SIC)</b>	<b>Additional revisions approved by ICANN Board</b>

Version	Date	Name	Description
5.0	25 Sep 2013	Michele Neylon, Chair	<p>Address capabilities of members to serve in leadership positions</p> <p>Clarify voting rights of RrSG members</p> <p>Provide clarity regarding ability of affiliated members under common ownership to vote</p> <p>Streamline election of officers when there is only one candidate</p> <p>Provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office</p> <p>Clarification of the directed voting of GNSO Councilors</p>
5.1	27 May 2014	ICANN Staff Recommendations approved by Michele Neylon, Chair	<p>Incorporation of Rules of Procedure (previously separate) into Charter as Section 7</p> <p>Added Amendments Tracking Log (Section 8), Table of Contents, and page numbering</p>
5.2	16 October 2014	ICANN Board of Directors	Approved by ICANN Board of Directors – Resolution 2014.10.16.07
6.0	_____ 2016	_____	<p>Provide accurate defined terms and consistent use of same.</p> <p>Clarify and shorten rules of procedure, election processes</p>