

# Constituency Charter

## 1.0 Mission, Structure, and Principles

### 1.1 Reference to ICANN Bylaws

The Commercial and Business Users Constituency (hereinafter to be referred to as the CBUC, Business Constituency, the BC or the Constituency) is a structure of the Generic Names Supporting Organization (GNSO) according to Article X (5) of the ICANN bylaws, which became effective on December 15, 2002.

### 1.2 Mission

The mission of the CBUC is to ensure that ICANN policy positions are consistent with the development of an Internet that:

- a. promotes end-user confidence because it is a safe place to conduct business;
- b. is competitive in the supply of registry, registrar, and related services; and
- c. is technically stable, secure and reliable

### 1.3 Structure

The CBUC shall consist of Members and Observers, an Executive Committee, and CSG Representatives.

#### 1.3.1 Members

The eligibility, qualifications, rights, and duties of Members are set out in Paragraph 5.1.

#### 1.3.2 Executive Committee (EC)

Members may elect an EC. The qualifications, rights, and duties of the EC are set out in Section 2.0.

#### 1.3.3 Policy Committee (PC)

Members may elect a PC. The qualifications, rights, and duties of the PC are set out in Paragraph 4.1.

#### 1.3.4 CSG Representatives (CSGRs)

Members may elect one or more persons to fill the GNSO Council Seats allocated. The qualifications, rights, and duties of the CSGRs are set out in Section 3.0.

### **1.3.5 Observers**

Organizations and individuals may be admitted as non-voting Observers. The qualifications, rights, and duties of Observers, as differentiated from Members, are set out in Paragraph 5.2.

## **1.4 Guiding Principles for Leaders, Representatives, and Members**

This Constituency is committed to:

- a. Carrying out its mission in a fair, open and transparent manner, and ensuring that new participants may easily access and understand its operations and processes;
- b. Establishing and maintaining service standards for leadership positions including impartiality, accountability, and avoidance (or disclosure and Members' consent) of potential conflicts of interest;
- c. Establishing and maintaining participation standards for eligibility to vote;
- d. Establishing and maintaining professional standards of behavior for all constituency members and participants including: adhering to ICANN bylaws/policies; supporting the bottom-up consensus model; treating others with dignity, respect, courtesy, and civility; listening attentively to understand others; acting with honesty, sincerity, and integrity; and maintaining community good standing; and
- e. Providing balanced and fair representation of the significant, legitimate issues relating to ICANN policies including domain names as they pertain to business users.

## **1.5 Discipline**

The Constituency will draft and enact rules and mechanisms for dealing with any Member's failure to comply with the behavioral principles thus adopted, and these will include warnings, suspension of participation or voting rights, termination of membership, with the appropriate mechanisms for appeals and reinstatement.

# **2.0 Executive Committee (EC)**

## **2.1 Composition, Eligibility, and Terms of Office**

### **2.1.1 Composition**

The EC shall consist of the following officers:

- a. Chair
- b. Vice Chair and Past Chair (if any)
- c. Secretary
- d. Treasurer
- e. Membership Officer
- f. Policy Development Committee Chair; and
- g. Communications Officer

### **2.1.2 Eligibility**

To be eligible for an official leadership position, candidates must:

- a. Have been an Organization Member, in good standing, for a period of at least three (3) months;
- b. Not already hold an officer position in the Constituency except as authorized under Paragraph 2.1.1;
- c. Not currently be serving as a CR;
- d. Not be Chair if serving on the ICANN Nominating Committee, as an officer of another ICANN constituency, or as an officer of ALAC;
- e. Have established a record of diligence and loyalty to the constituency, as well as being committed to participation as suggested in section 10.2
- f. Shall publish their interest disclosure statement.

### **2.1.3 Elections**

All officers comprising the EC shall be elected by the Members as provided in Paragraph 2.4.1, with the exception of the Chair and the Past Chair. In the ordinary course the Chair becomes the Past Chair in the term following service as Chair.

### **2.1.4 Term Limits**

- a. Members of the EC will be elected for one-year terms.
- b. No person shall serve for more than a combined total of five (5) years in any ten (10) year period in or across any of the EC officer positions except Treasurer or Communications Officer.
- c. Any officer of the EC can be removed for good cause and in accordance with the disciplinary provisions in Paragraph 10.1.3 before the end of his or her term.

### **2.1.5 Vacancies, Resignations, Suspensions, and Removals**

If at any point in time a member of the EC leaves the membership for any reason, he/she shall immediately cease the function of his or her office as well.

- a. If the office of the Chair becomes vacant, then the Vice Chair shall become acting Chair until an election for the Chair can be held.
- b. If a vacancy occurs with respect to an Officer, other than the Chair, with
  - i. six (6) or more months left in the term, the Chair shall direct the EC to hold an election to replace such officer in accordance with the procedures described in Section 2.4.1; or
  - ii. less than six (6) months left in the term, the Chair, in consultation with the EC, shall appoint an individual to fill the vacancy until the term is expired

## **2.2 Responsibilities**

### **2.2.1 The CBUC Chair (Chair) shall:**

- a. After consultation with members, organize and conduct meetings and teleconferences, including a meeting of all Members during the ICANN public meetings on a day selected by the EC to maximize the potential to influence CSG, GNSO Council and ICANN Board decisions;
- b. After consultation with members, determine the agenda and meeting schedule of the EC and the Constituency; Liaison with other stakeholder group representatives, advisory committees, the ICANN Board, and ICANN staff on administrative and substantive matters;
- c. After consultation with members, establish guidelines for EC participation requirements in accordance with Section 10.2 and may request the Membership to replace any member of the EC who is inactive or who prevents the execution of tasks and duties required by this Charter;

- d. Ensure that timelines and standards for the work of the officers and Committees are set and met; and
- e. Advise and assist the other members of the EC.

**2.2.2 The Past Chair and Vice Chair shall:**

- a. Perform such duties of the Chair or other EC officers as are delegated to such person by vote of the EC or by the Chair;
- b. Participate in EC decision making;
- c. Participate in outreach, recruiting, liaison, and networking efforts; and
- d. Advise and assist the Chair and the other members of the EC.
- e. In the case of the Past Chair only, provide policy continuity and smooth transition and succession planning.

**2.2.3 The Secretary shall:**

- a. Maintain all documentary records of the Constituency, including taking minutes of Meetings etc.
- b. Coordinate and organize regular meetings and send out agenda upon consultation with the Chair and EC.
- c. Liaise with ICANN and others on matters pertaining to the organization and reporting of the Constituency.

**2.2.4 The Treasurer shall:**

- a. Submit an annual budget, and any amendments if needed, to the Members for approval by a vote;
- b. Seek sources of support from ICANN, grants, and other donations pursuant to Section 11;
- c. Manage all funding and expenditures in accordance with the budget;
- d. Report to the Members at the end of each annual budget period on all funding and expenditures during that year; and
- e. Advise and assist the Chair and the other members of the EC on financial matters.

**2.2.5 The Membership Officer shall:**

- a. Devise and conduct recruitment and outreach programs;
- b. Establish and assure compliance with the new Member application process;
- c. Receive and review Member applications and, if the information in the application is not sufficient to warrant acceptance, notify the applicant and request additional information;
- d. Accept new Members who qualify in accordance with this Charter;
- e. Maintain the list of Members with contact information;
- f. Determine the voting status of Member Organizations;
- g. Determine the ICANN geographical Region(s) represented by each Member. This determination will be made based on citizenship, residence, duration of residency or experience within a Region, depth of involvement in Internet matters in the Region, and other criteria as contained in the ICANN Bylaws or approved by the ICANN Board;
- h. Upon receipt from the EC of a notice of an upcoming election, confirm the identity and status of Members eligible to vote and run for office at least forty (40) days prior to the beginning of such election;
- i. Accept nominations for offices to be filled by such election. In the case of a dispute about this determination, any interested party may appeal the decision to the EC;
- j. Notify the EC of the names of the candidates for each office at least ten (10) days prior to the deadline for providing ballots to Members eligible to vote in such election; and

k. Advise and assist the Chair and the other members of the EC on relevant matters.

**2.2.6 The Policy Committee Chair (PCC) shall:**

- a. Serve as Chair of the PC according to Paragraph 4.1.2;
- b. Establish and monitor working groups, if any, that are convened by the EC to address policy issues;
- c. Serve as liaison between the CSGRs and the PC; and
- d. Advise and assist the Chair and the other members of the EC on relevant matters.
- e. Keep the EC informed on the work and conclusions of:
  - i. The PC;
  - ii. Working groups, if any, that are convened by the EC to address policy issues; and
  - iii. The work of the CSGRs.

**2.2.7 The Communications Officer:**

- a. Establish and manage all public communications facilities as described in Section 7.0, in accordance with the list of Members' contact information provided by the Membership Officer;
- b. Establish and manage the Constituency website, including access to membership application forms;
- c. Provide timely notice on the Public List of all CBUC meetings, agendas, and minutes or other reports;
- d. In consultation and coordination with other EC members, post a Notice of Election and Request for Nominations on the Public List for at least sixty (60) days prior to an upcoming election. The Notice of Election will include a Request for Nominations to be submitted to the Membership Officer;
- e. In coordination with the Secretary, make minutes of public meetings and EC meetings available to the Membership;
- f. Make a reasonable effort to post notices of activities on websites, blogs, and other forums for publicity and recruitment;
- g. Maintain all records and documents of the CBUC; and
- h. Advise and assist the CBUC Chair and the other members of the EC.

**2.3 EC Communications**

The EC shall have a public and archived mailing list.

**2.4 Duties of the Executive Committee (EC)**

**2.4.1. Conduct Elections**

The EC shall:

- a. Request from the Membership Officer at least thirty-five (35) days prior to an election a list of the Members eligible to vote in such election and their status/vote allocation;
- b. Establish and oversee a secure, confidential, and accurate balloting procedure;
- c. Obtain from the Membership Officer the names of candidates for each office to be elected;
- d. Collect and post on the Public List a statement of qualifications and intentions of all candidates on the ballot;
- e. Create and provide ballots to each CBUC Member eligible to vote at least ten (10) days prior to the close of voting for such election; and
- f. Count votes and notify Members of the results.
- g. Explore the option of automated web-based voting systems to efficiently conduct elections and votes of

the Members.

#### **2.4.2 Manage Funding and Expenditures**

The EC shall:

- a. Obtain and monitor funding from ICANN, CBUC Members, individuals and organizations that are not CBUC Members, and other sources;
- b. Approve a budget proposed by the Treasurer that passes a majority vote by members at least annually;
- c. Approve reports on expenditures at the end of each budget period; and
- d. Keep records and make such accountings as are necessary to satisfy the requirements of any funding source or grant.
- e. Make available to Members the general ledger of the constituency for audit and review upon request.

#### **2.4.3 Conduct Elections**

The EC shall conduct elections and seek nominations for CBUC candidates, as requested, to serve on, or as liaison with, other ICANN structures, including without limitation the ICANN Nominating Committee.

#### **2.4.4 Establish Additional Committees and Working Groups**

- a. The EC may propose to the CBUC Members requests to establish additional temporary or permanent committees or working groups. The EC shall post such a request on the Public List. The request shall:
  - i. Explain the need for and intended purpose of such entity;
  - ii. Propose committee formation criteria, eligibility requirements for members of the committee, and committee functions and procedures in addition to those stated in Section 4.2;
  - iii. State a date, not less than thirty (30) days after the request is posted, on which such entity will be formed, unless three (3) or more Members request in writing on the Public List that the EC request to create a new committee or working group be put to Member vote.
- b. Upon a sufficient request for a Member vote, the EC shall conduct a vote on approving the request in accordance with the procedures for an election set forth in Section 6.0.
- c. Any committee or working group established pursuant to this Paragraph shall comply with the requirements of Paragraph 4.2.

#### **2.4.5 Resolve Disputes**

The EC shall hear and resolve disputes among Members and any appeal from a decision of the Membership Officer.

#### **2.4.6 Perform with Diligence and Loyalty**

All officers have a duty to perform their roles with diligence and loyalty to the CBUC, and are bound to meet the minimum participation requirements set forth in Section 10.2.

- a. All officers may be removed before the end of their terms in accordance with the disciplinary procedures of Paragraph 10.1.3.
- b. All officers shall promptly notify the EC, and CBUC Members, of any potential conflict of interest that may arise during their term.

#### **2.4.7 Support Education and Outreach**

All officers shall create opportunities for the Members of the CBUC to keep current with literature, research, and discussion of Internet issues relating to safety and protection on the Internet and to the kinds of policies being developed in the GNSO.

#### **2.4.8 Make Decisions**

All members of the EC will participate in making decisions. A quorum of at least five (5) members of the EC is required for making decisions not otherwise delegated to an individual officer. Decisions will be made by consensus as described in Paragraph 6.2.3 when possible. If the EC cannot resolve a decision by consensus, the Chair shall conduct a vote. All members of the EC, including the Chair, have a vote. In the case of a tie, the EC shall conduct a vote of CBUC Members.

### **3.0 CSG Representatives (CSGRs)**

#### **3.1 Elections**

CSGRs will be elected annually by CBUC Members pursuant to Paragraph 6.2.1.

#### **3.2 Regional Representation**

The CBUC shall seek to recruit and elect CSGRs from a variety of global regions. Determination of which region(s) are represented by CSGRs is made by the Membership Officer according to the criteria set forth in Paragraph 2.2.5.g and any geographic diversity needs or requirements communicated by ICANN or the GNSO Registry Stakeholder Group.

#### **3.3 Duties of the CSGRs**

##### **3.3.1 Participation in the CBUC**

Each CSGR shall actively and faithfully participate with the EC and the CBUC Members in considering policy issues.

##### **3.3.2 Participation in the GNSO**

Each CSGR shall actively and faithfully participate in the activities of the GNSO Council and in advancing the goals of the CBUC in every aspect of the GNSO Policy Development Process.

##### **3.3.3 Communication**

Each CSGR shall inform, in a timely manner and by use of the Public List, all CBUC Members of:

- a. The initiation of new Working Groups or Policy Development Processes within ICANN;
- b. The content of Working Group charters;
- c. ICANN public comment periods;
- d. Any final vote by the GNSO Council, at least two (2) weeks in advance of the scheduled vote; and
- e. Any other matter reasonably pertinent to permitting the full involvement in ICANN policy development by CBUC Members.

##### **3.3.4 CBUC Representation**

Each CSGR shall represent in the GNSO Council the goals and priorities of the CBUC Members to the best of his/her ability and in accordance with the principle of consensus building, as follows:

- a. Positions that reach consensus within the CBUC are presumptively binding on the CSGRs' votes. This presumption may be rebutted only with the consent of the Members of the CBUC and in the event of very significant countervailing concerns, which concerns must be disclosed to the Members;
- b. On issues without CBUC consensus, CSGRs are authorized to vote on GNSO Council matters as they think best with a reasonable effort to reflect the positions held by Members of the CBUC.

## **4.0 Committees**

### **4.1 Policy Committee (PC)**

#### **4.1.1 Composition**

The PC is comprised of:

- a. The Policy Committee Chair (PCC);
- b. The CSGRs elected by the CBUC;
- c. A CBUC Member from each ICANN geographical region elected by CBUC Members for one-year terms; and
- d. Up to five additional participants who are CBUC Members and are elected for such service by the CBUC Members for one-year terms.

#### **4.1.2 Policy Committee Chair (PCC)**

The members of the PC shall elect a PCC annually. In addition to his or her obligations with respect to the EC, the PCC shall:

- a. Develop PC agendas;
- b. Schedule and conduct PC meetings;
- c. Keep minutes of PC meetings and records of PC decisions;
- d. Involve CBUC Members in policy development activities; and
- e. Maintain a public and archived mailing list.

#### **4.1.3 Duties**

The PC shall:

- a. Supervise, develop and approve policy statements issued in the name of the CBUC;
- b. Initiate GNSO policy development research and proceedings on behalf of the CBUC;
- c. Identify and recruit CBUC Members or supporters to serve on GNSO Working Groups, task forces, and drafting teams;
- d. Strive to develop policy-position consensus among CBUC Members;
- e. Create mechanisms for properly and accurately reflecting minority positions in CBUC policy development;
- f. Devise practical, policy and voting strategies for the CBUC CSGRs; and
- g. Take reasonable steps to be informed and consider the range of relevant significant, legitimate issues relating to ICANN that may affect current and potential Internet users who are under-represented in the CBUC.

#### **4.1.4 Policy Liaison**



The PC shall meet at least twice annually with a liaison (if any have been appointed) from the other Stakeholder Groups, the Government Advisory Council and if required from other ICANN bodies.

#### **4.1.5 Make Decisions**

All members of the PC will participate in making decisions. A quorum of at least three-quarters (3/4) of the members of the PC is required for making significant decisions. Decisions will be made by consensus as described in Paragraph 6.2.3 when possible. If the EC cannot resolve a decision by consensus, the PCC shall conduct a vote. All members of the PC, including the Chair, have a vote. In the case of a tie, the PC will request the EC to resolve the dispute.

### **4.2 Other Committees.**

#### **4.2.1 New Committees**

The EC may establish new committees and working groups if the need arises and in compliance with Paragraph 2.4.4. Each new committee shall be subject to the requirements of this Paragraph.

#### **4.2.2 Volunteers**

The EC shall post on the Public List a call for volunteers to serve on newly created committees and working groups for at least seven (7) days. The EC will try to reach a consensus on who will be included in the committee or working group, but if a consensus cannot be reached, the EC will initiate a formal election for these positions pursuant to Section 6.0.

#### **4.2.3 Chair**

The members of each committee shall elect a chair annually. The chair shall:

- a. Develop agendas;
- b. Schedule and conduct meetings;
- c. Keep minutes of committee meetings and records of committee actions;
- d. Involve CBUC Members in the activities of the committee; and
- e. Maintain a public and archived mailing list.

## **5.0 Membership**

### **5.1 Members**

#### **5.1.1 Member Organizations**

- a. Members of the Business Constituency use the Internet to conduct business. The Business Constituency is a constituency representing customers of providers of connectivity, domain names, Internet Protocol addresses and other services related to electronic commerce in its broad sense.
- b. The following may become members of the Business Constituency:
  - i. Subject to 5.1.1.c, any legally recognized for-profit entity that has been delegated a domain and that uses the Internet to conduct for-profit business.
  - ii. Subject to 5.1.1.c, any organization such as a trade association representing such entities.
- c. In keeping with the selective membership criteria of other GNSO constituencies, the Business Constituency represents the interests of a specific sector of Internet users. The purpose of the Constituency is to represent the interests of businesses using the Internet for, in its broad sense, electronic commerce with customers. To avoid conflicts of interest, this typically excludes for-profit entities whose primary relationship with ICANN is as a domain name service provider, such as a registry or registrar, as well as from other groups whose interests may not be aligned with business users.

Such qualification requirements are not meant to be unduly restrictive; rather they are designed to aid informed debate and discussion within the CBUC of ICANN issues and their relationship to the intended target audience. However, organizations and individuals ineligible on these grounds only, can immediately join as non-voting Observers as specified in 5.2.

#### **5.1.2 Ineligible Members**

An entity is not eligible to be a CBUC Member if it is an entity which does not meet the criteria mentioned as detailed in 5.1.1.b. above.

#### **5.1.3 Member Official Representation**

Each Member, in its application for membership in the Constituency, shall appoint an individual to serve as the Members Official Representative (MOR).

- a. Each MOR shall have the powers to vote and speak publicly on behalf of the Member within the Constituency.
- b. Each MOR must be formally authorized to represent the Member by the president, director, or other principal of that Organization.
- c. A Member may change its MOR if the president, director, or other principal of the Member:
  - i. Notifies the EC of the change; and
  - ii. Authorizes a new MOR following the resignation of the prior MOR.
- d. A new MOR appointed in accordance with this Charter does not assume an elected or appointed office within the Constituency held by the prior MOR. The Membership Officer may, at its discretion, hold an election to replace the prior MOR.

#### **5.1.4 Member Additional Representation**

A Member Organization may also designate one or more Additional Representative(s) (AR) to the Constituency following the same processes as for designating an MOR, set forth in Paragraph

### 5.1.3.

- a. ARs do not vote on behalf of the Member, but may otherwise participate in Constituency list servers and mailing lists, discussions, meetings, committees, working groups, and task forces.
- b. The EC may establish eligibility guidelines for, and limits on the number of, ARs that will be applicable to all Members.

### **5.1.5 Status and Vote of Members**

Each member as defined in Paragraph 5.1.1 shall be eligible vote in all Constituency elections, with weighted-voting as follows:

- a. Category 1: companies (which are not small businesses) - 3 votes; associations spanning more than one ICANN region - 3 votes
- b. Category 2: an association spanning one ICANN region - 2 votes.
- c. Category 3: small businesses defined as companies or entities which can demonstrate less than 300 employees - 1 vote.

### **5.1.6 Determinations of Member Eligibility and Status**

The Membership Officer may establish, subject to EC approval, guidelines for determining membership eligibility, voting status, and ongoing eligibility of Members, including, but not limited to, the form of membership application, the nature and amount of information necessary to determine an organization's use of a domain name, the appropriate authority for designating an MOR or AR, the organization's employee and member size, and the level of participation necessary to remain eligible for membership and for voting as an organization.

## **5.2 Observers**

Organizations or individuals who do not meet the Criteria in 5.1.1, but are otherwise eligible may join as non-voting Observers. The CBUC especially welcomes Observers that:

- a. Demonstrate past experience and track record in terms of a substantial history of (i) experience or knowledge about, or advocacy for, or political activities for, or (iv) research and education in, or (v) publications about, or (vi) other activities related to the Internet, domain names, or public diplomacy; or
- b. Be employed by, or a member of, an entity that qualifies as an Organization under this Charter and is not a Member Organization of the Constituency; or

Observers enjoy all privileges as Members except primarily for voting rights and ability to hold elected office.

## **5.3 Applications for Membership**

### **5.3.1 Applications**

Prospective Members shall complete either a Member Application form, which will be available on the CBUC website, and submit it to the Membership Officer. Before the Membership Officer may reject an applicant, he or she must notify the applicant and give the applicant an opportunity to supply additional relevant information. A denial of an application may be appealed to the EC.

### **5.3.2 Effective Date**

Membership is effective upon written notification from the Membership Officer posted on the Constituency's Public List.

## **5.4 Member Rights**

Each Member of the CBUC in good standing shall have the right to:

### **5.4.1 Vote**

Vote in each election to elect the members of the EC and CSG Representatives;

### **5.4.2 Participate in Elections**

Run for, or nominate other Members to, positions elected by Constituency Members by complying with the election procedures described in Paragraph 2.4.1, and as determined by the Membership Officer;

### **5.4.3 Receive Communications**

- a. Have access to the Constituency website, Public List, or any other communications mechanisms established pursuant to Section 7.0; and
- b. Be given timely notice on the Public List of all meetings called by the Chair of the EC or of the PC; of all policy development processes, position papers or advices to be considered by the PC; and of all decisions to accept or reject an Application for Membership.

### **5.4.4. Comment**

Be afforded an opportunity to comment on all policy and administrative issues for which notice is given on the Public List;

### **5.4.5. Submit Agenda Items**

Submit agenda items for Constituency and PC meetings. If there are too many agenda items to include in the time available, the Chair, or the PCC respectively, may limit the agenda to items to those submitted at least ten (10) days prior to the scheduled meeting and those seconded by a member of the EC; and

### **5.4.6. Participate in Other Entities**

Join up to three (3) Constituencies within the CSG at one time.

### **5.4.7. Receive Mentoring**

Upon request, a new Constituency Member will be assigned a mentor by the Chair to answer questions, offer guidance, and provide direction.

## **6.0 Elections and Voting**

### **6.1 Elections.**

The EC shall conduct an election at least once each year pursuant to Paragraph 2.4.1 for the members of the EC and for CSGRs to represent the constituency on the GNSO Council.

### **6.2 Decision-Making**

#### **6.2.1 Consensus**

The Constituency and each committee and working group shall endeavor to decide issues by general agreement. Voting shall be relied upon only to the extent that is necessary in cases where general agreement cannot be reached. Where a vote on a non-procedural question shall be required, the measure shall be carried if it receives more than 50% of the weighted-votes of those Members present and voting.

### **6.2.2. Committee and Meeting Voting**

- a. Voting shall normally be by a show of hands or call of Aye or Nay (For or Against) in a teleconference. Electronic voting shall also be permitted where the Chair indicates that this manner of voting shall be used.
- b. When the result of a vote is in doubt, the Chair may take a second vote by a roll-call. A vote by roll-call shall also be taken if it is requested by not less than three (3) Constituency Members before the voting takes place.
- c. When an amendment to a proposal is moved, the amendment shall be voted on first.
- d. When two or more amendments to a proposal are moved, the amendment deemed by the Chair to be furthest removed in substance from the original proposal shall be voted on first, and then on the amendment next furthest removed there from, and so on, until all the amendments have been put to a vote.
- e. If one or more amendments are adopted, the amended proposal shall then be voted upon as a whole.
- f. A motion is considered an amendment to a proposal if it merely adds to, deletes from or revises part of that proposal.

## **7.0 Communications**

### **7.1 Constituency Website**

#### **7.1.1 Member Information**

Each Member of the Constituency shall maintain a visible node in that site that includes current, accurate information about such Member, and its MOR and ARs if any, including:

Contact information:

- a. Status (category level of membership);
- b. A link to any other constituencies of which such Member, and its MOR and ARs if any are members, which link must be removed within a reasonable time after a Member, and its MOR or ARs, if any, leave such constituency;
- c. Listing of all elected and appointed positions within ICANN structures, including the GNSO, the CSG and other constituencies within the CSG.

#### **7.1.2 Use of Site**

Membership use of the Constituency Website must comply with the publication policies set forth in Section 7.3.

### **7.2 Public List**

The Public List, as the basic communication mechanism of the Constituency, shall be established and maintained by the EC.

### **7.2.1 Purpose**

The Public List shall be used, among other things, for making announcements and for discussion of Constituency policies and practices.

### **7.2.2. Archive**

The EC shall archive and make available the Public List to the public.

## **7.3 Publication Policies**

The following publication policies apply to all Constituency communications regardless of media:

### **7.3.1 Appropriate Content**

Content that is acceptable is defined as:

- a. Discussion on ICANN-related policy issues;
- b. Discussion of Constituency-related policy issues;
- c. Discussion of Constituency administrative matters; and
- d. Announcements of conferences, events, or activities related to ICANN matters.

## **8.0 Meetings**

### **8.1 General Membership Meetings**

#### **8.1.1 Format**

The Constituency shall meet physically at all ICANN meetings and, at other times, virtually via mailing lists and telephone conference calls.

#### **8.1.2 Members Not in Attendance**

When Members cannot attend the meetings, they will provide their position/views on the agenda issues in advance in a written form (e.g. via an email list, the Constituency Website or Public List).

#### **8.1.3 Minutes**

The Communications Officer shall post the minutes from any general membership meeting to the Public List within five (5) days of such meeting.

#### **8.1.4 Public**

Meetings shall be open to the public unless otherwise decided by the EC or the PC in extraordinary circumstances.

#### **8.1.5 Procedure**

Meetings may be conducted informally or in accordance with Robert's Rules of Order, as appropriate for the size of the group and topic being discussed.

#### **8.1.6 Translation and Remote Participation**

Upon request, the EC will make a reasonable effort to facilitate translation and remote participation services.

### **8.1.7 Duties of Participants**

All participants in meetings shall make a diligent effort to listen to, fairly consider, discuss, and explain reasons for approval or disapproval of issues and ideas raised by other participants.

## **8.2 Committee Meetings**

The Chair of any committee shall consult the committee members and make determinations on how committee meetings are conducted with respect to the issues listed in Paragraph 8.1 above.

### **8.2.1 Format**

Committee meetings may be informal in nature and conducted through email, wiki, or online commons mechanisms.

### **8.2.2 Appeal**

Any decision regarding the conduct of committee meetings may be appealed to the Chair, and then appealed to the EC.

## **9.0 Outreach**

### **9.1 Outreach Policies**

The objective of the CBUC is to be as inclusive and representative of business stakeholders and their interests as possible, with particular focus on categories of users who are not represented elsewhere within ICANN. The Constituency will conduct primary outreach to other organizations around the world who serve a collective purpose representing the interests of business related matters and, secondarily, to individuals who have demonstrated interest and expertise in business related matters.

#### **9.1.1 Recruiting Emphasis**

Particular emphasis in recruiting should be focused on increasing representation from:

- a. Each geographical region, especially those regions that have been traditionally underrepresented in ICANN structures;
- b. Countries, cities, communities, and areas characterized by recent access to the Internet, unsophisticated or economically challenged users, large generational gaps in technological knowledge and skills, and lack of political clout;
- c. A variety of disciplines of study and research, including without limitation technology, law, social science, information policy, governance, law enforcement, political science and privacy, especially those disciplines that have been traditionally under-represented in ICANN structures; and

#### **9.1.2. Broad Reach**

Particular emphasis in recruiting shall be focused on broad-based advertising and invitations to participate, rather than merely recruiting others similar to existing Members and officers.

### **9.2 Role of Membership Officer**

The Membership Officer is responsible for raising money, conducting advertising, networking, and otherwise developing information and activities to encourage participation, recruit new members, and publicize the activities of the Constituency.

### **9.3 Outreach Meetings**

Budget permitting, the Membership Officer of the Constituency will hold an outreach meeting at each ICANN public meeting to recruit new Members, orient individuals who are new Members or have expressed an interest in participating in the Constituency, and educate and recruit participants from the local community in which the meeting is held.

## **10.0 Participation Standards and Discipline**

### **10.1 Members**

Members of the Constituency are considered qualified to vote in any election if they meet both the qualitative and quantitative measures of participation listed below.

#### **10.1.1 The qualitative commitments of participation are:**

- a. Thoughtfully reading and commenting on posts on the Public List and any other online forums;
- b. Participating in Constituency conference calls;
- c. Thoughtfully participating in the discussions at Constituency, CSG, and ICANN meetings either in person or via remote access;



- d. When asked, thoughtfully considering issues being discussed by the Constituency or the PC and providing feedback;
- e. Serving as a liaison for the interests of the Constituency to the public and other ICANN structures;
- f. Supporting the efforts of and working constructively with other Constituency Members and officers;
- g. Strictly observing and promoting the Constituency's principles and standards in Paragraph 1.4; and
- h. Making a reasonable and good faith effort to reach consensus in decision making.

#### **10.1.2 The quantitative requirements are:**

- a. Participating in at least one-third (1/3<sup>rd</sup>) of the Constituency and committee conference calls in any twelve (12) month period, and with respect to calls missed, providing input in advance on the Public List on the issues to be discussed and promptly reading notes or minutes;
- b. Attending at least one (1) of the Constituency sessions at the ICANN meeting physically or by remote access in any twelve (12) month period; and
- c. Providing comments and feedback on at least one-third (1/3<sup>rd</sup>) of the policy issues submitted for Member consideration on the Public List.

#### **10.1.3 Consequences for Members**

If a Member fails to meet the participation and activity requirements of this Section 10.1, the Chair will privately encourage the Member to resign or immediately come into compliance with the requirements. If neither occurs within fourteen (14) days from that communication,

- a. The Member will become an Observer and the Chair will formally so notify the Member;
- b. The Member will become ineligible to cast a vote in any Constituency election; and
- c. A message may be copied to the Public List, stating that such Member is now an Observer until reinstated.

#### **10.1.4. Reinstatement**

A suspended Member may at any time petition the EC for reinstatement. Reinstatement shall be granted if the EC determines sufficient evidence has been submitted to believe that such Member will conform to the participation requirements of this Paragraph

### **10.2 Officers, Committee Members, and CSGRs**

#### **10.2.1 Duty**

In addition to the participation obligations of Members in Section 10.1, Constituency officers, committee members, and CSGRs must faithfully and diligently perform their obligations as set forth in this Charter and assignments from the EC.

#### **10.2.2 Consequences**

If a Member files a complaint that an officer, committee member, or CSGR fails to meet the participation requirements of this Section 10 and the duty stated in Paragraph 10.2.1, the Chair shall request information from such person and other officers and committee chairs with respect to the alleged failure.

- a. After investigation, the Chair will take a vote of the EC, excluding the officer being investigated. If the two-thirds (2/3) of the EC support a recommendation to recall such officer, committee member, or CR, the Chair will privately encourage such leader to resign or immediately come into compliance with the

requirements.

b. If neither resignation nor compliance occurs within fourteen (14) days from that communication:

- i. The Chair shall formally notify such person of removal from office;
- ii. A message may be copied to the Public List, stating that such person is being removed pursuant to this Paragraph; and
- iii. The EC shall call an election to fill such vacancy pursuant to Paragraph 2.1.5.

### **10.3 Limits on Communication Privileges**

In addition to the above obligations and consequences, the Communications Officer has the right to suspend or restrict a Member's right to post to or on any of the Constituency's communications mechanisms and, alternatively, to delete a comment or link.

#### **10.3.1 Delete**

Before exercising the right to delete, the Communications Officer must make a good faith determination that such Member has posted material that is inconsistent with Paragraph 7.3.1.

#### **10.3.2 Suspend or Restrict**

Before exercising the right to suspend or restrict, the Communications Officer must make a good faith determination that such Member's posting of inappropriate material represents a pattern of abuse.

#### **10.3.3 Notice**

The Communications Officer must give notice to such Member if he or she takes action to suspend, restrict, or delete. Upon request, the Communications Officer must provide a statement of reasons.

#### **10.3.4 Appeal**

A determination by the Communications Officer to suspend, restrict, or delete may be appealed to the EC and/or to the ICANN Ombudsman.

## **11.0 Finances**

### **11.1 Reasonable Fees**

The Constituency shall make every reasonable effort to avoid imposing more than minimal fees as a condition of participation, with those fees to be voted upon by Members at least once per year.

### **11.2 Funding Sources**

Members shall take reasonable efforts to assist Treasurer in procuring financing for the Constituency:

- a. From any organizations, institutions, and employers with which Members are affiliated;
- b. In the form of grants, research funding, and public funds available from such sources as foundations, governments, and others.
- c. From the Commercial Stakeholders Group, GNSO and ICANN;

### **11.3 Conflicts of Interest**

Any funding obtained from sources within ICANN and from industry groups represented in the GNSO must be balanced across sources, given without obligations to engage in particular activities or to support particular positions, and free of conflicts of interest. The Treasurer shall post on the Public List proposed financing sources and a statement of potential conflicts of interest for two (2) weeks for Member approval before accepting financing. If two (2) Members object to a source of financing, the EC shall put the issue to a Member vote as provided in Section 6.

#### **11.4 Accounting and Transparency**

The Constituency's accounting period is fiscal, January 1 to December 31. The first year may be an abbreviated financial year. The proposed budget for each year and the year end summary of accounts will be posted on the Public List, and must be subject to a vote by all Members.