# ISPCP Constituency

**Important Notices:**

*(1) The purpose of this document is to formally petition the ICANN Board for approval of the ISPCP GNSO constituency consistent with the ICANN Bylaws.*

*(2) In addition to the Board, this submission will be provided to the GNSO Council and constituencies and will be publicly posted*

|  |  |
| --- | --- |
| Constituency Name: | Internet Service Provider & Connectivity Provider Constituency |
| Your Name: |  |
| Your Company/Organization: |  |
| Tel. Number: |  |
| Fax Number: |  |
| Email Address: |  |
| Submission Date: |  |

# ISPCP Constituency Charter

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# Mission, Structure, and Principles

## Reference to ICANN Bylaws

The ISPs and Connectivity Providers Constituency (ISPCP) shall form an integral part of the generic Name Supporting Organization (GNSO) assigned, according to ICANN Bylaws, Article XX, Section 5, as a representative member of the Commercial Stakeholders Group (CSG) in the Non-Contracted Parties House.

## Mission

The Constituency will ensure that the views of Internet Service Providers and Connectivity Providers contribute toward fulfilling the aims and goals of ICANN. The Constituency contributes its specific and unique expertise not only in the Non-Contracted Parties House but through active participation in many Supporting Organizations, Advisory Committees, and Working Groups within ICANN’s diverse structure.

The ISPCP will actively participate in the Commercial Stakeholders Group to ensure that policy development within ICANN guarantees and enhances the operational stability of the Internet and the needs and interests of ISP and connectivity providers. As a member of the CSG, the Constituency will also safeguard the interests and concerns of the ISP and connectivity industry. The Constituency will fulfill its roles and responsibilities while adhering to the relevant ICANN bylaws and GNSO Operating Procedures.

## Structure

The ISPCP Constituency is made up of three groups: the Committee of the Whole, the ISPCP Secretariat, and the ISPCP Executive Officers.

### The Committee of the Whole

All members of the ISPCP in good standing are members without reservation or limitation in the Committee of the Whole of the ISPCP and have single and equal rights to participate in all general activities of the ISPCP Constituency.

### ISPCP Secretariat

There shall be a professional secretariat responsible for the day-to-day **administration of the Constituency**

### ISPCP Executive officers

The ISPCP is represented by its elected Officers as detailed in Section 2.

## Guiding Principles for leaders Representatives and Members

The ISPCP is particularly attentive to the needs and concerns of ISP and connectivity providers and the need to balance these with the public interest. The ISPs and Connectivity Providers Constituency is committed to wide membership participation as well as open, transparent procedures and practices. Strict adherence to ICANN Bylaws is a fundamental principle of the ISPCP

All representatives in leadership positions in the ISPCP support the consensus decision making model. The leadership shall respect and promote all viewpoints from members, and treat other participants with dignity, respect, courtesy, and civility. Listen attentively and endeavor to understand others; act with honesty, sincerity, and integrity.

All participants in the ISPCP shall act in a manner that emphasizes fairness, openness and transparency in all Constituency activities. Participants adhere to relevant ICANN policies and bylaws as well as support the bottom up decision making process essential to ICANN.

## Discipline

All members of the ISPCP shall be expected to comply with the guiding principles, methods and working arrangements as set out within the ISPCP Charter.

Any instance of failure shall initially be referred to the ISPCP Executive for their consideration. Members of the ISPCP Executive directly involved shall be omitted from that consideration. The ISPCP executive shall determine the course of action and post their decision to the ISPCP list.

Appeals against their decision may be posted for a period of 7 days from the announcement of that decision. Appeals will be dealt with by a special meeting of the Constituency that will be set up within 21 days of the submission of the appeal, during which the appellant will be requested to state the basis of the appeal and the ISPCP Executive shall explain the basis for their decision. If consensus cannot be achieved, the outcome of the appeal will be determined by a formal vote of all Constituency members that will be held within 7 days of the special meeting.

# Executive Leadership

## Composition, Eligibility, and Terms of Office

The ISPCP Executive Officers shall comprise the Chairperson, the elected ISPCP constituency member(s) serving on the GNSO Council, the ISPCP member elected to serve on the Commercial Stakeholder Group Executive and his alternate, resulting in a maximum of 5 ISPCP officers.

As some of these roles may overlap an officer of the ISPCP may only hold two of these roles at any one time.

If at any time in the future the ISPCP has no direct representation on the GNSO Council due to an increase in the number of Constituencies within the Commercial Stakeholder Group, the Constituency shall appoint a GNSO Council contact person who shall also become part of the ISPCP Executive.

The GNSO contact person shall be the prime contact point on all GNSO issues within the Constituency. The contact person shall also be responsible for keeping the Constituency aware of all relevant developments and discussions taking place within the GNSO Council which directly impact the ISPCP Constituency.

At any one time there must be a minimum of 3 ISPCP Executive Officers.

All ISPCP members serving in any of the stated roles which qualifies them to become a member of the ISPCP Executive, shall immediately be considered an Executive Member until they cease operating in that role.

## Responsibilities

The ISPCP Executive Officers functions are;

1. facilitating and, where appropriate, formulating membership consensus on policy issues for the purpose of providing representative views from the Constituency to the GNSO Council;
2. ensuring that the work of the Constituency supports the interests and concerns of the ISP and Connectivity industry and that the work fulfills the Constituency’s mission;
3. reviewing applications for membership in the ISPCP and, where appropriate, referring these to the Constituency;
4. carrying out the administrative functions associated with the operations of the ISPCP, including the arrangement of meetings, preparation and publication of minutes, maintenance of an appropriate mechanism suitable for facilitating contact and dissemination of information among all Members of the ISPCP and other secretariat functions required for the adequate functioning of the ISPCP;
5. assessing and collecting membership fees, if any.

## Decision-Making Processes

The ISPCP officers shall strive to achieve consensus on all issues. Where consensus cannot be achieved the issue shall be referred to the Committee of the Whole for comment and guidance.

# Committee(s), roles of Officers and elected Representatives

## Purpose and Function

The ISPCP Executive Committeeshall meet as required in order to perform the functions and responsibilities placed upon the Executive Officers as detailed in Section 2.2.

## Officers, Eligibility, and Terms of Office

The following officers shall be elected by the Constituency

### ISPCP Chairperson

The committee of the Whole shall elect a chairperson. The period of time in Office of the chairperson is two years. On approval of the Constituency the previous chairperson may serve a subsequent term but shall then be required to stand down for a minimum of one term before standing for election again.

### ISPCP Representative to the Commercial Steering Group Executive

The ISPCP Committee of the Whole shall elect, on a schedule determined by the CSG, a representative and an alternate to serve on the CSG Executive Committee. On approval of the Constituency the previous elected Officers may serve a subsequent term but shall then be required to stand down for a minimum of one term before standing for election again.

### ISPCP Representative(s) to the GNSO Council

The ISPCP Committee of the Whole shall nominate or elect, according to the provisions of the CSG Charter, one or more representatives to serve a two year term on the GNSO Council who represents the interests and views of the ISPCP Constituency.

To promote continuity on the Council, the CSG may specify that the regular term of any representative selected by the Constituency shall terminate in an even- or odd-numbered year.

Any ISPCP member selected to serve on the GNSO Council will act as a representative of and spokesperson for the Constituency and will collaborate with other members of the Council in pursuit of the mission of the Constituency.

In order to assure geographical diversity among the CSG representatives appointed to the GNSO Council, the CSG Executive Committee may impose a restriction on the ISPCP to select its nominee(s) or representative(s) from a limited set of regions as identified in the ICANN Bylaws.

### ISPCP Nominating Committee Representative

The ISPCP Committee of the Whole shall elect, on a schedule determined by the ICANN Board of Directors, a representative to serve on the ICANN Nominating Committee who will represent the unique viewpoint of the ISPCP constituency.

### ISPCP Secretariat

There shall be a professional secretariat responsible for the day-to-day administration of the Constituency.

### Officer/Elected representative Resignation or Removal from Office

Each Officer elected representative may resign at any time. Upon application by at least three Members of the Constituency and a decision by a voting supermajority (defined at 75% of those casting ballots from the Committee of the Whole) any Officer/Elected Representative may be removed from office. If an Officer/Elected Representative resigns from the Constituency, or the Officer/Elected Representative’s relationship to the Constituency is terminated, or the officer is removed from office, a successor shall be elected by the constituency within three months. The new Officer shall assume the responsibilities of the former Officer for the remaining period of office.

### Officer/Representatives Roles in Relation to ICANN

The Officers are required to conduct the business of the ISPCP in accordance with the relevant bylaws, articles, as well as the resolutions of the ICANN Board and the Constituency.

### ISPCP Secretariat services

Typically the ISPCP Secretariat provides the following services, which may be changed by the Officers from time-to-time:

1. Web site hosting design and updating,
2. An email list of members,
3. Minutes and agendas for Constituency meetings,
4. Membership fee administration and financial reporting,
5. Co-ordination of physical and telephone meetings.

#### ISPCP Secretariat Compensation

The Officers may choose to compensate the Secretariat in a manner of its choosing in negotiation with the organization or individual providing the Secretariat function.

#### ISPCP Secretariat Selection

The Officers, after the election of a Chairperson, shall either:

1. Reconfirm the continued selection of the organization or individual providing the Secretariat function; or,
2. Make a recommendation to the Committee of the Whole of the ISPCP that a new Secretariat should be chosen, and propose a new candidate, and then initiate a vote amongst the Committee of the Whole (by majority vote) to confirm that recommendation.

# Membership

## Composition

The ISPCP is represented primarily by, Corporations, Associations and stakeholders from all regions of the world thereby ensuring that the Constituency represents a broad range of relevant ISP and Connectivity interests.

## Constituency Qualifications and Recognition

Individual commercial entities and Industry Trade Associations may apply for membership if they are ISPs or connectivity providers who:

* operate an Internet backbone network, or
* provide transit to either Internet users or 3rd party Internet content, or
* are an industry trade association that represents ISPs, connectivity providers , portal services, or electronic commerce companies, or
* provides to 3rd party organizations, over the public Internet, either 1) Internet-based application services or 2) managed security services and
* demonstrate that the activities of the gNSO commercially affect themselves and
* understand that Representatives appointed to the Constituency need to participate on a regular basis in the work of the Constituency.

## Recruitment and Outreach

The ISPCP Constituency is committed to a program of outreach aimed towards Internet Service Providers and other qualifying members of the Constituency spread across the world. Specifically it will continue the practice of engaging with local Internet Service Providers and relevant organizations wherever it meets and to further the work on recruitment in conjunction with ICANN staff.

# Communications

## Meetings/Participation

The ISPCP shall use formal meetings, conference calls and electronic communications to ensure broad awareness of all relevant issues across its membership. The Constituency shall endeavor to meet during each official ICANN meeting, as well as calling ad hoc meetings and teleconferences as deemed appropriate by its officers. Agenda’s and meeting notes shall be posted on the Constituency website, recording agreements made.

# GNSO Council Representation

## Composition, Eligibility, and Terms of Office

As specified in section 3 of this charter,the ISPCP Committee of the Whole shall nominate or elect, according to the provisions of the CSG Charter, one or more representatives to serve a two year term on the GNSO Council who represents the interests and views of the ISPCP Constituency.

## Responsibilities of elected GNSO Councilors

As far as it is practical, GNSO Council representatives shall consult on all relevant matters and decisions with the ISPCP Constituency.

Each Representative is responsible for communicating to the GNSO Council the Constituency position.

A Council Representative must state the Constituency position and may then communicate his or her own personal view so long as the Representative clarifies that it is a personal position.

On any and all issues where the constituency members have reached consensus or approved via vote, a decision before the GNSO Council, the Council Representatives must vote in a manner consistent with the direction received from the Constituency. Should the Council Representative have personal views that are not consistent with the Constituency position, the Council Representative may not choose to vote in accordance with his or her personal or company position. The will of the Constituency must be carried out within the GNSO Council.

In the event a Representative fails to fulfill his or her responsibility to communicate the views of the Constituency Members to the GNSO Council that Representative may be removed by majority vote of the Constituency.

# Elections

## Eligibility for Elected Office

The ISPCP shall elect the Officers and the Officers’ Chairperson from among the members of the ISPCP Committee of the Whole.

## Procedures for election of ISPCP Officers

### ISPCP Officers Election Nomination

The election process will be initiated by a nomination period of two weeks. If more than one vacancy is to be filled, all candidates are nominated in the same period but elected in sequence. There must be at least 48 hours between the announcement of the results of an election and the beginning of the following election.

### Conduct of the ISPCP Officers Election

Officer and Nominating Committee Representative elections are determined by a simple majority of the non-null votes cast. Each Member in good standing of the ISPCP Committee of the Whole has one vote per election. Any ISPCP Committee of the Whole member not voting in an election will be recorded as a null vote. Votes cast by every member of the Committee of the Whole will be individually acknowledged by email by the Secretariat.

### Election Process for the ISPCP Officers Election

The election process (including receiving nominations and communicating the names of the candidates to all Members of the ISPCP at the end of the nomination period) will normally be initiated and managed by the Secretariat of the Constituency. In the event that the Secretariat is considered to be compromised e.g. stands as a candidate, the Constituency may decide on an alternative arrangement.

Elections may be held in physical meetings or via e-mail.

All elections will be held by secret ballot.

### Voting process for the election of officers

This section specifies the voting arrangements for the election of officers

The names of the voters and the overall results of the vote shall be recorded. Then those participating in the election via tele- or videoconference are asked to submit their vote by Email, private phone call or fax, making use of some sort of secret keyword provided by the election manager. The result of the voting shall be recorded in writing.

Insofar as elections are held via e-mail, the Secretariat shall open an election period of one full week, during which it will receive votes from Representatives of the constituency through e-mail and acknowledge receipt. Immediately following the election period, the Secretariat will publish the result of the voting indicating the majority decision.

In the event of a tied vote, lots shall be drawn.

# Voting

This section specifies the arrangement for voting on all issues other than the election of Officers which are dealt with in Section 7

## Quorum

Where a meeting or teleconference that has been announced on the ISPCP mailing list 5 days in advance and has a majority of the Executive Committee, Elected Representatives or any committee of the Constituency 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 Member, in favor of an amendment is necessary for adoption.

## Processes

Motions can be made by any member of the ISPCP and must be seconded by at least one other member of the Constituency.

Voting will be restricted to those members of the Constituency who have paid their Constituency fees in full, although members will be allowed to participate in discussions.

The current fee structure shall be specified on the ISPCP website.

Voting mechanisms allowed include, voice votes during meetings or email.

The method most appropriate shall be determined by the Executive Officers of the Constituency.

Proxy voting would not normally be adopted unless the proposer of the motion specifically requests the adoption of that process when tabling the motion.

### Decision making process for ISPCP positions

In all cases where it is appropriate for the ISPCP to represent a position – be that through representation in Working Groups, Stakeholder Groups – it shall follow the following procedure.

* A draft position shall be produced and posted to the ISPCP membership for a period of seven calendar days to allow for comment.
* At the end of that period, a revised final position may be produced and posted to the membership for consensus endorsement by the Committee of the Whole where the Officers deem appropriate. If consensus is not possible, a majority vote is taken. Any ISPCP Committee of the Whole member not voting on the position will be recorded as a null vote. A majority (one greater than 50% of the non-null votes of the Committee of the Whole) will enable the position to become a final position of the Constituency.

# Finances

The ISPCP shall look to cover the cost of conducting relevant Constituency activities required to meet their charter, through membership fees. If they are necessary, the level of fees shall be proposed by the officers of the Constituency and voted upon by the Committee of the Whole. In principle the ISPCP shall endeavor to ensure the level of fees covers all reasonable costs but does not impose a barrier to membership.

The accounting period for the Constituency aligns with the Calendar year (January – December).

Detailed accounts shall be published by the Secretariat at the end of the financial period.

The ISPCP Executive Officers shall be responsible for reviewing the accounts and recommending their adoption/rejection by the Constituency.

It is the responsibility of the Executive Committee to propose a motion to the Constituency at the first ICANN meeting following publication of the accounts.

# Amendments

| **Version** | **Date** | **Name** | **Description** |
| --- | --- | --- | --- |
| 1.0 | 6/11/09 |  | Formal review by Constituency of amended draft charter placed within ICANN proposed format |
| 2.0 | 6/11/09 |  | Output following conference call 6/11/09 |
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