

# NPOC Charter - August 2019 revision

## 1 Mission and Principles.

**1.1** Not-for-Profit Organizations' Constituency (NPOC) of the Internet Corporation for Assigned Names and Numbers (ICANN) is a Constituency of the Non-Commercial Stakeholders Group (NCSG), under the Generic Name Supporting Organization (GNSO) as specified by the ICANN Bylaws.

**1.3** The members of NPOC are committed to carrying out its mission in an accountable and transparent manner and to ensure that new participants, the ICANN community, and the general public may easily access and understand its operations and processes. NPOC follows the ICANN Code of Conduct.

## 2 Organization and Structure

**2.1** NPOC shall have an Executive Committee (the "EC") and a Policy Committee (the "PC").

**2.2** The Executive Committee (**EC**) can create additional committees at its discretion.

## 3 Membership

### 3.1 Eligible Members

The Members of NPOC shall be comprised of not-for-profit organizations. NPOC requires member organizations to be a registered legal entity, unless, in exceptional circumstances, the Executive Committee allows an unregistered entity to become a member on a case by case basis.

#### 3.1.2 Member Organization Requirements

It is required that each Member:

1. Fully subscribes to NPOC's mission and principles;
2. Agrees to instruct its Organizational Representative (OR) to provide consensus, perspectives and recommendations to NPOC that have been developed internally; and
3. Own a domain name.

### 3.2 Ineligible Entities

The following is a non-exhaustive list of organizations that are not eligible to join NPOC:

1. Commercial entities;

2. Organizations that provide services under contract or MoU with ICANN;
3. Political organizations whose primary purpose is to hold government office and/or elect government officials; and
4. Individuals or entities that represent governments or government departments in any way or in any capacity at ICANN.

An entity that does not fall within the non-exhaustive criteria set forth above may nonetheless be ineligible to be a member based upon a review and determination by the EC.

### **3.3 Organizational Representative (OR)**

**3.3.1** Each organization, in its application for membership in NPOC, shall appoint one representative to serve as the Member's principal point-of-contact the "Organizational Representative" or "OR". A Member's OR is authorized to:

- 1) represent the organization;
- 2) speak publicly on behalf of the organization within NPOC; and
- 3) vote on behalf of the organization.

**3.3.2** A Member's OR may appoint a proxy for a general meeting of NPOC. Notification of the proxy must be made in writing to the EC at least forty-eight (48) hours before the start of the meeting. The appointed proxy must fulfil the eligibility conditions for the appointment of an OR, or be another Member's OR within NPOC. A Member's Alternative Representative (AR) formally designated pursuant to Section 3.4, when serving in the capacity of OR, is assumed to be registered as a voting proxy, and therefore is not required to pre-register.

**3.3.3** A Member may change its OR at any time, by providing the EC with the name of the new OR.

**3.3.4** A replacement OR appointed by a Member does not assume any elected or appointed office within NPOC held by the prior OR. The EC will fill any office vacancy created by a departing OR pursuant to Section 4.2.1.

### **3.4 Alternative Representative (AR)**

A Member may designate one Alternate Representative (AR) to NPOC pursuant to the procedure for appointing an OR set forth in Section 3.3. Except when acting as the proxy for the OR as provided in Section 3.3.2, the AR may not vote on behalf of the Member, but may otherwise participate in NPOC discussions, meetings, committees, teams, and working groups.

### **3.5 Additional Contacts**

A Member may request that up to five (5) additional contacts be subscribed to NPOC e-mail and/or publication lists for information purposes:

3.5.1 Additional contacts may not vote on behalf of the Member, but may participate in NPOC discussions, meetings, teams, committees, and working groups.

3.5.2 The EC may establish eligibility guidelines for, and limits on the number of, additional contacts that will be applicable to all Members.

### **3.6 Member Rights and Responsibilities**

A Member of NPOC shall have the right, (subject to Section 3.6.2), to:

3.6.1.1 Vote in all elections of NPOC, including, but not limited to officers; and whenever a general Member vote has been called, including but not limited to amending the NPOC Charter;

3.6.1.2 Run for or nominate another Member for election pursuant to Section 6;

3.6.1.3 Have access to NPOC web presence(s), email lists, established communication mechanisms, timely notice of NPOC meetings, Committee sessions, requests for volunteers, policy development activities, and other important NPOC matters affecting the Members;

3.6.1.4 Participate in NPOC discussions, whether via teleconference, email list, web presence, or in person, on all policy and administrative issues for which notice is provided;

3.6.1.5 Submit agenda items for NPOC and other Committee meetings; and

3.6.1.6 Request NPOC financial information.

3.6.2 To be eligible to nominate candidates, vote in NPOC elections, and propose amendments to the NPOC Charter, the Member must have been an “active” Member (as defined in Section 3.9) for at least thirty (30) days before the date of the election or vote.

3.6.3 Upon request, a new OR will be assigned a mentor by the Membership Coordinator to answer questions, offer guidance, and provide direction.

3.6.4 NPOC Members are entitled to apply for funding to attend ICANN or other Internet policy-related meetings.

3.6.4.1 All travel requests will be reviewed and decided by the EC.

3.6.4.2 To be eligible to receive travel funding, an individual must:

1. Belong to an active Member (as defined in Section 3.9);
2. Play a role in supporting one or more currently ongoing NPOC activities;
3. Provide a reason for the travel (recipients must submit a brief report within thirty (30) days after each funded event describing outcomes and how the travel benefitted NPOC); and
4. Present their travel funding request to the EC in a timely manner, which may vary depending upon the source of the funding.

### **3.7 Member Eligibility**

Members’ status and eligibility is governed by the Membership Standards document.

### **3.8 Fees and Member Voting Categories**

3.8.1 Fees: NPOC has the right to require membership fees.

3.8.2 Membership voting categories: Members will be assigned to one of two (2) categories of declining fee and voting eligibility:

- a. Category 1 [with 3 votes]: A Member shall be classified as a “large organization” if it has:
  - (i) more than twenty-five (25) employees, OR
  - (ii) more than two hundred and fifty (250) individual members, OR
  - (iii) five (5) or more organizational members.
- b. Category 2 [with 2 votes]: A Member shall be classified as a “small organization”, if it doesn’t qualify in category 1.

### **3.9 Participation and Voting Status**

An “Active” Member is an organization whose OR has updated their status in the pre-election check-in request. Otherwise, a Member shall be classed as inactive and will not have the right to vote or serve in elected office within NPOC.

### **3.10 Non-Endorsement and Membership List**

3.10.1 Membership in NPOC shall not expressly or implicitly imply any endorsement or approval by NPOC of the mission or activities of the Member.

3.10.2 NPOC will make its Members list known internally, within the ICANN community, and to the general public on its website.

## **4 Executive Committee**

4.1 NPOC EC shall consist of the following elected representatives: the Chair, the Policy Coordinator, Outreach and Engagement Coordinator, and the Secretary. The Policy Coordinator is the Chair of the Policy Committee.

4.1.1. At the first meeting of the newly elected EC, a member of the EC is designated as Vice Chair by a majority vote of the EC. The Vice Chair will take over the duties of the Chair when:

- a. The Chair delegates those responsibilities to him or her for a temporary period.
- b. The Chair is incapacitated or unaccountably absent for thirty (30) days or more.
- c. The Chair resigns.

4.2 Members of the EC shall be elected on an annual basis by the NPOC Membership. The members of the EC shall not serve in the same officer, chair, or coordinator position for more than two (2) consecutive terms. Appointment of a Treasurer shall be effected as follows:

1. The EC may nominate a Treasurer, with notification to the NPOC Membership, to be approved by a majority vote of the EC with at least three (3) members voting.
2. If two EC members fail to vote within two weeks of the nomination, the Chair shall appoint the Treasurer.

4.3 The duties of the EC shall include:

1. Holding official meetings, which are transcribed and recorded, either in person or by teleconference, at least four (4) times a year.
2. Establishing, maintaining, and supporting procedures, policies, and governing rules concerning the management and operation of NPOC.
3. Reviewing and approving the budgets and expenditures.
4. Appointing NPOC representatives to the ICANN Nominating Committee by majority vote, with at least three (3) EC members voting.
5. Appointing a NPOC representative to the Public Interest Registry Advisory Council (.ORG) by majority vote, with at least three (3) EC members voting.
6. Appointing representatives to fill any position in the NCSG, GNSO, or ICANN that requires Constituency representation by majority vote, with at least three (3) EC members voting.
7. Filling vacancies (pursuant to Section 7), in the Chair and other EC positions, and overseeing elections for the Chair or other EC positions created by the appointment of a replacement OR, by resignation or incapacity, and dismissal for violation of ICANN's standards of behaviour or nonparticipation.
8. Appointing delegates to serve on the NCSG Executive Committee. Any NCSG Executive Committee NPOC delegates shall also serve in an ex-officio, non-voting capacity on the NPOC Policy Committee and the NPOC Executive Committee.
9. Performing such other duties as determined by the EC. A proposed **Executive Committee Guidelines** is attached as Annex A, to be reviewed and adopted by the EC.

4.4 All EC votes called by the Chair must be responded to within seven (7) days.

4.5 Unless otherwise indicated, all approvals by the EC shall be by majority vote with a minimum of three (3) Members present.

4.6 Responsibilities of the EC

The duties of the EC members are set forth below and in the Executive Committee Guidelines, as amended from time to time (Annex A).

4.7. The Chair shall be responsible for the overall administration of NPOC. Specific duties include:

1. Issuing announcements to the Constituency regarding in-person meetings and publishing agendas within 15 days of the meetings.
2. Issuing announcements for calls within seven (7) days of their scheduled time.
3. Organizing and chairing Constituency meetings and teleconferences

4. Whenever EC votes are required by this Charter but inaction by other members of the EC prevents tasks and duties required by the Charter to be executed, the Chair is empowered to act to further the interests of NPOC.
5. In the event of a tied vote on the EC, the Chair shall act as a tiebreaker with an extra tie-breaking vote.
  
- 4.8 The Outreach and Engagement Coordinator shall be responsible for:
  1. Working with new and current Members to help them understand the structure of ICANN and encouraging them to participate in NPOC and ICANN processes.
  2. Reviewing Members' status and eligibility pursuant to Section 3.
  3. Establishing and managing all communications facilities as described in Section 10.
  
- 4.9 The EC shall vote for a new chair to take over the duties of the Chair when:
  - a. The Chair is incapacitated or unaccountably absent for thirty (30) days or more.
  - b. The Chair resigns.

## **5 The NPOC Policy Committee**

- 5.1 The NPOC Policy Committee shall consist of:
  1. NPOC Policy Committee Chair
  2. GNSO Council representative(s) who are also NPOC members
  3. Any NPOC members who volunteer for the Policy Committee
  4. Any NPOC members in the Policy Development Process (PDP) working groups

The Policy Committee shall review the list of prospective PC members and approve new members.

- 5.2 Members of the Policy Committee can also remove the Chair or any other member by a majority vote, notifying EC and NPOC Membership after the vote has been taken. Before the removal decision is taken, the Executive Committee must notify the person in question pursuant to the procedures set forth in Section 7.

5.3 The Policy Committee Chair shall:

1. Organize regular meetings of the Policy Committee at face-to-face ICANN meetings and through electronic means.
2. Consult with the Constituency to develop policy positions.

5.4 The Policy Committee may also create an NPOC working group and policy process on its own initiative or at the request of a Policy Committee Member. The Policy Committee may appoint Issue Managers, where appropriate. The initiation of such working groups and policy processes should be done in coordination with and subject to the approval of the EC.

5.5 The Policy Committee may invite other individuals to participate in the deliberations of the Policy Committee, including:

1. NPOC Members (or their Official Representatives) who are serving on GNSO Working Groups, ICANN Advisory Committees, presidential committees, and other policy bodies (standing or *ad hoc*) within ICANN; and
2. Any NPOC delegate to the NCSG Policy Committee (in an ex officio capacity)

5.6 Duties of the Policy Committee:

1. Monitoring ongoing ICANN policy development processes, emerging Internet governance issues, ICANN Public Comment solicitations, and other relevant sources and providing recommendations to the EC and the Constituency concerning appropriate NPOC responses;
2. Identifying, recruiting, and assisting Issue Managers to draft statements, comments, letters, and other communications related to official NPOC policy positions;
3. Managing and supervising internal NPOC working groups, drafting teams, and its own sub-committees in the development and publication of consensus policy positions/statements;
4. Coordinating policy positions with the NCSG, the Non-Contracted Parties House of the GNSO, and other Board-recognized Constituencies within the NCSG and;
5. Maintaining the Policy Committee email list and keeping it open for posting to official Policy Committee members and observers.

## 6 Elections

6.1 The Chair of the EC shall be responsible for election agendas and meeting schedules. If the Chair is a candidate in the election, then the EC may appoint, if deemed necessary, a replacement in charge of agendas and meeting schedules from among members of the EC.

1. The Chair shall send an announcement to the Constituency regarding elections at least thirty (30) days prior to their commencement.

2. The Chair shall submit the nomination, campaigning, and election schedules, as well as the ballot to be used in the election, to the EC for review and approval.

#### 6.2. Voting Members

1. The Chair shall publish on the NPOC website a list of the Official Representatives and Alternate Representatives eligible to vote of all active Member Organizations thirty (30) days prior to the election for review by the entire NPOC membership.
2. The following individuals are ineligible to serve as the Official Representative or Alternative Representative of their organization (solely for the purposes of voting):
  - a. An individual who holds the power to vote in another Constituency, Stakeholder Group, or on the ICANN Board, except those in the NCSG.
  - b. An individual who holds any form of permanent or temporary paid position with ICANN, including independent contractors who have served ICANN in paid positions within the last six months. If such an individual is identified at any time by any Member or officer, then the Chair shall provide notice to the Member requesting a replacement Official Representative, Alternate Representative, or proxy who satisfies the criteria in Section 3.3 or 3.4. If such a replacement is not named at least seven (7) days prior to any vote or election, the Member Organization will be ineligible to participate in that vote or election.
3. The check-in process: Before each annual election, the Outreach and Engagement Coordinator shall send an email to all Members, active or inactive, asking them to update their contact information before the election. If NPOC conducts the check-in and no response from a Member is received by the requested deadline, an attempt will be made to reach the Member by other means, e.g., telephone calls or requests through other contacts. If reasonable attempts fail to reach the Member or its Official Representative and confirmation of contact information cannot be completed, that Member's status will be changed to inactive. An inactive Member will not be included in the membership count required to establish election results. An inactive Member can reinstate its active status by updating its contact information. An inactive Member may remain on the inactive list for two years.
4. Members who respond to the NPOC check-in process are deemed, Active Members pursuant to Section 3.9.

6.3 Voting Weights (Active Members Only). To foster full and fair representation of both large and small organizations, as well as independent chapters, Active Members



shall have the number of votes depending on their classification, as provided in Section 3.8.2.

6.4 The EC shall, as needed, determine further procedures for nomination and voting. Such procedures shall be provided to the Constituency on the website.

6.5 The geographic and gender diversity of the EC is encouraged at all stages of the elections process.

## **7 Leaving Office; Removal from Office; Standards of Conduct**

7.1 An elected officer or appointed committee member of the NPOC may submit an email or notice of resignation to the Chair whenever circumstances call for such an action.

7.2 In the event of the resignation of the Chair, the Vice Chair shall finish the term of the departing Chair.

7.3 Elected or appointed NPOC officers and representatives can be removed for non-participation as provided in Sections 7.4 through 7.6.

7.4 Organizational Representatives who fail to attend more than three (3) meetings in a row are considered to have resigned their office. If the offending Organizational Representative sends apologies for the absence, they can be reinstated pursuant to the procedures for appointing a temporary replacement set forth in Section 7.8.

7.5 If an EC Member consistently fails to meet his/her responsibilities, the Chair on the behalf of the other EC Members shall notify the person in question and discuss how to rectify the situation. If performance does not improve to satisfactory levels within three (3) months, the other EC Members, excluding the person in question, may, by unanimous vote, remove the EC Member from office.

7.6 An EC Members who fails to vote within seven (7) days, three (3) times in a row shall be considered to have resigned office without further action by the EC.

7.7 Anyone holding an elected position in NPOC cannot hold another elected position within ICANN. If elected for another position elsewhere in ICANN, the NPOC elected or appointed officer must resign from their elected position in NPOC immediately.

7.8 When any member of the EC or the PC has failed to meet the applicable participation criteria and has been removed by the EC or has resigned pursuant to Section 7.7, the Chair, after consulting with the EC Members, may appoint a temporary replacement to finish the remaining term. If the remaining term of the resigning or removed EC or PC member is greater than six (6) months, a new election shall be held.

7.9 The standards for performing the duties of NPOC leadership positions include impartiality, accountability, and avoidance of conflicts of interest. NPOC officers are

expected to be fair and responsible stewards of NPOC's activities. The Chair, in particular, is expected to look after the general interests of NPOC and to be responsive to all members and officers in their requests for information. Term limits and regular elections, as well as removal procedures for corrupt officers or officers who fail to perform their responsibilities, are intended to keep officers accountable and responsive. The EC shall draft and adopt for the removal of officers and other appointees who fail to meet these standards within six (6) months of the approval of the Bylaws by the Board.

## **8 NPOC Participation in the ICANN Empowered Community**

8.1 Any NPOC Member may request materials included in the ICANN Bylaws, Inspection of ICANN's accounting books and records, by making such a request to any EC Member. Such request shall include, minimally:

1. The name and contact information of the requestor;
2. Specific information for which access is requested; and
3. Confirmation that such request is for a purpose permitted per ICANN Bylaws.

The EC shall act on any such request within thirty (30) days of receipt. If approved by the EC, the Chair shall within five (5) business days submit the request to the GNSO Representative of the Empowered Community for forwarding to the Secretary of ICANN. If the EC declines to approve such a request, a rationale for said action must be provided to the Member.

8.2 Requests for reconsideration, per ICANN Bylaws, may be initiated by a majority vote of either the EC or of the PC. Upon being notified of such a vote by either Committee, the EC Chair shall take appropriate action to file such request directly with the Board Governance Committee or, if so requested by the initiating Committee, to follow any and all procedures established by the GNSO that would cause said request to be filed as a Community Reconsideration Request, per ICANN Bylaws.

8.3 The EC may initiate a petition to commence proceedings under the Independent Review Process, pursuant to the ICANN Bylaws. The petition shall specifically include approval of participation in any and all conditions precedent for participating in an Independent Review Process (IRP) proceeding, including the petitioning for the commencement of a Cooperative Engagement Process 17 (CEP) action. Upon notification of an EC vote initiating action related to or for a direct petition for an Independent Review Process proceeding, the Chair shall:

1. File the petition directly with the IRP provider, and/or
2. Take any other action necessary and as directed by the EC, including filing for a Cooperative Engagement Process proceeding or engaging representation for the Constituency, to commence the IRP action.

If the EC intends its petition to be a Community Independent Review Process action, defined in the ICANN Bylaws, the EC shall indicate this intention when approving the petition.

Upon such action, the Chair shall follow any and all procedures established by the GNSO that would cause said IRP petition to be filed as such. The Chair shall coordinate all Constituency participation in the required Mediation process, as defined by the ICANN Bylaws, and any subsequent processes related to the IRP requiring Constituency representation.

8.4 Except as otherwise provided in this Charter, the EC shall be the representative voice for NPOC for all matters involving the ICANN Empowered Community (Article 6 of ICANN's Bylaws). The Chair shall act as the NPOC representative to any forum or committee that results from NPOC's role in the Empowered Community, unless otherwise provided for by the EC.

## **9 Communications**

9.1 The EC shall maintain at least the following two (2) mailing lists:

1. An email discussion list. Only Members shall have posting rights on the discussion list; participation in the discussion list shall be voluntary
2. An Executive Committee email list. The EC list is for official communications and deliberations among Members of the EC. Posting to the EC list is restricted to EC Members.

9.2 Current archives of all NPOC-managed lists shall be made accessible to the general public as well as the NPOC's web presence(s).

9.3 The Chair will oversee the publication of the NPOC membership lists on the Constituency website. The EC is required to publish the list of current Members of NPOC.

## **10 Dues**

10.1 On an annual basis, the Chair shall consult with the EC and decide, by a two-thirds majority vote, whether to establish dues for the coming year, including the appropriate fee levels for Organizational Members (large, small, and basic). The EC shall also decide whether to approve procedures for waivers and reduction requests. Unless otherwise stipulated, the Chair shall be authorized to hear and approve/reject any waiver or reduction requests, which decisions may be appealed to the EC. In the event that dues are established for the year, the EC will publish the amounts and all related procedures on the NPOC's web presence.

10.2 If dues are implemented, unless a waiver or reduction has been extended, any Member that fails to pay its assessed dues within thirty (30) days of invoicing, shall not be eligible to vote or run for elected office within the NPOC until such time as the dues are remitted.

10.3 Member organizations in countries with a gross domestic product (GDP) per capita below 10,000 US dollars are eligible to apply to the EC for a waiver or reduction of

the membership fee. The EC will manage the details of the application process, which may require information about the organization applying (such as budgetary information).

## **11 Transparency**

11.1 NPOC is committed to robust transparency and consultation and strives to make its activities open to the public whenever possible, subject only to reasonable exceptions in line with the interests of the Constituency. Decisions to restrict access to information will be based on considerations of the potential harm from disclosure, for example where the release of the information would negatively impact our engagement with a policy under discussion or would harm internal decision-making processes.

11.2 NPOC will also open its in-person meetings to the public whenever possible. However, the EC may choose to close one or more portions of a Constituency meeting if it determines that public access is not practically feasible or contrary to the best interests of NPOC and its membership. The rationale behind any such decision will be shared with the membership as early as possible and documented on the NPOC's web presence(s).

11.3 The Chair may deny any non-member's access, to NPOC meetings and deliberations for portions or the entire duration if it's determined that such presence is contrary to the best interests of NPOC and its membership. Any such decision to deny non-member access will be noted in the minutes or other official records of the proceeding.

## **12 Amendments to Charter**

12.1 Amendments may be proposed by the EC or by a petition of fifteen (15) percent of the then-current Active Members. Any proposed amendment must be placed on a ballot for voting by the Membership during the next regular election.

12.2 Approval of an amendment requires approval by at least two-thirds (2/3) of the votes cast in the election.

12.3 If disputes arise regarding the interpretation of this Charter, such interpretation will be decided upon by the EC without prejudice to the right of any Member in good standing to file a complaint with the ICANN Ombudsman.

12.4. Amendments shall become effective immediately upon approval by the NPOC Members.

Annex can be found [here](#).