
CLAUDIA RUIZ: Okay, we will now begin the official recording of this call. Good morning, good afternoon, good evening everyone. Welcome to the EURALO Bylaws Taskforce call on Thursday the 31st of January 2019 at 17:00 UTC.

On the call today we have Olivier Crépin-Leblond, Florian Hule, Oksana Pryhodko, Sébastien Bachollet, Andrei Kolesnikov, and Erich Schweighofer.

We have received apologies from Jean-Jacques Subrenat, and from staff, we have Silvia Vivanco and myself, Claudia Ruiz on call management. Before we begin, I would like to remind everyone to please state their name before speaking for the transcription purposes and to please mute your mics when not speaking to prevent any background noise. Thank you, and with this, I turn it over to you, Olivier.

OLIVIER CRÉPIN-LEBLOND: Thank you very much, Claudia, and welcome to this final call of – hopefully final call of the EURALO Bylaws Taskforce. It’s been quite a while since the last time we spoke. A number of things have happened, and today, we are convening to have a last look at the action items from our previous calls and meetings and feedback from all of the different processes that have happened and taken place to finalize the amendments that we are currently putting into the bylaws. And hopefully, by the end of this call, we’ll have a set of bylaws with minor changes that need to be added and that we can then subject to the next steps, which is to effectively get them agreed or ratified by EURALO. So,

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we're quite close to the end of this whole process, the completion of this process, and I wanted to ask whether there were any additions or amendments to this agenda as it currently is on your screen.

I'm not seeing any hands up, so the first thing is our action items. Now, we had a conference call in September 2018, and then after that, we had a face-to-face meeting at the EURALO general assembly in the Barcelona meeting. The last EURALO Bylaws Taskforce call had set a set of steps for the taskforce.

The first one was to pass the draft bylaws to the EURALO board, and that was done. The draft with board comments will go back to the taskforce, and then it did. The comments and so on were all added to the Google document. Taskforce to hold a last teleconference to incorporate board comments. I guess that's today. The final document to be sent to all EURALO membership, and the bylaws document presentation and approval hopefully at the EURALO GA in Barcelona.

So, EURALO general assembly did take place in Barcelona, but we didn't have a final set of bylaws. We did present it to everyone and said that we were still collecting feedback. We certainly got some feedback, which will be in the next set of action items.

Now, on the task list, number of things are still unchecked. First, it says the taskforce will create a list of pending questions which require clarification from staff or ICANN general counsel's office or another source of legal knowledge.

I think that actually, we did do that list, and we sent that list to the ICANN general counsel office. I think that the response that we received

really was that the EURALO being somehow independent from ICANN itself legally speaking, there wasn't going to be any feedback from the general counsel office on the bylaws themselves. So, we've got a green light to move forward with things.

Second, the taskforce will create a list of issues to be incorporated in operational rules, and I think that's one thing that we can probably work on today if we have time. The follow-up will be included in the next steps, what are the next things that we need to do? And I guess one of them is to add a whole shopping list, as one called it, for the next document, which will be the operational rules.

The third box here is Olivier to ask the EURALO board when the document is sent to the board whether EURALO should simplify its name. Instead of the name currently included in the MoU, ICANN European Internet Users Forum. Now, I did ask that question. I asked it, and there has been no response. So, maybe that's something we need to discuss here today, the pros and cons, because it seems that people are not really bothered about the name of the association in itself.

Florian Hule to edit clause eight, rights and duties of members to incorporate a clause on voting rights of EURALO members. We'll look at this in a moment. Florian to include a legal reference from Swiss Association [inaudible] keeper of the minutes. We'll look at this in a minute as well. And the rest was all done in that set of action items.

Are there any feedback on this? I see Sébastien Bachollet has put his hand up. You have the floor, Sébastien.

SÉBASTIEN BACHOLLET: Thank you very much, Olivier. Yeah, I am still bothered by the answer of ICANN Legal saying that we are not part of ICANN, at least for two reasons. [inaudible] signed MoU, and we have our name signed in the MoU, ICANN embedded in our name. Therefore, I don't see how ICANN can say, "Okay, you can use my name, but I don't want to have any relationship with you [legal-wise.]" It is quite strange.

Therefore, I know that it will take maybe some time, but I would like very much to have not just ask the question but to have somebody from the legal team coming to us and talk with us and explain why they consider that we are outside of ICANN. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thanks so much, Sébastien. We're not planning to have another call for the EURALO Bylaws Taskforce. Should we make a recommendation to EURALO to perhaps invite ICANN Legal to explain to us the way they see the relationship between EURALO and ICANN, or should we perhaps go further and ask EURALO to ask the ALAC to then clarify the relationship between the ALAC and RALOs? Any preference? Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you, Olivier. Interesting proposal, Olivier. I was thinking that we may solve our own issue, but as it will raise an issue about the other RALO, it may be better if we [go through] ALAC.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much, Sébastien. Are there any other points of view on the call? I'm not seeing any other hands up. I hope my screen hasn't

frozen. So let's have an action item, please, for Olivier to write to the ALAC chair and ask. And I'm cutting links by basically saying, so the working group will ask the EURALO and EURALO will ask the ALAC chair about clarification regarding the status of RALOs with regards to ICANN. Regarding the status of RALOs with regards to ICANN. Is that paraphrasing your question well, Sébastien? Yeah. Okay, excellent.

I see no other hands up, so these were the ones from the last EURALO Bylaws taskforce call. And now the next one is the EURALO general assembly. That's the other link in your action item line. And the second part of the action item – sorry, the bottom of the page of that EURALO general assembly had a number of action items.

The first one is EURALO articles of association discussion. Jean-Jacques Subrenat suggested that the EURALO Bylaws Taskforce examine advantages, constraints and costs of having a postal and/or physical address in Switzerland, including mailboxes.

Now, there are indeed several possibilities to have mailboxes in Switzerland. There is a cost associated to it. There is a lower cost associated with the Swiss postal system that can forward post from a generic address to a real address, if you want, but that can only be undertaken within Switzerland, which means that as long as I'm EURALO chair and the post will be forwarded to me, that will work, but when the next person takes over, if they're not based in Switzerland, that will not help.

What I would suggest on this is that for the time being, or for today's call, we leave this as such, and I check with ICANN what we can do

about this postal address. EURALO has some funds which are funds for outreach and so on. They're called the discretionary funds. And so it could actually, in theory -and these discretionary funds are made available by ICANN, so it could make use of these discretionary funds to create a mailbox, to pay for a yearly mailbox that provides the association with a Swiss address. And that mailbox will effectively be some kind of a forwarding mailbox which can then forward the post to anyone in the world, basically. So it could be an address to Switzerland, or it could forward it over to an address outside of Switzerland. And that might be a possible solution.

Any comments on this? No? Sébastien.

SÉBASTIEN BACHOLLET: Yeah. Thank you, Olivier. First, Claudia, is it better, the sound? Can you hear me better, or it's still not good?

OLIVIER CRÉPIN-LEBLOND: No, I can hear you well, I just have good headphones.

SÉBASTIEN BACHOLLET: Okay. Claudia told me that it wasn't good. Okay. Thank you very much, Olivier. Yeah, I think taking the post office is good, and I will suggest that as long as you are in Switzerland and chair, but maybe just [inaudible] it could be a good idea to take that opportunity to have the letter sent to you. I am not sure that we will get so much letter that it will be a huge problem.

But my other point is that as it is with – if our official address is a postal address, that means that there is no link between who will receive at the end the letter and the organization. I know it's [inaudible] but maybe if we have trouble because you leave Switzerland and we need to find another solution, maybe at that time, ICANN, they are not receiving directly the mail, may accept to receive the letter from the post office.

But for the time being, I would like to ask you to be the one receiving, and I hope that EURALO will agree on that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Sébastien. That's absolutely fine with me. Any other comments on this from anybody else? At the end of the day, the requirement for this postal address or the listing of this postal address is just for us to just be able to follow the exact model of Swiss bylaws, and the model of Swiss bylaws – or the Swiss model of bylaws, sorry – is one that has a line that provides the details of the registered location.

Florian, is that all clear? From your knowledge, is it possible to have one of these forwarding services as an address, as the address listed?

FLORIAN HULE: Yes. To the best of my knowledge, it is possible to have a forwarding address. [It's sufficient,] it just has to be addressed in Switzerland, [which this] can be delivered, and if it's forwarded to another address anywhere in the world, as far as I know, that's possible and it's okay.

OLIVIER CRÉPIN-LEBLOND: Okay. Fantastic. Thanks very much for this, Florian. The next one was Olivier to ask the EURALO board when the document is sent to the board whether EURALO should simplify its name. So no, that's gone. Now we're moving to Florian to edit clause eight. We're still looking at the EURALO Bylaws Taskforce call, by the way, on the action items. We should have moved to the next one. Sorry, I made the mistake of looking at what we have on the screen.

Annette Mühlberg suggested including a treasurer in the new articles of association for EURALO. That was rejected. EURALO to ask further clarification for the rationale of not having an address at ICANN offices while not having a bank account. The response has just been, well, what we heard earlier, that ICANN does not want to be a postbox for organizations that are not strictly speaking ICANN. It's just what it is.

And then the rest has nothing to do with the work of this committee, so I'd say that unless anybody wishes to discuss this further, then let's move on to the review of the draft amendments. Now, you have a link in the agenda itself to a Google doc, and I invite you all to go on that directly, or if you are unable to go on the Google doc and can just follow the presentation on your mobile device or laptop, then Claudia will be sharing her screen, which will be great because then you'll be able to see where we are. And Claudia will have to go up and down. And I see actually that I think everyone on the call looks as though they are on this Google doc. So now I'll hand the floor over perhaps. Well, I might just go through it quick, going through those bylaws, not reading them but looking at whether there's any additional comments that need to be made or amendments that need to be made.

But so far, the preamble was all filled, so it's got ALSes [inaudible] yes. the preamble doesn't have anything left to change. The definitions has 2.5, members are all members of the ICANN European Internet Users Forum, so the question on the name itself, I don't know if anybody has a view on this call whether we should shorten this or change this from ICANN European Internet Users Forum to anything else.

There have been concerns that since we do have an Individual Internet Users Association, that it might be confusingly similar to the other one. That being said, I haven't seen anybody making a mistake so far.

So, Claudia, if you could please scroll down since you've got access to the screen. Yeah. We are looking at the preamble at the moment. No, further down. Down to the preamble. There we are.

So we've got the preamble, and then we've got the definitions just underneath that. ICANN European Internet User Forum. Okay, I'm not seeing any hands up, so then we can scroll further down and we've got the name and seat. So again, we've to that name, and the seat will be provided once we've got the exact address done. So that's no big deal.

Further down, number four, language and communication, the working language of the association is English, the official communications between members and the association in general be connected by electronic mail, so straight forward.

Five, the purpose is very similar to what we had before. I haven't seen any changes there. Rationale for RALO status within ICANN. The association intends to be the regional At-Large organization, RALO for Europe. EURALO is geographically designed by the ICANN geographical

regions according to the ICANN bylaws as defined in the MoU that creates the EURALO. So, all of that is picked up from previous times.

Signing of a memorandum of understanding with ICANN, authorization of the board regarding the relationship with ICANN, means of achieving the purpose, all of that are things that I think everyone's agreed to.

Then we have a code of conduct which has been added and crafted in 5.3. We've got 5.3.1, .2, .3 and .4, and .5 is the one which we probably need to look at now since it has new text. Florian, did you want to take us through this?

FLORIAN HULE:

I didn't write that one, so I do not feel exactly qualified to take us through that.

OLIVIER CRÉPIN-LEBLOND:

Okay. Then maybe it was me. I don't know. We worked with Jean-Jacques perhaps on this one. So, five was conflict of interest. Now, there was a short paragraph which was basically just saying members of the association must notify the board within two weeks of any conflict of interest arising between activities of the member and the purpose of the association.

Now, what happened was some felt that this was not enough. So, the proposal is to replace this paragraph that's currently highlighted with something that fleshes out the details a little more. The text which was taken here was the text taken from the board of ICANN, and the actual bylaws, ICANN bylaws and the matters that deal with conflict of

interest, policy regarding the ICANN board. So, it's equally as applicable here.

It says here, "If a proposed decision of the board or the general assembly is concerned with an actual or proposed transaction or arrangement with a third party, a member is interested – yeah, that works – then that member has to notify the board in two weeks. That's a notification of the conflict of interest. And then secondly, if a proposed decision of the board or the general assembly is concerned with an actual or proposed transaction or arrangement by a third party, the member is interested, that member is not to be counted as participating in the decision-making process. That's one option.

The other option, which I have not put there, is to say that the member is not to be counted as participating in the discussion and the decision-making process.

FLORIAN HULE: If I may add something.

OLIVIER CRÉPIN-LEBLOND: Please. Go ahead, Florian.

FLORIAN HULE: There is an article in the Swiss civil code regarding the exclusion from voting if there is a conflict of interest, and this more or less falls under that. So, the basic working principle of the Swiss civil code in this matter is every member is excluded from voting if it's a legal binding

proposition or contact or a suit against an association and/or the member or their spouses or their descendants in direct line, children, grandchildren, etc.

OLIVIER CRÉPIN-LEBLOND: Right. So that's a standard thing, but this is slightly different because we're not looking here at legal decisions being made, we're just dealing with voting in the general assembly for whatever we're doing.

FLORIAN HULE: It's fine. The Swiss civil code in this regard is more the recommendation. If we do not have our own rules for that, it will come into effect, but if we have our own rules, we have to use them.

OLIVIER CRÉPIN-LEBLOND: Okay. Alright. Thanks. Any other comments? Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes. Thank you, Olivier. I don't think that we can put like you say with counting. May I suggest that that member must recuse himself for participating in any discussion on the topic and is not to be counted and so on?

OLIVIER CRÉPIN-LEBLOND: So, let's add, must recuse themselves from –

SÉBASTIEN BACHOLLET: Himself because it's a member. From the discussion on the topic.

OLIVIER CRÉPIN-LEBLOND: Okay. Sébastien?

SÉBASTIEN BACHOLLET: Yeah. That's okay. Thank you. Sorry. Yeah, it's –

OLIVIER CRÉPIN-LEBLOND: Thanks.

SÉBASTIEN BACHOLLET: It's at least what I suggest. I don't say that it's okay. We need to be agree together, but yes, this was my suggestion.

OLIVIER CRÉPIN-LEBLOND: Yeah, that's why I've typed it in, so I can put some square brackets on this. Anyone with a counterpoint, or are we all okay with this? Okay, I'm not hearing any objections to this, so let's put it in. Thank you for this, Sébastien. So that's been strengthened and therefore we can completely delete the ... So that's 5.3.5. Let's go further down then, resources and liabilities. So that's all pretty much standard Swiss law and it's got articles and so on in there.

Then there is the membership, natural persons and legal entities may apply for membership if they acknowledge the purposes of the

association. Legal entities must be domiciled in Europe. We've got the admission with the admission criteria which is all determined as such.

There is a question with regards to the admission in that it's not EURALO that actually admits an organization as an At-Large structure. EURALO makes a recommendation to the ALAC, and it is the ALAC that actually makes an organization and At-Large structure. So the EURALO in effect doesn't have the final say on whether an organization can or cannot become an At-Large structure. Does that need to be fleshed out in this, in admission, or not? Florian?

FLORIAN HULE:

Excellent question. I do not think it needs to be fleshed out since the Swiss civil code is rather shallow on the topic of admission of membership. It just says the association can admit members, but otherwise, at least from the text of the civil code, I cannot see why we would have to flesh it out here.

OLIVIER CRÉPIN-LEBLOND:

Should we say in 7.2.3 the criteria for admission and the decision to admit a member may be reviewed by the general assembly whilst being subjected to the ALAC rules?

FLORIAN HULE:

We certainly can do that. We do not have to. If we want to set it into stone that the general assembly may follow the ALAC admission criteria, then we probably should, but otherwise, it's up to the general assembly which criteria or which [weighting] standards it follows.

OLIVIER CRÉPIN-LEBLOND: Okay. So leave it as such. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes. Thank you, Olivier. Maybe it's my English, but if it's to be review, can review whatever we want to review? At the end of the day, the process is that it's the ALAC who makes the decision at the end of the day. But as it is written, we can do it for that purpose or for other purpose. Therefore, I think it's better to leave like that and not [inaudible] any deep discussion of what we have the right to do, what we do really and what ALAC is doing.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this, Sébastien. Okay, then we can continue with 7.3, rights and duties of members. And here we see that members are obliged to maintain an e-mail address [inaudible] e-mail address to the association as well as other details of his, her or their particulars as the board decides. The [inaudible] in accordance with European union data protection regulations and directive as applicable, etc.

I don't think there's anything specific here, but what there is though here is a reference to article 8, and at the moment, it's not article 8, is it? The association is not responsible for damages resulting from undelivered communication due to missing or incorrect particulars of members that have not communicated changes as required in this article 8.

Florian, is that a typo, or has the numbering changed?

FLORIAN HULE: It seems to be a typo. I do not think the 8 is supposed to be there. It's [inaudible] article.

OLIVIER CRÉPIN-LEBLOND: It's article 7 in this article. Okay. Alright, fine. Done. AND then we have the next thing, which is 7.10, which was a clause on voting rights of members, and here, what we have is an explanation that essentially, the At-Large structures each have one vote, individual members, natural persons who joined directly through the EURALO individual association have voting rights according to the EURALO individual association and their compounded vote is cast by a representative of association. Voting rights are defined in accordance with the EURALO rules of procedure. So, effectively, the clause would be – let me get rid of that.

the proposed clause would be this. So, legal members, I guess, instead of At-Large structures. Legal members each have one vote. Individual members, natural persons who joined directly through the – let's open the floor. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. Maybe I am coming a little bit late on that, but I think we need to tweak the membership. Membership for EURALO [is just] At-Large structure. If you are natural person, we suggest you to join one specific ALSes, and that's it. when you are in this ALS, it's the work of this ALS to take care of how they vote, what they do. but for us at the EURALO level, it's just one additional ALS, and we don't have to

answer to any discussion on how they vote in this ALS, like we don't do that for the other ALSes. And for me, it's the beauty of the way we have chosen to do, is to have an ALS for the individual members. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yeah. Thanks for this, Sébastien. I think that we had said under 7.7, membership, what we had done was to keep the door open, because what we don't know is what will happen with regards to how we treat individual members when the At-Large review implementation takes place. There is a possibility that the ALAC will impose that all of the RALOs have a similar type of structure or way to accept individual members. And so on the membership, what we've done is to keep the door open and basically say natural persons and legal entities may apply for membership if they acknowledge and support the purpose of the association. Legal entities must be domiciled in Europe.

So that leaves the door open if we are told that going the way of having a EURALO individuals association is not the way that the ALAC wants it to be, and then we don't have to re-change our bylaws again. That's why this door was kept open. Sébastien? It doesn't mean that we're going to have that, it just means that we don't need to rewrite or make an amendment to our bylaws if we have to go into the thing of accepting individual members directly rather than through an association. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you, Olivier. I get your point, but I am sure that if they impose this to us, they will impose other things, and we will have to [inaudible]

some bylaw changes. But how I can say, it's weaken our position if we do that. If our position is straight and to say we have an ALS to do that and it's how we want to be organized, therefore we don't want any change on that, it's stronger than to say, "Okay, we can adopt whatever you decide." And I really feel that the way we organizing them is a good decision, because today, even in ALAC call, we take too much time on talking about XYZ people because they are joining ALAC. It's just crazy time we are spending.

Therefore, my point of view would have been to say with are right on how we do it and we don't want to change. But I understand your rationale. Thank you.

OLIVIER CRÉPIN-LEBLOND:

Thanks for this, Sébastien. Are there any other points of view on this? A very quiet call today. Sébastien, I understand your point that we are weakening our – well, by having this flexibility of having individual members if we are told to do so in the future is one less barrier to us doing it. The one concern that I do have is if we have – well, the optics of having a clause here that does not recognize individual members when at the same time there is a very strong push from the ICANN board and from the ALAC for all the RALOs to accept individual members and such, so if our bylaws don't recognize that individual members exist, then we risk having – I'm not going to say problems, but certainly, it's just the optics that are not quite correct. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you, Olivier. No, we accept individual end user. We accept them, but we accept them and we tell them to join the specific tools we set up for that. Therefore, we [inaudible] that individual users are accepted to participate to EURALO by becoming member of one ALS who [would join] those people. And therefore it's not the question of having or not having individual end user, but it's how we organize them, the first point. And my second point is that just reading again, if we do that, tomorrow, we can have 500 people from another part of the world joining EURALO and taking us. We have to be very careful of this type of takeover. And here, how we write it opens the door for anything, because we just talk about legal entity to be domiciled in Europe.

I understand we would like to allow people from Armenia to join or people – but if a company in Japan, well-organized like for the last vote in 2000 for the board, they can decide to join EURALO and to take over EURALO. And how we will do? And sorry to come very late on this discussion, and I understand that you want – sorry, collective you want to finish with that. And I completely agree with that, but I wanted to give you my thought on that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you, Sébastien. How about then doing the following? Because that clause is providing details on the rights of all the members. If we say legal members each have one vote, individual members – and in brackets, natural persons – we take away who – and it basically says individual members join directly through the EURALO individual [inaudible] associations, and have voting rights according to the EURALO individual association, full stop. And then have, their compounded vote

is caused by representative of our association, and it then says that those voting rights are defined in accordance with the EURALO rules of procedure. How is that? That effectively cements the EURALO individuals association as being the home of individual users, and certainly the way that the vote goes.

FLORIAN HULE: May I just interrupt shortly?

OLIVIER CRÉPIN-LEBLOND: Florian, please go ahead.

FLORIAN HULE: Yes. For the last sentence, voting rights are defined in accordance with the EURALO rules of procedure. Do we want them to be defined, or do we want to be [precise] in accordance with the rules of procedure? Because that would, legally speaking, [inaudible] safer ground if they are to be exercised in accordance to the rules, but that's up to you.

OLIVIER CRÉPIN-LEBLOND: Good point.

FLORIAN HULE: Because the definition of the voting rights should really happen in the articles of association.

OLIVIER CRÉPIN-LEBLOND: Correct. Yes, so what did you say? The voting rights are – what word did you suggest?

FLORIAN HULE: [Precise. Or can be exercised.]

OLIVIER CRÉPIN-LEBLOND: That makes sense. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes. Thank you, Olivier. I understand why you [changed] legal member, but I think it's At-Large structure each have one vote, full stop. For individual members, and we go [inaudible] for individual members, they join directly through the EURALO. And we have not to – we are just explaining that those individuals joined one specific ALS, but this ALS have the same right as the others. because I don't know why they say the compound vote is cast by a representative of the association. It's true for all the ALSes, or for all the legal members if you prefer to call them like that. But European Individual Association, it's also a legal member.

OLIVIER CRÉPIN-LEBLOND: Yes. Thanks, Sébastien. The difficulty with tagging individual members under an ALS as such is that the EURALO Individuals Association is not just an ALS, otherwise it wouldn't be able to receive any kind of staff support at all. So, no voting support, no support for any of its wikis and stuff like that, for example, which is a bit of a problem, and this is the

reason why the EURALO Individuals Association is taken as a pseudo-ALS if you want. Sébastien?

SÉBASTIEN BACHOLLET: Yeah.

OLIVIER CRÉPIN-LEBLOND: That's why this [inaudible] formalizes the EURALO Individuals Association on one side and it also shows the path that an individual member needs to go through the EURALO Individual Association.

SÉBASTIEN BACHOLLET: Okay. May I suggest the following? And I guess I get your point. Legal member recognized as At-Large structure each have one vote, because if not, every legal – I am losing my voice, sorry. Okay, and then we talk about individual members. [inaudible] second EURALO Individuals Association, the interaction of this individual association with EURALO is the same as the ALSes. We don't say that it's an ALS, but they act as, and therefore we don't have to explain that they have votes and so on and so forth. Just my two cents. Sorry.

OLIVIER CRÉPIN-LEBLOND: Okay. We can always take the whole, "their compounded vote is cast by representative of association" if we want. Then that – Florian, would that work? Or I see Roberto Gaetano has put his hand up, so let's see. Roberto, you have the floor.

ROBERTO GAETANO: Yeah. I [apologize] for being late. I had a last-minute problem. Just one remark. I fully understand the concern of Sébastien. I would like just to point out that if the vote is an issue, it's a minor problem to have a vote in the sense that what we want to do with getting the individual members is to give them the possibility to participate in the discussions, to participate in the policy development process and participating in all the decisions and being informed.

If the vote is a problem, we can have also this special ALS that doesn't have a vote. I don't think that – this will still bring the possibility for the individual members to participate, and may create less of a problem if we have to have a cumbersome wording. What I want to say is that the first thing is to be able to participate and to contribute, and the matter of wording is by and large secondary, not essential. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yeah. Thanks, Roberto. That unfortunately will not fly with the At-Large review, because each one of the RALOs has been asked to provide details of accepting individual members, and with a process by which they could also vote. And there was specific criticism about this, so we still need to have voting coming from the EURALO Individual Users Association as such. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes. Thank you, Olivier. I tried to put directly into the text my suggestion, and then Roberto, no question that from my point of view,

even if I understand why you prefer not to call that an ALS, but it's an ALS, it's a recognized structure within EURALO with the same rights as any other. It's what I would like to [convene] here. Even if we don't call them an ALS – I understand why – they're the same, they can act, they act, and they have the same right as any ALSes. And it's why my suggestion is to have this text [like that.] We don't have to explain how, why they do that. Same as the other. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks, Sébastien. So, the text that you've added here though says, regarding voting, they act and have the same rights as an ALS. But that seems to be then mentioning that individual users have the same rights as an ALS, which is not the case. An individual user, the EURALO individuals association has the same rights, but the individual user does not since they don't have the same weight as an ALS. The particularly tricky –

SÉBASTIEN BACHOLLET: Sorry, Oliver, you're right. I was talking about the EURALO Individual Association. And maybe –

OLIVIER CRÉPIN-LEBLOND: Okay. Let's – yeah, I'm worried of the time, so redrafting things online like this in the heat of the moment is a little bit difficult. Let's continue after this call and try and find some text that will be okay with Sébastien, with Roberto, and we'll circulate it on the mailing list. I don't think we need to have another call specifically on this paragraph.

Right, I'm continuing further down. So the bodies of association are all done. The general assembly composition is all done as well. There was some question regarding forms of the general assembly, 8.2.2. A general assembly may either take place in form of a funded meeting with in-person attendance of the members where a number of members exceeding quorum are funded by ICANN to attend – that's defined as a funded face-to-face meeting – or an unfunded meeting with in-person attendance of the members where there is no special funding to bring members to the meeting – nonfunded face-to-face meeting – or through an online forum, conference call, online meeting. That would just be definition of what a funded and unfunded meeting. That was just the definition of what a funded and an unfunded meeting were. Further down then we speak about the quorum of the nonfunded meeting and the online meeting.

So the nonfunded face-to-face meeting and online meeting will have at least half of the members, and the –

FLORIAN HULE: Hi. I'm back on.

OLIVIER CRÉPIN-LEBLOND: Florian, I didn't know you had dropped.

FLORIAN HULE: Yes, I was dropped.

OLIVIER CRÉPIN-LEBLOND: Ouch. So, Florian, I don't know when you dropped –

FLORIAN HULE: [I dropped around] five minutes ago.

OLIVIER CRÉPIN-LEBLOND: Oh dear. Okay. So I understand that for clause 7.10, we decided to put this aside and continue the work because of time pressures. Continue the work after this call and find the right wording for this clause 7.10.

FLORIAN HULE: Okay.

OLIVIER CRÉPIN-LEBLOND: And we're now on the meaning of funded and unfunded general assemblies which were 8.2.2, forms of the general assembly, a funded meeting and an unfunded meeting. We then spoke of the quorum or quora - [inaudible] participant, no proposal is to be voted on, except a proposal to call another meeting. The quorum for the general assembly, regardless of being a funded face-to-face meeting, a nonfunded face-to-face meeting or an online meeting, is at least half of the members. I think that's all we have here.

So that's just for the quorum, and then there are decisions and resolution for the general assembly are slightly different depending. So, decisions require a simple majority of the delivered votes. If not stated otherwise in the articles of association, all votes are open. Secret votes

must be requested by a simple majority of all the delivered votes. A simple majority is reached by 50% plus one vote of the delivered votes.

Decisions and resolutions in a general assembly in form of a funded face-to-face meeting require two thirds of the delivered votes. Now, if you remember, there was a lot of discussion on this. I'm not quite sure what that means effectively. Is it two thirds majority of the delivered votes, or is it a quorum of two thirds? Is it like a supermajority that we're basically asking for at funded face-to-face general assembly? 8.2.6, part three.

Claudia, if you can scroll down a little bit further, it's 8.2.6, decisions and resolutions of the general assembly. It's actually the first – there we go. Decisions and resolutions in a general assembly in form of a funded face-to-face meeting require two thirds of the delivered votes. So that looks like a supermajority to me.

FLORIAN HULE:

From the structure of the articles, it would be that first you have to reach the quorum and then two thirds of the majority within the quorum would be required.

OLIVIER CRÉPIN-LEBLOND:

Yeah. So that's a supermajority of those people that are present, effectively.

FLORIAN HULE:

Yes.

OLIVIER CRÉPIN-LEBLOND: Okay. Is everybody okay with that? That, effectively, the reason for this was that because a funded face-to-face meeting means that people are funded to be there, if we have a quorum that is as low as 50% of the people plus one, it was felt that this was too low, so we would definitely need to have more people there. That being said – okay, I've just managed to confuse myself.

Not quite sure why we would need a supermajority in this. Roberto Gaetano.

ROBERTO GAETANO: Just to understand, to make sure that I understand correctly. So, the vote in a funded general assembly, the motion passes if we have two thirds of the people present that may be 50% of the members or more. Is that correct?

OLIVIER CRÉPIN-LEBLOND: Correct, yes.

ROBERTO GAETANO: So we have two thirds of the 50%, so we have to have at least one third of the people that are positively voting for the motion to pass. That is two thirds of the 50%.

OLIVIER CRÉPIN-LEBLOND: That's correct, and this is why we have a higher threshold than if we did an online thing where 50% plus one would be the case.

ROBERTO GAETANO: Yeah, it makes sense to me.

OLIVIER CRÉPIN-LEBLOND: Okay. I don't see anyone else putting their hand up, so that then remains as it is. And then we've got the usual change of the articles of association, which again has two thirds of the delivered votes. Then we've got [dissolution] of the association, which requires three fourths, so three quarters, basically, of all current members to give their consent. And applicable law in dispute resolutions is just standard text, entry into effect, and underneath that, there is signature of the keeper of the minutes in accordance with closed bla bla, which was referenced to the Swiss association law, and I think this is something that Florian still needs to add in the list.

FLORIAN HULE: Yeah, that clause would be article 60, paragraph two of the Swiss association law of the Swiss civil code, ZGB.

OLIVIER CRÉPIN-LEBLOND: Two of the Swiss –

FLORIAN HULE: Civil code, ZGB.

OLIVIER CRÉPIN-LEBLOND: Yeah, I've written it wrong. Okay. I think that's it. ZGB. There you go.

FLORIAN HULE: Yeah. I think we can delete the Swiss one since, to my knowledge, we referenced the Swiss civil code earlier in the document and use the abbreviation ZGB throughout.

OLIVIER CRÉPIN-LEBLOND: Okay. Indeed, paragraph two of – in fact, I'll put art 60, paragraph two of the ZGB. Okay. That's all we have, really, here. We're five minutes beyond the time. I'll note Sébastien wanted to go back to number seven. Or was that an old message that you had written? No. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: No, it's a new message. Yes, why I would like to go back to that, because I want to come back to the two first line, because as it is written, again, natural person can come from anywhere in this world. So just legal entity who must be domiciled in Europe.

Therefore, if we don't say that the natural person, they accept they must be member of the Individual User Association, and in this Individual User Association, there are specific rules. We don't need to write that, but there are specific rules to know where they come from. Because, once again, if 500 individual user came from one company in Japan, what we do? And as it is written, it's a risk. Therefore, I would

like very much that we find a way to write this. And once again, sorry to raise that so late.

OLIVIER CRÉPIN-LEBLOND: Thank you, Sébastien. That's a very good point. Roberto Gaetano.

ROBERTO GAETANO: Yeah, just to make sure that is understood that the individual user association makes a distinction between full members who are in Europe, either European citizen or a resident in Europe, and observers, so resident outside Europe and citizen of a country that is not part of Europe.

So for instance, the people who have joined the association that come from Armenia, Georgia and so on are currently observers, and there are some limitations in the power that they have. So, it is impossible that our user association is taken over by a majority of people that come from non-European. Just to make sure that we all understand this. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you, Roberto. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you, Olivier. Thank you, Roberto, for explaining that. It's one of the reasons I think it was very good to have this type of organization with association. And maybe what we just need to do is to natural

person must join, and then put it here at the beginning, must join the European Individual Association, full stop. And there are rules there and there is no risk. But if we leave like that seven, that means that we don't know where those natural persons can be, because they can be member, and it's not clearly written or straight written that they need to join. And it's not written, I guess, in the bylaws. Therefore, I think we need to add that. At least it's my proposal. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Sébastien. Florian, can we look at this? So seven, membership, so we just keep "legal entities may apply for membership if they acknowledge and support the purpose of the association. Legal entities must be domiciled in Europe. Natural person must apply through the European individual association.

FLORIAN HULE: Yeah. We can do that one.

OLIVIER CRÉPIN-LEBLOND: Would that work? Yeah?

FLORIAN HULE: Yes.

OLIVIER CRÉPIN-LEBLOND: Okay. Are there any objections or any other views in the group about this?

FLORIAN HULE: Yes, Europe works. We cannot exclude Switzerland, I think. So Europe works, the European Union would not work.

OLIVIER CRÉPIN-LEBLOND: Yeah, correct. Yes. Maybe we should say, “legal entities must be domiciled in Europe as defined by the ICANN geographic regions.” Because that’s the other problem that we have, which is that Europe for ICANN is not the same as Europe for anyone else. So in fact [inaudible]

ERIC SCHWEIGHOFER: Could I be –

OLIVIER CRÉPIN-LEBLOND: Yes. Or should we say, “legal entities must be domiciled in the EURALO region?” And at that point, that effectively defines the region as being the one defined by the EURALO.

ROBERTO GAETANO: This is the formulation that we use within the Individual User Association, is belong or not to Europe as defined by ICANN. And the reason is that we might have at a certain point in time a change in the way ICANN defines the region, and I think that we should remain compliant with the region as defined by ICANN. So that’s why we have chosen this formulation. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you. So, must be domiciled in Europe as defined by the ICANN geographic regions. Is that okay? Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. May I suggest that we put that into the definition, and therefore, after, when we talk about Europe, we know that we are talking about the ICANN European region? Thank you.

OLIVIER CRÉPIN-LEBLOND: Sorry, can you say that again? I missed it.

SÉBASTIEN BACHOLLET: If we add at the level of article two definitions, we say 2.6, Europe, all the countries as defined by the ICANN geographical region, and therefore when we use Europe after, we know that it is this definition. And like that, we don't have to reiterate as in 5.1, "as defined by the ICANN geographical region." Just put it at the beginning of the document, and then we use it. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you, Sébastien. Good point. Anybody who says we shouldn't? Okay, so I'll add this then, it's 2.6. "Europe is the European geographic region as defined by ICANN." What have I done here? There we go. Florian, would that work? Would that fly?

FLORIAN HULE: 2.6?

OLIVIER CRÉPIN-LEBLOND: Yeah. So then we can just take away on seven, we can make this a little more easy, and must be domiciled in Europe, and we just have to – here you go. Okay, it's 15 minutes past the top of the hour. We do need to end this call, because there's another one coming, starting very soon.

So, I think that we've covered the whole document here. Are there any other points that need to be amended? And if not, then we'll just work together on that paragraph number what? I've lost my track now, paragraph number 7.9, the clause for the voting rights of the members. And that will be just followed up on the mailing list, and then we're okay. Then we can [fly.]

I'm not seeing any other hands up. And then we'll clean the document up, yeah. Okay, next steps, as I just mentioned them, so we work out 7.9, the rest of the document will be seen as being clean now. We'll clean up the whole thing about Europe throughout the document, and we'll send it through the mailing list one last time for comment and forward it also to the EURALO membership on the EURALO mailing list. And that's it.

Unless we've got a real problem with someone objecting to things, then this working group doesn't require any further calls. And I wanted to really hereby thank Florian Hule for having picked up the pen and done all the really hard work on this. It's been a long process, you've picked things up from someone else's work to start with, but it's been long, but certainly something where we've learned a lot of things, and it looks like

the bylaws seem to be much more suited to the reality of things than the ones that EURALO was operating on until now.

So really, a big round of thanks, virtual applause, should we say, for you, Florian. And thanks to Erich Schweighofer who had suggested that you work on this. And thanks, of course, to everyone else who has been really active in this group to try and get things working. I'll certainly be recommending as – I wouldn't say chair, because I'm not really chairing this, but as convener for this group, I'd be recommending that the EURALO has also an official thanks for the work of this group. So, well done, and this call is now ended. So, thank you. Have a very good evening, everyone.

FLORIAN HULE: Thank you. Good evening to you.

SILVIA VIVANCO: Thank you all. Good night. Bye.

CLAUDIA RUIZ: Thank you all for joining the call. This meeting is now adjourned. Please remember to disconnect your lines. Thank you.

[END OF TRANSCRIPTION]