

#	Heading New Member Rules	Description	Drafters	Proposed text	Original text, if any
0	<b>Introduction.</b>	Introductory section, explaining how the ICANN Bylaws, Members Rules and Operating Procedures (also referred to as “ccNSO Guidelines”) relate to each other, and their purpose.	Stephen / David	<p>These are the Rules of the ccNSO, as approved by the Members and adopted by the ccNSO Council in [Month] [Year]. They replace the Rules of the ccNSO which were adopted in 2004.</p> <p>The governance of the ccNSO is based on three different sources. In the event of conflict, they are ranked in order of precedence:</p> <ul style="list-style-type: none"> <li>a) <b>First:</b> The ICANN Bylaws.</li> <li>b) <b>Second:</b> The Rules of the ccNSO (hereinafter - Rules). The purpose of the Rules is to establish general procedures for the ccNSO Members, regarding decision making and their interaction with the ccNSO Council.</li> <li>c) <b>Third:</b> Operating Procedures (also referred to as “ccNSO Guidelines”). The purpose of the Operating Procedures is to set forth a detailed course of action for operational or administrative activities. These are developed at the initiative of the ccNSO Council.</li> </ul> <p>The Rules and Operating Procedures are in accordance with ICANN Bylaws, Article 10, Section 10.3(k):  <i>“The ccNSO Council, subject to direction by the ccNSO members, shall adopt such rules and procedures for the ccNSO as it deems necessary, provided they are consistent with these Bylaws. Rules for ccNSO membership and operating procedures adopted by the ccNSO Council shall be published on the Website.”</i></p> <p>For purposes of the Rules, “Territory” is defined to be the country, dependency or other area of particular geopolitical interest listed on the ‘International Standard ISO 3166-1, Codes for the representation of names of countries and their subdivisions – Part 1: Country Codes’, or, in some exceptional cases listed on the reserved ISO 3166-1 code elements.</p>	No Text in 2004 Rules
1	<b>Principles.</b>	The Principles that support the relation between Members and ccNSO Council and provide the basis for interpretation of the Members	Irina / David	<p>The following general principles constitute the foundation of the ccNSO:</p> <ol style="list-style-type: none"> <li>1. The ccNSO is a bottom-up organization where the members give guidance to the Council, as stated in the Bylaws</li> <li>2. The ccNSO is open and transparent to members and non-members</li> <li>3. The ccNSO will operate transparently and in public, wherever possible and on a non-discriminatory basis</li> <li>4. There should be minimum periods of notice for meetings and votes</li> <li>5. There should be a minimum turnout or quorum for a vote to be valid, with a regional representation</li> <li>6. The ccNSO operates on the principle of one member, one vote, unless specifically provided otherwise.</li> </ol>	No Text in 2004 Rules

		Rules and Operating Procedures (also referred to as “ccNSO Guidelines”)		<p>7. The ccNSO should be able to make decisions at face to face, virtual and hybrid meetings and by electronic ballot.</p> <p>8. The ccNSO wishes to allow non members to participate in discussions on issues before the ccNSO.</p> <p>They were initially expressed as context for the further development and application of Rules and Operating Procedures and have proven to be valid through the passage of time. These principles inform and guide the development of the ccNSO.</p>	
2	<b>Change mechanism - Rules</b>	Rules have to be updated from time to time or amended. The change mechanism determines who has ultimate say over the rules. It is the major procedural distinction between Rules and Operating Procedures (also referred to as “ccNSO Guidelines”).	Irina / David	<p>Any proposed changes to the Rules must be circulated to all Members no later than  <b>[Option 1. Twenty-one (21) calendar days,</b>  <b>Option 2. Fourteen (14) calendar days]</b>  before the start of any vote on the proposed changes.</p> <p>Votes to change the Rules shall pass by a Super Majority<sup>1</sup> of the votes cast. in favour of the change.</p> <p>The voting results must be published on the website of the ccNSO and posted to the appropriate ccNSO list(s) within five (5) calendar days after the end of the voting period. To be effective the amended Rules must be published on the website of the ccNSO as soon as practicable following the publication of the results, and no later than 14 calendar days following the publication of the results.</p>	<p><b>Section 8 of 2004 rules. Changes to the Rules</b>  These rules will become valid if approved with a vote of greater than 66% at a general meeting, or by electronic vote.</p> <p>Any proposed changes to the rules must be circulated to all members at least <b>twenty one days</b> before any vote on the proposed changes.</p> <p>A change will become valid only if approved with a vote of greater than 66% at a general meeting, or by electronic vote.</p> <p><b>Section 4 of 2004 rules. Resolutions</b>  Resolutions to change these rules, or to instruct the ccNSO Council shall only pass if greater than 66% of those voting vote in favour.</p>
3	<b>Change mechanism - Operating Procedures (also referred to as “ccNSO Guidelines”)</b>	This procedure is not documented, but has been developed over time by the GRC in seeking approval of ccNSO Guidelines it has developed.	Irina / David	<p>An Operating Procedure shall be developed or amended at the initiative of the ccNSO Council.</p> <p>Before voting on the adoption of the Operating Procedure, the ccNSO Council must consult the Members of the ccNSO.</p> <p>The ccNSO Council decision to adopt an Operating Procedure is subject to the Members Veto Mechanism.</p>	No Text in 2004 Rules

<sup>1</sup> Refer to [Members' vote](#)

4	<b>Members only decision, other than explicitly provided in the ICANN Bylaws</b>	Decisions by the ccNSO Members only, not included in the ICANN Bylaws	Alejandra, Stephen / David	<p>In addition to the decisions in the Bylaws, which have been reserved to be taken by the ccNSO Membership, the following Resolutions and Decisions are reserved to be taken by the ccNSO Members exclusively:</p> <p><b>A.</b> Change of the Rules.  <b>B.</b> Veto vote on ccNSO Council Resolutions and Decisions as provided for in the Rules.  <b>C.</b> Board Seats 11 and 12 elections  <b>D.</b></p> <p><b>Option 1 .</b>  A Simple Majority Members vote<sup>2</sup> to support a:</p> <ul style="list-style-type: none"> <li>- Board Recall Supported Petition</li> <li>- Nominating Committee Director Removal Supported Petition</li> <li>- Rejection Action</li> <li>- Approval Action</li> </ul> <p>An Extraordinary Super Majority Members vote<sup>3</sup> to support a Removal Petition Notice of a Board Member nominated by the ccNSO.</p> <p>Details on the voting procedures and other aspects of the Board Seats 11 and 12 elections, Board Recall, Director Removal, Rejection Action and Approval Action Processes are specified in the relevant Operating Procedures.</p> <p><b>Option 2.</b>  There is no need to list veto votes of the Council decisions to support the petitions separately because Section 5 below applies.</p> <p>Details on the voting procedure and other aspects of the Board Seats 11 and 12 elections are specified in the relevant Operating Procedures.</p>	No Text in 2004 Rules
5	<b>ccNSO Council only decisions, other than explicitly provided in the ICANN Bylaws</b>	Include a list of decisions Council may take without being subject to Members vote	Alejandra, Stephen / David	<p>The following limited set of Resolutions and Decisions are reserved to be taken exclusively by the ccNSO Council, thus the Members Veto Mechanism does NOT apply:</p> <p><b>A.</b> Administrative Resolutions and Decisions:</p> <ul style="list-style-type: none"> <li>- Appointment of Members to working groups, committees, study groups and cross community working groups.</li> <li>- Appointment of liaisons.</li> <li>- ccNSO Council meeting schedules, agendas and minutes.</li> </ul>	No Text in 2004 Rules  <p><b>Rationale:</b> The Rules of the ccNSO are internal rules according to ICANN Bylaw Article 10.3.k. Therefore the Rules have to be consistent with the ICANN Bylaws including the timelines prescribed in the relevant section of Annex D. For this reason, only the final decisions of the ccNSO Council with respect to a Rejection Action, Approval Action, ccNSO or NomCom appointed Director Removal and full</p>

<sup>2</sup> Refer to [Members' vote](#)

<sup>3</sup> Refer to [Members' vote](#)

				<ul style="list-style-type: none"> <li>- Voting on and Processing of Membership applications.</li> <li>- Request a call for volunteers.</li> <li>- Request the preparation of a timeline for upcoming activities.</li> <li>- Request the summary of an activity</li> </ul> <p><b>B.</b> All Resolutions and Decisions as Decisional Participant, with exception of those decisions listed as exclusively to be taken by the ccNSO Membership. Details on the procedures and other aspects of ccNSO as a Decisional Participant are specified in the relevant Operating Procedures.</p>	<p>ICANN Board of Directors Recall should be subject to the Rules of the ccNSO.</p> <p>If the ccNSO Council decisions would become subject to the veto mechanism, the timelines prescribed in Annex D could effectively result in the case that 10 Members could possibly force the ccNSO to abstain as Decisional Participant.</p>
6	<b>Council Decisions, subject to veto</b>	Under the 2004 Rules all Council decisions are potentially subject to the <b>veto mechanism</b>	Alejandra, Stephen / David	All ccNSO Council Resolution and Decisions are subject to the Members Veto Mechanism, unless specifically determined otherwise in the ICANN Bylaws or under the Rules.	<p><b>Section 6 of 2004 rules. Ratification or veto fo council decisions</b></p> <p>The Council is required to publish to the appropriate ccNSO lists, all of its decisions and resolutions within five days of making them.</p> <p>The Council decisions will not become operational until seven days have lapsed since publication</p> <p>If during that seven day period, 10% or more of the members notify the Council Chair of their objection to the decision, it shall automatically trigger a membership vote to ratify or veto the decision.</p>
7	<b>Members Veto Mechanism</b>	The 2004 Rules provides a <b>mechanism</b> for Members to <b>veto</b> a decision	Alejandra, Stephen / David	<p>The ccNSO Council must publish all of its Resolutions and Decisions as soon as possible to the appropriate ccNSO list(s) and on the website of the ccNSO, but in any case within seven (7) calendar days after the Resolution or Decision was passed. Each Resolution and Decision shall include the date it becomes effective.</p> <p>The effective date is determined as follows:</p> <p>i. Resolutions and Decisions which are exclusively reserved to be taken by the ccNSO Council, upon date of publication.</p> <p>ii. All other Resolutions and Decisions seven (7) calendar days after publication, subject however to the following:</p> <p>Ten (10) Members of the ccNSO from at least ten (10) different Territories and representing no less than three (3) ICANN Geographic regions may request a veto vote on Resolutions and Decisions under ii. The written request (Members' Notification) must be sent to the ccNSO Secretariat or the ccNSO Council Chair during seven (7) calendar days mentioned under ii. To be effective as a Members' Notification it must include, at a minimum:</p> <ol style="list-style-type: none"> <li>1. The names of the objecting ccTLD Managers; and</li> </ol>	<p><b>Section 6 of 2004 rules. Ratification or veto fo council decisions</b></p> <p>The Council is required to publish to the appropriate ccNSO lists, all of its decisions and resolutions within five days of making them.</p> <p><b>The Council decisions will not become operational until seven days have lapsed since publication.</b></p> <p>If during that <b>seven day period</b>, <b>10%</b> or more of the members notify the Council Chair of their objection to the decision, it shall automatically trigger a membership vote to ratify or veto the decision.</p>

				<p>2. The ccNSO Council Resolution or Decision that is being objected to and a brief explanation of the objection(s).</p> <p>An effective Members' Notification shall, upon timely receipt by the ccNSO Secretariat or ccNSO Council Chair, suspend the Resolution and/or Decision from taking effect.</p> <p>If The ccNSO Council believes the Resolution or Decision should become effective:</p> <ul style="list-style-type: none"> <li>i. Council will prepare a statement as to why it believes the Resolution or Decision should become effective (Council's Notification).</li> <li>ii. The ccNSO Council Chair shall send both the Members' Notification and the Council's Notification to the Members list and publish both on the ccNSO Website no later than 7 days after receipt of the Members' Notification.</li> <li>iii. The ccNSO Council Chair or a person designated by the Chair shall initiate an electronic voting process by the ccNSO Members within 7 days upon receipt of the Members' Notification.</li> <li>iv. The electronic vote by the Members shall start five (5) calendar days after initiation of the vote by the Council.</li> </ul> <p>If the Council believes the Resolution or Decision should NOT become effective following the Members' Notification, the ccNSO Council Chair shall inform the Members accordingly, and the Resolution or Decision shall be rescinded.</p>	
8	<b>Quorum rule for voting</b>	Current rules include a requirement to have at least 50 % of the ccNSO Members need to vote to have a valid vote.	Alejandra, Stephen / David	<p>The Members' quorum requirement shall apply only to the Members' vote.</p> <p>The quorum shall be at least  <b>Option 1: FIFTY PERCENT (50%)</b> or  <b>Option 2: THIRTY THREE (33%)</b> or  <b>Option 3: TWENTY FIVE (25%)</b>  of the total Membership of the ccNSO, and at least three (3) Members per ICANN Region.</p> <p>In the event that at least <b>[INSERT THRESHOLD]</b> of the ccNSO Members vote, the vote shall be valid. In the event the quorum is not met:</p> <p><b>Option 1:</b> The Members will be deemed to have abstained and the status quo remains: ccNSO Council Resolutions and Decisions will become effective, amendment to the Rules will not pass and Members' decisions will not be taken.</p> <p><b>Option 2:</b> A second vote will automatically commence 14 calendar days after closure of the first round of voting.</p>	<p><b>Section 3 of 2004 rules. Quorum</b>  A quorum requirement <b>only applies to physical</b> (face to face or tele/video conference meetings of the ccNSO).</p> <p><b>Section 5 of 2004 rules. Electronic votes.</b>  In the event that <b>at least 50%</b> of the ccNSO members vote, the vote shall be valid.  In the event that fewer than <b>50% of the ccNSO members</b> vote, the vote shall be invalid and a second vote will automatically commence 14 days after the invalid nature of the first vote is notified to the members. <b>The results of the second vote will be valid irrespective of whether 50% of the ccNSO members vote.</b></p>

				The results of the second vote will be valid irrespective of whether the quorum has been met.	
9	Members' vote - Decision-making	The 2004 Rules provide a mechanism for voting by the Members	Alejandra, Stephen / David	<p>The ccNSO Members will always vote electronically. An electronic vote of the Members can be initiated by any of the following:</p> <ul style="list-style-type: none"> <li>• The ccNSO Council</li> <li>• The Chair of the ccNSO Council</li> <li>• Ten (10) Members of the ccNSO from at least ten (10) different Territories and representing no less than three (3) ICANN Geographic Regions</li> </ul> <p>A vote shall commence five (5) calendar days after the notification of the proposed matter to be voted upon, and the vote shall stay open for a period of fourteen (14) calendar days. The quorum rule for voting applies.</p> <p>A Resolution or Decision will be deemed to have passed according to the following list:</p> <ul style="list-style-type: none"> <li>• <b>Simple Majority</b> : 50% + 1 of the total votes cast are in favor.</li> <li>• <b>Super Majority</b>: 66% of the total votes cast are in favor.</li> <li>• <b>Extraordinary Super Majority</b>: 75% of the votes cast are in favor.</li> <li>• <b>Plurality</b>: In the case of three (3) or more alternatives to choose from, the one which receives more votes than any other will be understood to be the preferred alternative.</li> </ul> <p>Provisions on this section shall not apply to any vote explicitly provided in the ICANN Bylaws.</p>	<p><b>Section 5 of 2004 rules. Electronic votes.</b></p> <p>An electronic vote of the members can be initiated by any of the following:</p> <ul style="list-style-type: none"> <li>• The ccNSO Council</li> <li>• The Chair of the ccNSO Council</li> <li>• <b>10%</b> of the members</li> </ul> <p>A vote shall commence five days after the notification of the proposed resolutions, and the vote shall stay open for a period of 14 days.</p> <p>In the event that <b>at least 50%</b> of the ccNSO members vote, the vote shall be valid.</p> <p>In the event that fewer than 50% of the ccNSO members vote, the vote shall be invalid and a second vote will automatically commence 14 days after the invalid nature of the first vote is notified to the members. The results of the second vote will be valid irrespective of whether 50% of the ccNSO members vote.</p> <p><b>In person (Section 3 of 2004 rules. Quorum):</b></p> <p>The quorum shall be 50% of the total membership of the ccNSO, and further at least two members per ICANN Region.</p> <p>If any meeting does not meet the quorum requirements, any resolutions shall not be valid unless ratified by an electronic vote of the ccNSO membership.</p> <p><b>In person (Section 4 of 2004 rules. Resolutions):</b></p> <p>Resolutions at general meetings shall pass if properly moved and seconded, and greater than 50% of those voting vote in favour.</p> <p>Resolutions to change these rules, or to instruct the ccNSO Council shall only pass if greater than 66% of those voting vote in favour.</p>
10	Review of the Rules	Introduce a review mechanism at	Irina / David	<p>The Rules should be reviewed:</p> <ul style="list-style-type: none"> <li>- Every five (5) years after adoption of an amended version, on whether they are effective and serve</li> </ul>	No Text in 2004 Rules

		regular interval and under special circumstances	<p>their purpose; or</p> <ul style="list-style-type: none"> <li>- At the request of: <ul style="list-style-type: none"> <li>- The ccNSO Council</li> <li>- The Chair of the ccNSO</li> <li>- Ten (10) Members of the ccNSO from at least ten (10) different Territories and representing no less than three (3) ICANN Geographic Regions</li> </ul> </li> </ul> <p>Each review will be conducted by a group of volunteers from Members of the ccNSO and in accordance with a method determined by the ccNSO Council, subject to the Members Veto Mechanism.</p> <p>Each review is to include the opportunity for input from the broader ccTLD community and ccNSO Council. Any recommended changes to the Rules must be ratified by the ccNSO Members in the manner described in Section 2 of these Rules.</p>	
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For transparency, sections from the original Rules not included in the new Rules:

1. Section 1 - Membership
2. Section 2 - Meetings
3. Section 7 - Committees