<table>
<thead>
<tr>
<th>#</th>
<th>Heading</th>
<th>Description</th>
<th>Drafters</th>
<th>Proposed text</th>
<th>Original text, if any</th>
</tr>
</thead>
</table>
| 0 | Introduction.            | 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  | 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. The governance of the ccNSO is based on three different sources. In the event of conflict, they are ranked in order of precedence:  
  a) **First:** The ICANN Bylaws.  
  b) **Second:** 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.  
  c) **Third:** 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.  
The Rules and Operating Procedures are in accordance with ICANN Bylaws, Article 10, Section 10.3(k):  
*“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.”*  
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. | No Text in 2004 Rules |
| 1 | Principles.             | The Principles that support the relation between Members and ccNSO Council and provide the basis for interpretation of the Members | Irina / David     | The following general principles constitute the foundation of the ccNSO:  
  1. The ccNSO is a bottom-up organization where the members give guidance to the Council, as stated in the Bylaws  
  2. The ccNSO is open and transparent to members and non-members  
  3. The ccNSO will operate transparently and in public, wherever possible and on a non-discriminatory basis  
  4. There should be minimum periods of notice for meetings and votes  
  5. There should be a minimum turnout or quorum for a vote to be valid, with a regional representation  
  6. The ccNSO operates on the principle of one member, one vote, unless specifically provided otherwise. | No Text in 2004 Rules |
<table>
<thead>
<tr>
<th></th>
<th>Change mechanism - Rules</th>
<th>Operating Procedures (also referred to as “ccNSO Guidelines”)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td><strong>Rules</strong></td>
<td></td>
<td><strong>Section 8 of 2004 rules. Changes to the Rules</strong></td>
</tr>
<tr>
<td></td>
<td>Any proposed changes to the Rules must be circulated to all Members no later than [Option 1. Twenty-one (21) calendar days, Option 2. Fourteen (14) calendar days] before the start of any vote on the proposed changes.</td>
<td></td>
<td>These rules will become valid if approved with a vote of greater than 66% at a general meeting, or by electronic vote.</td>
</tr>
<tr>
<td></td>
<td>Votes to change the Rules shall pass by a Super Majority of the votes cast, in favour of the change.</td>
<td></td>
<td>Any proposed changes to the rules must be circulated to all members at least twenty one days before any vote on the proposed changes.</td>
</tr>
<tr>
<td></td>
<td>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.</td>
<td></td>
<td>A change will become valid only if approved with a vote of greater than 66% at a general meeting, or by electronic vote.</td>
</tr>
<tr>
<td></td>
<td>Section 4 of 2004 rules. Resolutions</td>
<td></td>
<td><strong>Section 4 of 2004 rules. Resolutions</strong></td>
</tr>
<tr>
<td></td>
<td>Resolutions to change these rules, or to instruct the ccNSO Council shall only pass if greater than 66% of those voting vote in favour.</td>
<td></td>
<td>Resolutions to change these rules, or to instruct the ccNSO Council shall only pass if greater than 66% of those voting vote in favour.</td>
</tr>
<tr>
<td></td>
<td>This procedure is not documented, but has been developed over time by the GRC in seeking approval of ccNSO Guidelines it has developed.</td>
<td></td>
<td>No Text in 2004 Rules</td>
</tr>
<tr>
<td></td>
<td>An Operating Procedure shall be developed or amended at the initiative of the ccNSO Council.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Before voting on the adoption of the Operating Procedure, the ccNSO Council must consult the Members of the ccNSO.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>The ccNSO Council decision to adopt an Operating Procedure is subject to the Members Veto Mechanism.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1 Refer to Members’ vote
**Option 1.** No veto mechanism applies when deciding on the Petitions. There is no need to list the specific veto votes of the ccNSO Council decisions to support the Petitions separately as in Section 5 below applies.

**Option 2.** There is no need to list votes of the ccNSO Council decisions to support the Petitions separately because Section 5 below applies.

### Rational
- **ICANN Bylaw Article 10.3.k.** Therefore, the Rules have to be consistent with 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 {}

### Table: Limited Set of Resolutions and Decisions Reserved to the ccNSO Council

<table>
<thead>
<tr>
<th>ccNSO Council decisions may take without being subject to the Members vote</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Administrative Resolutions and Decisions:</td>
</tr>
<tr>
<td>- Appointment of Members to working groups, committees, study groups and cross community working groups.</td>
</tr>
<tr>
<td>- Appointment of liaisons.</td>
</tr>
<tr>
<td>B. ccNSO Council meeting schedules, agendas and minutes.</td>
</tr>
</tbody>
</table>

### Note in 2004 Rules
- No veto mechanism applies when deciding on the Petitions. There is no need to list the specific veto votes of the ccNSO Council decisions to support the Petitions separately as in Section 5 below applies.

### Rational
- 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 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...
### Members Veto Mechanism

The 2004 Rules provides a mechanism for Members to veto a decision.

| Members Veto Mechanism | The 2004 Rules provides a mechanism for Members to veto a decision | Alejandra, Stephen / David | 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. The effective date is determined as follows:

I. Resolutions and Decisions which are exclusively reserved to be taken by the ccNSO Council, upon date of publication.

II. All other Resolutions and Decisions seven (7) calendar days after publication, subject however to the following:

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:

1. The names of the objecting ccTLD Managers; and | Section 6 of 2004 rules. Ratification or veto fo council decisions | The Council is required to publish to the appropriate ccnSO lists, all of its decisions and resolutions within five days of making them. 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. |
2. The ccNSO Council Resolution or Decision that is being objected to and a brief explanation of the objection(s).

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.

If the ccNSO Council believes the Resolution or Decision should become effective:
   i. Council will prepare a statement as to why it believes the Resolution or Decision should become effective (Council’s Notification).
   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.
   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.
   iv. The electronic vote by the Members shall start five (5) calendar days after initiation of the vote by the Council.

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.

### Quorum rule for voting

Current rules include a requirement to have at least 50% of the ccNSO Members need to vote to have a valid vote.

The Members’ quorum requirement shall apply only to the Members’ vote.

The quorum shall be at least:

- **Option 1:** FIFTY PERCENT (50%) or
- **Option 2:** THIRTY THREE (33%) or
- **Option 3:** TWENTY FIVE (25%) of the total Membership of the ccNSO, and at least three (3) Members per ICANN Region.

In the event that at least [INSERT THRESHOLD] of the ccNSO Members vote, the vote shall be valid. In the event the quorum is not met:

- **Option 1:** 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.
- **Option 2:** A second vote will automatically commence 14 calendar days after closure of the first round of voting.

Section 3 of 2004 rules. Quorum

A quorum requirement only applies to physical (face to face or tele/video conference meetings of the ccNSO).

Section 5 of 2004 rules. Electronic votes.

In the event that at least 50% of the ccNSO members vote, the vote shall be valid. 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.
<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
</tr>
</thead>
</table>
| 5 | **Electronic votes.**  
An electronic vote of the members can be initiated by any of the following:  
- The ccNSO Council  
- The Chair of the ccNSO Council  
- 10% of the members  
A vote shall commence five (5) days after the notification of the proposed resolutions, and the vote shall stay open for a period of 14 days.  
In the event that at least 50% of the ccNSO members vote, the vote shall be valid.  
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. |
| 4 | **In person (Section 3 of 2004 rules. Quorum):**  
The quorum shall be 50% of the total membership of the ccNSO, and further at least two members per ICANN Region.  
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. |
| 4 | **In person (Section 4 of 2004 rules. Resolutions):**  
Resolutions at general meetings shall pass if properly moved and seconded, and greater than 50% of those voting vote in favour.  
Resolutions to change these rules, or to instruct the ccNSO Council shall only pass if greater than 66% of those voting vote in favour. |
| 3 | **Introduce a review mechanism at Irina / David**  
The Rules should be reviewed:  
- Every five (5) years after adoption of an amended version, on whether they are effective and serve |
| 9 | **Members’ vote - Decision-making**  
The 2004 Rules provide a mechanism for voting by the Members  
The ccNSO Members will always vote electronically. An electronic vote of the Members can be initiated by any of the following:  
- The ccNSO Council  
- The Chair of the ccNSO Council  
- Ten (10) Members of the ccNSO from at least ten (10) different Territories and representing no less than three (3) ICANN Geographic Regions  
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.  
A Resolution or Decision will be deemed to have passed according to the following list:  
- Simple Majority: 50% + 1 of the total votes cast are in favor.  
- Super Majority: 66% of the total votes cast are in favor.  
- Extraordinary Super Majority: 75% of the votes cast are in favor.  
- Plurality: 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.  
Provisions on this section shall not apply to any vote explicitly provided in the ICANN Bylaws. |
| 10 | **Review of the Rules**  
Introduce a review mechanism at Irina / David  
The Rules should be reviewed:  
- Every five (5) years after adoption of an amended version, on whether they are effective and serve |
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

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.

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.