
YESIM SAGLAM: Good morning, good afternoon, and good evening to everyone. Welcome to the APRALO Rules of Procedures Review Working Group Call taking place on Tuesday, 5th of December, 2023 at 5:00 UTC.

On our call today, we have Cheryl Langdon-Orr, Justine Chew, Gopal Tadepalli, and Faheem Soomro. And we have received apology from Ali AlMeshal. From staff side, we have myself, Yesim Saglam, and I will also be doing call management. And before we get started, just a kind reminder to please state your names before speaking for the transcription purposes. With this, I would like to leave the floor back over to you, Cheryl and Justine. Thank you very much.

CHERYL LANGDON-ORR: All right, well, I'm on camera. Justine is here, and she's muted. Thank you for those couple of important people who've joined us. Yes, and if you could just click onto the action item, please. Item two, terrific.

Okay, so where we are up to is we should all be heading into the thrill-packed and exciting area of section C today. We are pretty well finished doing section B, although we do have a couple of action items, which Justine certainly did over the weekend with relationship to definitions of full member versus member in good standing on page 10. That was done, as was discussed. And we also, in proposed edits, were done to the definition of quorum on page 12. So we can tick off those two things there. And during the text, you'll also see some file notes, so you can tick off the third one as well, noting where we may use selection or ballot where needed.

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

Interestingly enough, we seem to have open action items. I think we need to pop in. We won't do it right now, but we certainly need to make sure that if they are carry-over discussion items, that we come back to them, especially because some of them are now relating to aspects of conversation that we had to check which are pages that we have gone past.

Okay, thanks for that. Let's get into now the new document. We'll scoot now a little bit beyond page 28. There's a dotting of an I, a crossing of a T, changing of words like accredited, where certified was in the text. Of course, people and At-Large structures are accredited, not certified as such. And so there is a few little bits of tidying up that are being done from page 28 on. If you scroll down until we see some more new text, a lot of what you will see is very much, keep scrolling, we'll scream out loudly, very much simply tidying up capitalization, putting in AP, adding APRALO before the term chair, all of those sorts of things. We'll have a little look here. The yellow text here is the additional text that Justine was just doing a little bit of toileting with in the last 24 hours or so. Here, we'll note that there is a cross-linking with quorum, which is also in keeping with what was previously discussed. Does anybody want to make any comments on anything you're looking at on page 32?

If not, then let's continue to scroll. We'd be really keen to get into the meaty bits of section C shortly. No problem, Maureen, welcome. Keep scrolling, thank you. References here withing good standing and some tidying up of the language, which is really all a matter of general housekeeping for the document.

Just a note where Justine is noting that it needs to be reviewed again following the introduction of full member and member in good standing. We, I think, have closed the loop on all of that, Justine. Do we need to discuss that, or is that just a point of reference?

JUSTINE CHEW:

I guess both. Just to make sure that people understand what is the difference between the full member and member of good standing, and where do you use either of those terms. So the understanding that I had is that in terms of like opting to be selected as leader for the RALO, anybody who is a member in good standing can nominate, can stand, but once they secure the position and if they were to hang onto that position, then they need to try and to move to become a full member. That is the extent of the difference between full member and member in good standing.

CHERYL LANGDON-ORR:

Yeah, and I think what's important to also note is that a full member is one which, of course, has had the accreditation aspect done in the case of an At-Large structure, or has had the approval in whatever format that is to be done by the leadership team in the case of an individual. So there might be a time between where a structure or an individual has applied and is in fact on mailing lists and is contributing, but has not yet been, in inverted commas, accredited. And it's that kicking over of an accredited status which makes you a capital F, full member. So if we're all comfortable with that, let's continue to scroll. And thank you for noting that in the chat. Thanks, Maureen. I'll keep going.

There's a lot of APRALO dropped in, as you can see. Everywhere there was a chair, the word APRALO had to go in. Everywhere where there was member, or in many cases when there was member, APRALO had to get dropped in as well. Keep going, keep going, keep going. We'll get to some meaty bits shortly. Again, right, keep on scooting. Through to, I think, there's nothing until sort of later in nine. Here we go.

I made a comment. Perhaps the text here. This is a new add. This is something that I did not discuss with Justine over the weekend. But I did wonder, and this is something I'd like to open a short queue on, where we have outlined the role or the requirements for appointments or appointees as to how they are to participate in APRALO activities. In addition, obviously, to what is required of their role in their target group, which is what TG stands for. Or of course, if they are members of APRALO, then we expect them to perform as any other member of APRALO is. But I did wonder whether or not we needed to add in a, or as mandated by their role or a requirement of the APRALO leadership team. Just want to put that out there for your consideration. We can come back to that later. But it did strike me that when we said there are no requirements to participate in APRALO other than in the working groups and that relates to their target group, etc., that we might want to give a little bit more power associated with particular criteria that may be set in association with a particular role in an appointment. Not sure whether I'm just dancing on the head of a pin there. Justine, what's your gut reaction to that?

JUSTINE CHEW:

Well, we had a start, I suppose, of a discussion that we might want to consider criteria or qualification criteria for, I think we were discussing the chair, right? The role of the chair. And I would like to throw it out there to say that if you want to do that, then we should probably be doing the same thing for all the LT roles, including appointees as well. So we can, I suppose, look at that in entirety. Yeah, okay, pick it up with that conversation. Personally comfortable with that. Anybody else got a particular point of view on that before we move on? Maureen, you've had a number of appointments in your career. You would be comfortable with that? She's comfortable with that? Excellent. All right then. Okay, well, we'll pick that back up when we dig into our criteria. And I certainly support Justine's proposal of making criteria and qualification quite explicit. Just the same as I think that an appointment needs to have a specific mandate associated with it so appointees are not confused as to what is required of them in addition to these rules, of course.

All right, Yesim, and continue on the scrolling journey. It's all pretty much bog standard without changes for a while now. Keep going, just a little tidying up here and there. Keep on going, we're zooming through now. This is all very exciting. Just in response to Amrita, I have proposed a particular link to robertsrules.com. There are a number of references, including Wikipedia, of course, which we could also reference here as a link out to an external document. But the advantage of the one I've put there as opposed to the plethora that you can search up is that that takes you not only to an authoritative site but to a site where, in addition to the general resources of the various versions, including in other languages of Robert's rules, it has three now versions of a

companion book, which is a brief version of Robert's rules. And considering the brief version of Robert's rules is probably bigger than most people's reading of a novel over their vacation, I would just strongly encourage people to go for the simplest thing, because you can certainly get bogged down. So that's just a helpful link that I would be proposing as the one we put in there. Continue to scroll, there's nothing else new on that.

JUSTINE CHEW: Sorry, just a quick question on that 12.1.5. Should we remove the reference to 11th edition?

CHERYL LANGDON-ORR: Yes, because I think it's up to about the 12th or 13th.

JUSTINE CHEW: Yeah, so we could say that the most current, yeah, okay.

CHERYL LANGDON-ORR: Yes. Make note of that. Good catch, good catch. You can tell how long it was when we wrote the update on 12.1.5. Yes, most current edition does make sense. And it's plain language. All right, keep scrolling then, thank you, Yesim. Here's a little tiny bit on 53. We get into some really good stuff in page 56.

This is the first instance where I'm suggesting we need to make sure we do something new about proxy. This is just to highlight proxies can

relate to quorum. I believe they should relate to quorum. We do have a section in the 20s about proxies, but it's a very lightweight section. When we get to that, I would like to suggest that there's some cross-linking between 13, various parts of section 13 and the section, I think it is 22 or something like that, which is the area that discusses proxies. Yep. Terrific, okay. Continue scrolling, thank you.

JUSTINE CHEW:

Sorry, I had a question. You mentioned possibility of proxies being included in quorum. I had text in there that says, yeah, the opposite, that proxies will only be included in votes if votes were [to exercise, but they won't] [inaudible]

CHERYL LANGDON-ORR:

Well, for special meetings, it is a fairly standard procedure, for example, at an annual general meeting, if one is taking a number of votes, which is what normally happens at a special or annual general meeting, that the proxy can both be directed specific to any votes on resolutions put forward, or also, and as such business as is conducted type thing. And in that case, they do count to quorum.

JUSTINE CHEW:

Okay, so then we need to look into, what do other people think? Because if that's the case, then we need to look at someone rewording. And just to mention that under section 13, 13.2 to be specific, the original ROP talked about just three types of meetings, and Cheryl and I discussed this, and we thought we have to include a fifth one, which is

the general assembly, which is now referred to in the definition. So we have to provide for that as a type of meeting as well. And then any quorum and any kind of business that is limited to would follow.

CHERYL LANGDON-ORR: We've got a hand up from Maureen. Go ahead, Maureen.

MAUREEN HILYARD: Thanks, guys. I've got one to ask. Are you saying that a proxy can be used to make up a quorum?

CHERYL LANGDON-ORR: I'm proposing that we consider that as a possibility to be discussed when we get to section 22, but everywhere that we've talked about quorum, I've put an anchor in the comments. So if we change 22, we then also make sure we go back and make the linkages for things like 13.2.

MAUREEN HILYARD: Right. Is that normal? Is it normal to include proxy? I know that, for example, if a member can't be at a meeting and they give their proxy, that's sort of like in as a vote, but I haven't actually considered it as being—

CHERYL LANGDON-ORR: It's an attendance.

MAUREEN HILYARD: That the proxy would. Yeah, I guess it is.

CHERYL LANGDON-ORR: It's counted as an attendance. But only in the case of special meetings, not in the case of ordinary meetings.

MAUREEN HILYARD: Okay. Okay, okay, okay. Well, maybe that's-

CHERYL LANGDON-ORR: So these are special meetings. That means there's a general, annual general meeting or a general assembly where there are specific resolveds put out and to be dealt with.

MAUREEN HILYARD: Okay. Right, right, right, right. Okay.

CHERYL LANGDON-ORR: Not just any old meeting.

MAUREEN HILYARD: Yeah. Thank you.

CHERYL LANGDON-ORR: If we make those changes in 22, we have to go back and pick up these little bits of nitting so there are no drop threads on that. But I've also- Yes, indeed. But I've also used particular language and the language which later on I got as far as capitalizing, because it's actually a term of art and that's a standard form of proxy, capital S, capital F, capital P. And a standard form of proxy would be a template and adjunct document. Which is the only way such a proxy could be lodged.

JUSTINE CHEW: Yep. That can go into 22 [inaudible].

CHERYL LANGDON-ORR: Indeed. If we decide to do that. And that's vastly different to saying, oh, I'm just popping out to go to another meeting. Maureen, can you have my proxy? That is not a standard form of proxy at all. Standard form of proxy is usually, but not always, a directed proxy where you are actually voting yes, no, or abstain on specific things. Or giving total control over a yes, no, or abstain on those specific things to the chair or a nominated person. Does that make sense?

MAUREEN HILYARD: Yeah, it makes sense to me now. Thank you.

CHERYL LANGDON-ORR: All right. Okay, let's scoot down. And remember, we'll come back to that conversation when we get to section 22. Because we need to get to

page 56. Oh, no, there's a little bit in 54. What have we done here? Oh, that's some tidying up on general assembly.

JUSTINE CHEW: Yeah, that's why I was saying that we inserted a new type, a fifth type of meeting, which is the APRALO GA.

CHERYL LANGDON-ORR: Now that's the language that has been inserted for everyone's note.

JUSTINE CHEW: For everyone's ease, right, anything that's highlighted in blue is something that I did on the weekend. So that's fresh text.

CHERYL LANGDON-ORR: So we definitely need to look and sanity check what is in blue, but I've never found anything Justine to have anything other than absolutely fine. Okay.

JUSTINE CHEW: I have to go back and look at the quorum business then.

CHERYL LANGDON-ORR: Yeah, well, if you need to, yeah. But that's the if we do 22. Right, this is the part that I was trying to get to, which is about quorums and the meetings. So this is where we may, depending on what we do in section 22, need to come back and ensure that if we are going to use a standard

form of proxy, and if we agree that a proxy will count towards quorum, then that needs also to be picked up in this fresh language. Did you want to speak to this fresh language? Obviously not with the proxies, but aspects that anything else just say?

JUSTINE CHEW:

Yeah, sure. So I had a question in terms of whether different quorum would apply for different meetings. Because normally in the case of like a very important meeting, like an annual general meeting, right? You would ask for a higher quorum than a regular monthly meeting. So that's something that I've kind of tried to factor in, as you see from 15.1 and 15.3. So I'd like to get an indication from the group as to whether they think this is a good idea, or should we just stick to a standard quorum rate? Or whatever you think is important for the meeting to be quorate.

CHERYL LANGDON-ORR:

So to be clear, what Justine has done is she's got a fewer than, as opposed to a greater than difference between an ordinary meeting and a special meeting. Give you a moment or two to read, and then—

MAUREEN HILYARD:

Can I put my hand up? I was typing, but I may as well say it. I think in general, I prefer the standard quorum. But if you're going to have special circumstance, like I mentioned here for the special meeting, a special meeting may have a special quorum and a special proxy, sort of like insert. But in general, for just ordinary meetings and that, it would

probably be just for everyone knowing, having a good idea of what is expected, that there'd be just a standard quorum.

JUSTINE CHEW:

Yeah. I understand where you're coming from, because when I looked at the text and I tried to put in some of them, like we have now five categories, or five types of meetings, right? So should we have different quorums applying for different types of meetings? And at the moment, I haven't even considered special meeting and urgent meetings, because I'm not terribly clear on what the function of those are, really. So I was just concentrated on the AGMs and the GA and the regular meeting, the monthly meeting.

So going forward, and we might want to think about it, is that we could have one class of quorum, or one rate of quorum for regular meetings, which, by the way, there's something in the ROP now that says that the chair can wait to be called for quorum in a regular meeting, except that when any decisions are taken. So we could have just one flat lower quorum for regular meetings, and then a higher flat quorum for all the other meetings.

CHERYL LANGDON-ORR:

And just to jump in, that is where my comfort level is. Quorums are a safety net, but they can also be a noose. So you've got this balancing act between being impeded by too strict and too high a quorum, and not having sufficient requirements for accountability, which is associated with quorum. And so it's trying to have that balancing act that is what Justine is proposing with perhaps a two-tier approach. Maureen.

MAUREEN HILYARD: Yeah, I agree about having different quorums, for example, quora, I guess, for ordinary meetings, like that when no decisions are being made, I don't think you need a quorum. Do you?

JUSTINE CHEW: In general, it's always good practice to find out whether you have quorum or not for any meeting, right? But the quorum is only important when you're, as you said, when you're making decisions, really. So if we're not anticipating a regular meeting to make any decision, right, then the chair can just waive the need for quorum. And that is already provided for in the ROP somewhere. Okay, I can't tell you exactly where, but I've seen it, all right. But in the event that a regular meeting, somebody moves a motion and says, "I want this decided," then it goes to some kind of a voting decision, whether it's by a show of hands or whatever, right? Then it's important to make sure that there is quorum. So you might as well establish quorum in the beginning, in case something like that would happen. That's why I say it's always good practice to establish quorum for any meeting. Because it's a question of whether you need it in order to validate any decisions that you are potentially going to make in that meeting.

MAUREEN HILYARD: But in a regular meeting, just an ordinary meeting, with just ordinary members, a decision would not be made if there wasn't a leadership role or, you know, that kind of thing, some sort of like-

CHERYL LANGDON-ORR: Well, yeah, excepting, remember that at any point, Maureen, any member can call for a particular resolve, a particular action. And having a-

MAUREEN HILYARD: They have to give notice, though.

CHERYL LANGDON-ORR: No, in a meeting, you certainly do it within a meeting. In fact, notice is more fixed with special meetings, with annual and general assembly-style meetings. Special meetings, emergency meetings—

MAUREEN HILYARD: Yeah, I guess it's sort of like, you know, we don't want to belabor people with, you know, having quorums and stuff so that they turn up to a meeting and, you know, and there's only about six people and there's supposed to be 20. You know, they haven't got quorums, so they can't discuss things. And now you do.

CHERYL LANGDON-ORR: That is why the chair of the meeting, note that, the chair of the meeting, can waive the quorum rule unless there is no decisions being made. Now, if I then call in the meeting to have the chair of APRALO, who's absent and has been absent for the last nine meetings, if I then call from the floor to have that person's standing reviewed and put a resolution

forward, which would end up with some form of remediation at best and disciplinary action and dismissal at worst, you would definitely want to stop that business until you had quorum.

JUSTINE CHEW: And we have process for that as well. We have a process that you have to follow for removing somebody and it's not just, you know, getting on the floor and saying, "I want to kick this person out."

CHERYL LANGDON-ORR: But I was trying to make the example.

JUSTINE CHEW: So the thing is that the chair of the meeting has got quite strong powers, right, to determine certain things. So for example, let's not go to the extent of, you know, removing somebody from office, but you say we had a regular meeting and no quorum was established at the beginning of the meeting, right? Then it would be the prerogative of the chair to say if somebody were to just, you know, stand up and say, "Well, I want to move a motion and I want this motion to decide that." The chair can then determine whether the motion, well, the first phase is the chair can determine whether the meeting is quorate enough to determine this kind of question, right? Or say that this question is out of line, you have to go through a process by which to get the question onto the agenda. At a different meeting, by the way.

CHERYL LANGDON-ORR: Yes, definitely in a different meeting if you go back. So the suggestion that is being put forward by the drafters is that quorum is still an expectation to be established at either regular or special meetings and all sorts of things are in under the ruling of what a special meeting is, right? But that the level of quorum is lower for a regular meeting and of course, you've got the power of the chair of the meeting associated with the regular meeting as well.

JUSTINE CHEW: Yeah, so is everyone on the same page? And do we hear any objections from that approach? Don't worry so much about what's in the text at the moment because we need to clean that up, right? But conceptually. Maureen?

MAUREEN HILYARD: Yeah, yeah. I just wanted to ask, you know, if you have a working group, if you have a working group and usually you say, this is a working group and people have to register and all that sort of stuff and you know that if the working group has 20 people in it and the quorum would be 10 plus one.

CHERYL LANGDON-ORR: Only if it's charted that way.

MAUREEN HILYARD: Yeah, okay. So, well, this is it. Do we say that in a regular meeting, is there going to be, okay, the quorum must be five or something or the quorum must be 3% of the membership or?

CHERYL LANGDON-ORR: If we reflect the existing rules, right? And that's what in fact has happened in this even modified text. The existing rules state that it needs to be, to be quorate, more than one third, in other words, of all of the possible At-Large structures and the member representative, or eight, whichever is greater. Right? So we already have some numbers pegged in there in the existing rules. So it's not 10 plus one or 50%. It's actually one third.

JUSTINE CHEW: And that's for the AGM, by the way. The current ROP, as you see on the left screen right now, for AGMs, it says more than one third or eight, whichever is greater. And then for regular meetings, it just says at least four members of the leadership team. So that's a very, very low quorum. Very low. So potentially a regular meeting could make decisions with just leadership team people there.

CHERYL LANGDON-ORR: That allows some empowerment to the leadership team, of course.

JUSTINE CHEW: Yeah, of course. Yes. If we are all comfortable with that, then that's fine. We don't have a problem putting it back to what was the low quorum to

begin with for a regular meeting. So now in the right side of the column where all the texts are blue, right? So as I said, don't worry about which quorum applies for what in the text itself, because as I said, I haven't really discussed it with Cheryl and what we're throwing out now are ideas in terms of, if you just think of this, like there are five types of meetings in the ROP now, right? For just the regular meeting, and we're talking about typically the monthly meetings, right? We would have, we're proposing a lower quorum, right? But the lower quorum would still be at least four leadership team members, plus some portion of the other RALO members, which is one third or eight, whichever is lower, fewer, right? So it would probably always be eight because we have more than 24 RALO members, right? And that's for the regular monthly meeting. Anything else, any of the other four types of meetings, because we're talking about special meetings, urgent meetings, GA and the AGM, we go for a higher quorum, which is at least four of the leadership members, that's the same, but more than one third or eight, whichever is greater. So we go for the one third of the APRALO membership.

CHERYL LANGDON-ORR: So same numbers, but fewer and greater is the difference. Maureen, back to you.

MAUREEN HILYARD: Yeah, just wanted to ask, we're talking, you know, so we could have a regular update on the notes, for example, about how many ALSes we've

got, but how do we count our individual members? Where are they counted in this?

JUSTINE CHEW: We have a register, right, of unaffiliated members at the moment. When we move to one of the individual members, there is also going to be a register somewhere. Just like we have a register of ALSes.

MAUREEN HILYARD: So we have a third of the individual members and a third of the ALSes?

JUSTINE CHEW: No, no, no, it's a combination, but that balance, we will come to it when we go to the next page. I've got something in mind for that.

Okay, so just focus on it being four LT, at least four LT members, plus one third or eight, whichever is higher for the special type meetings, and the same, but one third or eight, or whichever is lower for the regular monthly meetings.

MAUREEN HILYARD: Well, this is what I want clarity on. One third or eight of what?

JUSTINE CHEW: One third of eight, okay, so for argument's sake, so you have 20 ALSes, right, and you have 10 UIMs and 10 IMs, right? So then it's a third of 40.

MAUREEN HILYARD: Okay, so you're gonna have 40 there instead of eight?

JUSTINE CHEW: A third of 40.

CHERYL LANGDON-ORR: Okay, and you only need more than that if it's a special meeting. You'll need less than that, only eight, if it's not a special meeting.

JUSTINE CHEW: Correct, yes, sorry.

CHERYL LANGDON-ORR: And four of the eight are the leadership team.

JUSTINE CHEW: At the moment, the text says and, so you have to, there are two limbs of it, so it's the leadership team, and then the rest of the RALO members.

MAUREEN HILYARD: Yeah, it just probably just has to be a little bit more clear.

CHERYL LANGDON-ORR: Well, it might also be clearer when we get to the next part, but let's hear from Shreedeeep

SHREDEEP RAYAMAJHI: I think I fairly agree with you guys that especially in the general, you know, normal meetings, the numbers tend to come low, and especially for the AGMs and special meetings, I think the quorum will stand, and there would be prominent decisions or things would be taken into consideration. So I completely agree with you, and let's make it more clear and easy so that the community will also be able to absorb it, and there would be more discussion in this aspect that whenever these meetings will happen, more people will come in. So I think this is-

CHERYL LANGDON-ORR: Okay, thanks. I think the other thing we need to recognize too is that it is a good practice, as Justine has said, to establish a quorum at the beginning of any meeting, right, and note the power of the chair to then continue on with the meeting as long as it's not making decisions if that quorum is not there.

JUSTINE CHEW: Right, it would be a check and balance, right, very, very true.

CHERYL LANGDON-ORR: And that actual process, which needs to be a standard part of the agenda, right, it needs to be a visible action, will also help educate everybody as we go on. Okay, anything else on this page, or can we go to 15.4?

representing all of them. Just the same as it doesn't matter how many individual members from various At-Large structures are there. If you have a particularly active At-Large structure, and you've got five, 10, or 15 members, would only be the first or second tier representative who would be casting any sort of vote. So there are checks and balances here as well.

JUSTINE CHEW:

Okay, so if I can just move on to 15.42, this is the crux of it, right? So when we count quorum, I'm suggesting that, and Maureen raised this about ALSes versus IMs versus UIMs. So I'm suggesting that when we count quorum, the composition, so we're talking about the one third of the eight, right? The composition of the members present must be such that the percentage of UIMs does not exceed that of ALSes, so that there is a balance, right? And I'm specifically mentioning UIMs as opposed to IMs, because IMs could be arguably counterpart of ALSes.

CHERYL LANGDON-ORR:

There's a safety net as well.

JUSTINE CHEW:

Yeah, so this one is a little bit of a very hard safety net. I'm just thinking whether we want to include that or not, or we don't want to include that. But that's just, it's a way of avoiding capture, so to speak.

CHERYL LANGDON-ORR: So I saw a question in chat from Shah, if you'd like to respond to that, Justine, first of all.

JUSTINE CHEW: You mean make representative on behalf of, I actually don't quite understand this question. So Shah, would you like to clarify your question, please?

SHAH RAHMAN: Hi, this is Shah. Yep. I'm just wondering who will be present in the leadership team, on behalf of someone from the individual members, or what you are thinking?

JUSTINE CHEW: We already have very loosely a UIM rep now. It's kind of provided for in the ROP, but it's not concretized really. So we have that position right now, and someone is actually holding that position. Whether the person is performing or not is a different question, but there is someone holding that position. So they are meant to represent the UIM currently in any decision-making process, including voting for elections and stuff like that. Maureen, you've got your hand up.

MAUREEN HILYARD: Yeah, yeah. I think this 4.2 is really, I mean, we're gonna be making sure everyone who comes has got to actually designate whether they're an ALS or an IAM, and doing counts. And like, I mean, process will just override everything that's supposed to really happen at the meeting.

And I just don't think that this is where, when we're gonna be talking about quorum, is to try and keep it as simple as possible. And so like I would just rather sort of like say that if it's an ordinary meeting, it has this number, like the third of all our members in a certain number is a sort of like a guide. Because if we're going to have to do this, and really like capture by other APRALO members, I mean, that doesn't matter.

CHERYL LANGDON-ORR: No, capture by other parts of ICANN that become APRALO members, and particularly [inaudible]

MAUREEN HILYARD: Yeah, well, if they've ever got enough members to actually sort of like be captured by, that would be fun. But at the same time, it's just a little bit—I think that that's just a little bit OTT, sort of to actually go to that.

CHERYL LANGDON-ORR: Fair enough. Just while you were raising that issue, however, I simply changed my name, and it now shows that I am IA and ALS rep. So you know how I'm counted. That's how difficult it is. So if you have five people from PICISOC, one should have PICISOC, ALS rep.

MAUREEN HILYARD: Yeah, if there were five people from one ALS, does that mean only one of them gets a vote, if there was a vote?

CHERYL LANGDON-ORR: Correct. Absolutely.

MAUREEN HILYARD: Oh no. What if there's five really active people, and they're engaged in everything, and they're doing everything that you would want them to?

JUSTINE CHEW: The vote is carried by the rep, the ALS rep and the IM. No one else.

MAUREEN HILYARD: But you're talking in a general meeting. At a general meeting, I would accept that general assembly sort of thing, where one ALS, one vote.

CHERYL LANGDON-ORR: Everyone can contribute to building consensus, but if it comes to a vote, or depending on what you do with quorum, being counted in quorum.

MAUREEN HILYARD: Which we rarely do, mainly by consensus.

CHERYL LANGDON-ORR: Exactly. [inaudible]

MAUREEN HILYARD: [inaudible] Every person's voice counts.

CHERYL LANGDON-ORR: Exactly. And that, this does not absolve any of that at all. In fact, if anything, it should encourage it.

JUSTINE CHEW: Okay. But yeah, I can accept that [inaudible] may be a little bit complicated and too much of a barrier. So I'm just throwing out there for people to think about, but you know, it's not-

MAUREEN HILYARD: [inaudible]

CHERYL LANGDON-ORR: We'll come back to that then. Yesim, can you make sure we circle back to further conversation on that? And Gopal, if you think there are particular excerpts, I'm not going to review a whole code. If you would like to extract the particular and relevant excerpts from the code and put it into either our future meeting or preferably our email.

GOPAL TADEPALLI: I did it in the chat. Cheryl, thank you. Thank you so much. I put it in the chat, India code link. It's very simple and that's okay. I prefer that, limiting myself to India code.

CHERYL LANGDON-ORR: Yeah, what have we got? We've got less than nine minutes left. I'm not going to review any particular country's code out of the 58 different countries we could be looking at just from member base. But if there's

particularly germane bits to these specific pieces, I would certainly want to have those extracted so we could look at them as perhaps some standards. Justine, back to you.

JUSTINE CHEW: Yeah, moving on. So we'll circle back to 15.4.2 and see what other people think. 15.4.3 is what Cheryl brought up and Maureen and I were sort of querying before, which is do proxies count for quorum? Should proxies count for quorum? And at the moment, the proposed text says that it should not. So, but Cheryl has suggested something else.

CHERYL LANGDON-ORR: And I'm saying we're probably at a point in our maturity where we probably should consider that they can count for quorum, at least at special meetings, right? And if that's the case, if you agree with that, then I would also strongly suggest we use a standard form of proxy. At the moment, the proxy is basically whatever the ALAC does, and that's not good enough.

JUSTINE CHEW: Yeah, I don't have a disagreement with adding the standard proxy form. I think proxy should be allowed. The question now is whether proxy should be counted for quorum, and that's it.

CHERYL LANGDON-ORR: Yeah. So thanks for coming back to 15.4 anyway. Let's come back to both of those, Yesim. We'll look at 15.4.2 and 15.4.3 as discussion points

to start off our next call. Let's see if we can spend a couple more minutes to get through the rest of this section, however.

JUSTINE CHEW: Okay, let's scroll, scroll, scroll. I don't think there's a lot left.

CHERYL LANGDON-ORR: There's a lot with nothing happening.

JUSTINE CHEW: Or that's a lot that nobody really commented on. So if we get down to 65, page 65, 22, proxies, that's where we will insert a reference to the standard form that we've been talking about. I think that's where it should go, right? A reference to a kind of form, a standard proxy form, and then the actual template of it would be an adjunct document.

CHERYL LANGDON-ORR: Correct. So it would be part of section 22 on page 65.

JUSTINE CHEW: So we'll just add another paragraph.

CHERYL LANGDON-ORR: So that's an action item on us then, Justine, to put in some straw poll text for the group's consideration at next week's call. And that should be the end of that section, I believe.

JUSTINE CHEW: Yeah, there are other kind of comments about, for example, the email guides. I think Amrita had a comment. And those are the things that we can probably take up, again, as an adjunct document or a separate document because you're talking about email guidelines.

CHERYL LANGDON-ORR: And they can change from time to time. And anything that can change from time to time should be in an adjunct document.

JUSTINE CHEW: Yep. Okay, and then I think that's it, really. Until we get to 27, yeah.

CHERYL LANGDON-ORR: Well, we're not going to be able to deal with 27 in six minutes. But let's have a quick scan through just so everyone is aware of what their homework assignment is. Keep going till you get to part 27. Right, everything red. Now, this is text which is predominantly one that you should have all had at least a first read through and good discussion on because this text was in its original form tabled at the General Assembly. All right, so this is not new, but we do now need to dot the I's cross the T's and agree or otherwise.

JUSTINE CHEW: Okay, so I had a question about the treatment of criteria between an ALS and an individual member. So if you see 27.5, the criteria for

individual member, and we're talking about IM, right? Not specifically just UIM, IM in general, right? The criteria is as per drawn out or extracted from the unaffiliated individual members mobilization working party report, pretty much extracted from there. I don't think I did much tweaking about anyway, right? But you'll see that what I'm trying to get at is the criteria is all listed there, right? My question is, do we need a similar kind of treatment for the ALSes to be extracted from the ALS mobilization working party report if there are such criteria, right? Because you've listed down the criteria for IMs, but is there comparable criteria for ALSes? And if there is, if the answer to my question is yes, then we'd have to look at adding or reviewing more closely 27.1 to 27, or whichever parts, yeah, 27.4.

CHERYL LANGDON-ORR: Okay, let's go to Gopal before we poll that question. Gopal?

GOPAL TADEPALLI: Thank you very much, Cheryl. The question on proxies, I'm just going back a little bit. My apologies for that, is that proxy is fine, but the fellow who is giving the proxy, can he or she attend another meeting which is related? The fellow who is nominating the proxy is fine. Proxy is fine for the quorum, but what happens to the person who is nominating? Can he or she be in another meeting which is related? See, for example, yeah, maybe Cheryl is quite experienced in that. She would be much better in [inaudible].

CHERYL LANGDON-ORR: So Gopal, if what you're asking is, if the business of the meeting for which a proxy is called and is established, if the business of that meeting relates to an individual or an appointment, in other words, some form of nomination process and selection process, does that person who's subject to that nomination or selection need to be present for that business to be conducted? If that is your question, then the answer to that is, no, they do not. They need to accept their nomination, but they don't have to be present in the meeting. I've lost audio. Yep. Okay, well, we've only got a couple of minutes. Gopal, come back to that one. Let's answer Justine's question, because if the answer to that question is yes, then that's homework that we need to do in terms of an action item, okay? So what's your feeling, ladies and gentlemen? Do you think the criteria—and there are some specific criteria established, there's already criteria established, and we refer to that criteria in our existing rules, but the ongoing standards and expectations were reviewed in the Mobilization Working Party. Do you want to have a more embellished treatment of ALSes now, right? Which also then dovetails the language from the ALS Mobilization Working Party. I know I want to be surprised to know what I'm going to say, but let's hear what everybody else, does anyone object to that, first of all? Does anyone want to speak to it in the few seconds we've got left? Well, I certainly think it's worthwhile putting that text together for a matter of completion and to recognize the particular additional work and expectations, if not criteria, that are now what At-Large structures are subject to. And to have that either as an adjunct, which is referred to in the rules of procedure, or if it's not, too weighty—And I think if you can leave that as a value question. Justine, do you want to just sort of make that assessment and see

whether it's lighter weight in the rules of procedure, but a very specific linkage in an adjunct or a little bit more meatiness in, what is it, 27.4?

JUSTINE CHEW:

Yeah, okay, I can go back and take a look. I just want it to be consistent, that's all. So if say we don't really want something to expand 27, what is it, for the ALSes, then maybe we should take the same approach with the IMs and put all the criteria and adjuncts in and everything. And that's the question. Yeah, we'll shorten the ROPs too.

CHERYL LANGDON-ORR:

Yep, and the text we still are needing to look at is the same. It just means it goes into an adjunct. And my preference is always as short as possible rules and the specificity goes in the adjuncts.

All right, let's leave it. We'll come back to that point. That's our starting point for next week's call. Is there yet any reason why—we don't have any competition or clashing with same time next week, do we?

YESIM SAGLAM:

Hopefully, fine, Cheryl. We can do same time next week. So it would be 12th of December, 5:00 UTC for our next call.

CHERYL LANGDON-ORR:

Excellent, okay. And remember, everybody's homework, read 27. And if you're in the document and you note new text coming in on 27.4, please pay attention to that. All right, thank you very much. And we'll

see most of you, if not all of you and a few more next week. Thanks, Justine. We'll be touching base. Thanks, everybody.

[END OF TRANSCRIPTION]