
OLIVIER CRÉPIN-LEBLOND: So let's start the recording and start the call please.

YESIM NAZLAR: Sure, certainly. Let's start the recording. Good morning, good afternoon, and good evening to everyone. Welcome to today's EURALO bylaws taskforce call, taking place on Monday, 18th of April 2016 at 17:00 UTC.

On today's call, we have Olivier Crépin-Leblond, Mikhail Medrish, Oksana Prykhodko, Mathieu Camus.

We have apologies from Christopher Wilkinson and Wolf Ludwig.

Also we have Silvia Vivanco and myself, Yesim Nazlar. Finally I would like to remind everyone to state their names while speaking for the transcript purposes. And over to you Olivier, thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Yesim. It's Olivier Crépin-Leblond speaking. Have we missed anybody in the roll call? Is anybody in the, online without being on the Adobe Connect?

Nobody, okay. So welcome everyone to this first call of this taskforce, that is a EURALO taskforce looking at the EURALO bylaws, and looking at whether the bylaws need to be updated and how. What are the discrepancies, etc. We have on the call Mikhail Medrish, who has been spending a lot of time focusing on these things.

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So we'll be looking at first the process quickly, and then we'll spend most of the time on this call already looking at the suggestions made by Mikhail and I'll ask Mikhail to take us through each one of the points in turn, and then open a discussion afterwards.

I do not think that, I mean, with the number of things that are on this call, the number of points that Mikhail has made, we might not be able to finish the whole list on the call now, but it doesn't matter. This is not just a one shot that we have. If we don't finish on this week, we can continue on another call next week.

In any case, the work that we're doing here will be going in preparation to then providing EURALO as a whole, with a set of recommendations, and then the EURALO would be, from this point onwards, choosing whether it wants to move forward with the suggestions for the bylaw amendments.

So it's not a process that will finish in a month. It's something that might take several months, but it's good that we are staffing it. And so the first thing I wanted to ask is whether the agenda, as it currently is. So looking at the quick process and then looking at the bylaws in turn, is the right way to move forward.

The floor is open for comments as far as the agenda is concerned. Anything else to add to the agenda today?

I don't see anyone putting their hand up, so the agenda is approved as it is on your screen at the moment. Let's turn to agenda item number two, which is looking at the actual process by which this work will take place here. So the first task is to map out the differences between the

bylaws as they are drafted, and how EURALO actually works. But that is what we're working on at the moment. After that, the taskforce will revert back to the EURALO At-Large structures, with the full details of their results, maybe with, I would say, a summary of the results.

I don't expect the EURALO ALSs to dig deeply into this discussion, but then we would need to look at the... It says here, in order to not reinvent the wheel, many of information sources will need to be accessible in the taskforce pages, which is what we now have, building the reference document, etc.

And finally, defining what the EURALO wants to do and check to do so. There is or is not a need that's part of the bylaws should be revised. So we would need to effectively then ask EURALO, depending on what EURALO or what suggestions we make, we need to ask EURALO which way they want to move forward.

And then afterwards, we'll have to come back and consult with our members about such selected or proposed tasks and reason. And finally, members should review these proposals and reasons and decide on the scope for further reviews. Is this clear? I'm just thinking this would probably need to be slightly amended or changed for legibility at the moment.

There are a couple of sentences that I'm having trouble with. But anyway, that's the main task that we have, the process. Are there any questions or comments on the process itself? And I note that Wolf Ludwig has arrived, so welcome Wolf.

And I don't see anyone putting their hand up, so that first part is okay then. Then let's now look at the suggestions made by Mikhail. So on the agenda, you have a link to the EURALO bylaws themselves. These, I believe are the ones which are currently in use. They are articles of incorporation that were built in 2007, and then they were amended in May 2011, but...

And I believe that the only thing that was, I don't even know what was the amendment. I believe that, yes, okay. So the amendment was the possible edition of individual members who EURALO, I believe that was probably one of the amendments, but since we have Wolf on here, maybe he would be able to let us know, or let's first, I see that first, Mikhail has put his hand up. So Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH:

I would like to clarify the situation with the decision on Belgrade, or [inaudible] of decision. I've taken two texts, and the same wording, the same comments, the same [inaudible], no changes, absolutely. So and I read minutes, no voting about this. So I suppose it's a kind of mistake about the adoption in Belgrade. It was not fulfilled.

The Board and the [inaudible] discussed the points, not about association of individual users association, but about other points also. But no decision, no decision. That's why, I suppose we can fix the situation. We have [inaudible] association from the year 2007, because no any changes.

Hello?

OLIVIER CRÉPIN-LEBLOND: Okay, sorry. I was muted. It's Olivier speaking. So I hear what you're saying, regarding that there were no changes at all. And of course, I'm not disputing this fact that you tested out the two versions, I'm just very surprised because why would one be putting change in the 24th of May if there weren't changed on the 24th of May.

That's a bit of an interesting one. I don't know what the Belgrade point was. So Wolf, Mikhail mentioned that he has looked at the Belgrade General Assembly, and there was no discussion about the bylaws. The Belgrade General Assembly took place two days after that, or two or three days after the 24th of May. And I think, I recall that at the time, we did not discuss the bylaws at the General Assembly on purpose because we managed to have the whatever amended bylaws before that ratified, prior to meeting face to face in Belgrade.

The question then comes as to why the current bylaws that we have, the articles and association that we have on the screen now, are no different from the original ones, which were adopted in 2011. And now I note that there is another set here. There is another one that's on the screen. Okay.

So yes, the rotation for this was before the amendments of the bylaws, okay. And so the question then comes as to whether the articles of association which are on the screen now, are the same as the ones which are provided on the Wiki page.

Okay, hello, yes. Who is this?

WOLF LUDWIG: I'm on the call now.

OLIVIER CRÉPIN-LEBLOND: Okay, excellent, thank you Wolf. Welcome. And I realize that you're probably on a train or something, but...

WOLF LUDWIG: No, no, I'm just back from [inaudible] and I just arrived at home, and I'm now on Adobe Connect and I just received my dial out.

OLIVIER CRÉPIN-LEBLOND: Fantastic. So welcome and congratulations on the excellent timing. We have an article [inaudible] for association PDF on the screen at the moment. We have a link to the articles of association which is on the Wiki, and Mikhail tells us that there is no difference between the ones that were adopted in April 2007 and the ones adopted in May 2011.

WOLF LUDWIG: That's not possible because, okay then, it's probably a problem of updates. But it was very clear, our original bylaws from 2006, 2007 did not allow participation of individuals this voting right. So individuals at the beginning could participate, as they wanted, free floating, but they had a General Assembly, etc. no say because they were not organized.

And in the original version, there was no chance for them to have a vote. And then the, in 2008, 2009 realize that individuals were

unsatisfied with the situation, then they decided okay, then we have to modify the bylaws. We have to amend them in way to allow them a voting right.

And that's was the whole business. In 2009, 2010, we discussed this issue for a year. And then we organized a consultation with the members because there are two options about how the individuals could be organized, and then it was option B that was suggested by a majority of the members in the option B, to get them included what it is they can create their own ALS, the individual ALS will not be based in one particular country, but it's a European ALS.

And all individuals from Europe has the right to organize there, and then they can create the bylaws, they can apply for a regular ALS, getting certified, and then they will have as an ALS, one vote like other ALSs. This was outlined at the time, and that's why what the bylaws amendment and the voting was about, and this voting was before the Belgrade General Assembly, and more or less on this basis.

We could continue then to organize the individuals, and I do not see, hear the problem now. We had regular non face to face General Assembly in Belgrade. And the bylaw amendment was passed at the time. So far to the history.

OLIVIER CRÉPIN-LEBLOND

Okay, thanks for this Wolf. It's...

WOLF LUDWIG:

I see the question, in which was I was elected as a [inaudible] in Belgrade, as the, as we did. We had... Let me put it this way. We had, online rotations for the first leadership in 2007, including elections for the Board. In 2007. We had a face to face General Assembly in Paris. But the terms for leadership and Board members there, two years.

We had no elections in Paris. The subsequent year, in March 2009, we had elections at the face to face General Assembly in Mexico City. This was in in line with ATLAS one. All members were invited and we had a face to face meeting, this voting on the spot.

And then after 2009, we did not know when we will have our next face to face General Assembly again. And then it was discussed and it was decided that if we had not a face to face meeting like, for example, in 2011 when the next rotations will be due, we will organize, we will ask for nominations in advance. We do some preliminary voting during the General Assembly from those people who are present, or may remotely participate, but the voting during the General Assembly, we did not have the majority of the members present, was due to be reconfirmed after the General Assembly by the list.

This means that aside was a preliminary once it was posted on the list, and it was said if there were no objections by members against the procedure and the voting results, this voting from the General Assembly, which was not a face to face will be approved. So it was a formalization of the decision taking after this. [CROSSTALK] ...at the time.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Wolf. It's Olivier speaking. I don't want to go into the election in detail because that's actually in the minutes, which I have referenced in the chat. So Oksana can read all of this, and how she was elected, and who voted for and who also was running, it's all listed there.

Let's see, Oksana Prykhodko, you have the floor.

And I'm afraid we can't hear you at the moment. Hello?

OKSANA PRYKHODKO: Thank you Olivier. [Inaudible] Olivier, [inaudible] for participate in EURALO activities. I'm [inaudible] thank you for all of this [inaudible], but now, [inaudible] a lot of [inaudible] problem. I find [inaudible], which are not [inaudible]. And it's a huge problem for me just now. [Inaudible] participation in EURALO, or very ask [inaudible] can ask you because [inaudible] to bring it in accordance with bylaw, and any traditional document. [Inaudible]

OLIVIER CRÉPIN-LEBLOND: Thanks very much Oksana. It's Olivier speaking. I think this is what we're working on at the moment. You're asking a question about how you were elected in Belgrade, and that's in the minutes. That in the minutes [CROSSTALK]...

OKSANA PRYKHODKO: Olivier, sorry. Olivier, sorry.

OLIVIER CRÉPIN-LEBLOND: Yes go ahead, go ahead Oksana.

OKSANA PRYKHODKO: Do you hear me?

OLIVIER CRÉPIN-LEBLOND: Yes, we hear you.

OKSANA PRYKHODKO: It's not about my election. It's about my participation in international organization, [inaudible] international organization because now in Russian language, we have this [inaudible]. It's either an international organization, or it's not an international organization. How can we participate in it? [Inaudible]

OLIVIER CRÉPIN-LEBLOND: Okay, I think we're going with digressing right now. We're looking at the EURALO bylaws and articles of association. That's the first thing. Second thing, you're mentioning international organization. We are not an international organization. ICANN is an organization that's in the state of California. And that's a fact. We can't change that.

And the EURALO itself is an unincorporated association, as far as I understand. It doesn't have any legal standing per se, if it was to start business. But Wolf might be able to let us know on this. How EURALO is organized and so on is not something that I'm totally aware of, but we

are not an international organization. International organizations have a range of things that they need to pursue. They need to be registered with the United Nations, etc. And so that makes it a little bit, a totally different story.

And in fact, even Mikhail, when we were looking at the recent work of the work on the flyer that we had said, well, we're not an international organization, so we have to change that. Which is correct, we are changing that. Let me turn to Mikhail, and then let's start going through the points that Mikhail has made in the articles of association.

I'm still concerned that we seem to have bylaws from 2011 and bylaws from 2007 that seem to have no difference between them, and I would like to try and find out why there is no difference between them, and make sure that as an action item, we have the bylaws from 2007 and the bylaws from 2011 that are the correct bylaws, and that actually have a difference between them, otherwise we're in an absolute mess here.

Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH:

Thank you. Absolutely agree with you. It is necessary to qualify what does it mean [inaudible]. So let me finish with text, because the same text, we have this text, okay. I would like to say some words about the next point on our agenda, about the result of my investigation, if it is possible. Okay?

YESIM NAZLAR: Mikhail, how would you [inaudible] Yesim speaking. I can hardly hear you, the line is very bad. Would you like me to arrange a dial out for you? I don't know if the rest of the participants can hear him?
[CROSSTALK]

OLIVIER CRÉPIN-LEBLOND I can hear Mikhail very well. The only thing, he speaks maybe a little bit loud in the microphone. So Mikhail, if you move a little bit further away from [inaudible] better.

MIKHAIL MEDRISH: I will try.

OLIVIER CRÉPIN-LEBLOND: No, a little bit further away, you know? Take the mic further out from your mouth, not closer.

MIKHAIL MEDRISH: So I'm going forward, yes?

OLIVIER CRÉPIN-LEBLOND: You're too loud.

MIKHAIL MEDRISH: Too loud, okay. [Inaudible]. Is it better?

OLIVIER CRÉPIN-LEBLOND: That's a lot better now, I think, yes. But Yesim, if you could speak a little bit, find out from Yesim.

MIKHAIL MEDRISH: Is it better? Yes? Better.

YESIM NAZLAR: It's fine. Thank you very much Mikhail.

OLIVIER CRÉPIN-LEBLOND: Fantastic. Okay, back to you Mikhail.

MIKHAIL MEDRISH: Okay. First of all, I would like to say about conclusion. My conclusion is, today's text, today's what we have, articles of association, is so far from real life, just science fiction. And from my point of view, it is necessary to fully rewrite this text, because now it is now text like my law of legal entity, we're not legal entity at all. We will not be legal entity, so it is not necessary to have a bylaw, just like a bylaw legal entity.

So, about the conclusion details. First of all, I would like to say about hear individual association. It is not mentioned. I read scripts and minutes, and it's true that five years ago, the EURALO discussed, is it necessary to mention this individual association in bylaw and decided not to do it.

I absolutely disagree with this decision, because you see, this is the only way, time is going on, the association appeared. And it was established

by [inaudible]. Circumstances change. Necessary to return to this question, because the only way to inform all interested parties, what does it mean individual association inside EURALO, that it is a home for individuals, only way is to mention it in bylaw.

Nothing else. It is necessary to think about, to really think, and I suppose it is necessary to do. The second point concerning governing bodies of EURALO. I suppose it's absolutely clear that...

OLIVIER CRÉPIN-LEBLOND: Mikhail?

MIKHAIL MEDRISH: Yes?

OLIVIER CRÉPIN-LEBLOND: Mikhail, it's Olivier. Sorry for jumping in. Should we do each one in turn? Do each thing in turn, so then we don't need... Otherwise if we start opening all of the different points, then we're not going to be able to move forward, because some people will speak about one point, some people about another point, etc.

So the first point that you've made here is that the EURALO individual association does not appear anywhere on the EURALO bylaws, and you would like that to be, it is important that this is mentioned in the EURALO bylaws.

Now I don't know why this wasn't mentioned in the EURALO bylaws, but I note that Wolf Ludwig has put his hand up. So let's hear from Wolf on this. It's a very valid concern that you're making, by the way. So let's see. Wolf Ludwig.

WOLF LUDWIG:

It's actually a very clear point. In the old version, there was a sentence what did exclude the full participation of individual members, as I said before. And this is a bylaws amendment, we had to change this, by saying, okay, from now on, individual members can fully participate, including having a voting right once they are organized. And that's exactly the point.

In bylaws, you prescribe a principle, but you do not outline the details in what way. And it makes no sense to include [inaudible] that just individual associations, as long as you do not include other members. So, in the bylaws, it said members are usually At-Large structures. In general. But you do not name and you do not list them.

And therefore, afterwards, there was no need when we created a RALO individual association to specify it in the bylaws. This is not according to the logic. In bylaws, you define principles, and you do not list member organizations. It makes no sense at all, because you may have de-certifications afterwards, and then you always need to change bylaws.

Therefore it makes no sense at all to exclusively mention individual associations while the majority of At-Large structures are not mentioned in the bylaws. That's the simple logic behind it.

MIKHAIL MEDRISH: I fully disagree with this Wolf, by the way.

WOLF LUDWIG: Yeah, okay. You can fully disagree. Mikhail, it's your right to disagree with my point of view, but I think you also may have a problem because you have an approach, what is more or less corresponding with practicalities or rules in this matter in your country. And we are Western European based, and the origins from EURALO, there as I mentioned repeatedly, the first, before we created the EURALO bylaws in 2006, the first draft, there was a long discussion, according to what bylaws then that we would create them. And then there was a majority of Germans in this group, and the Germans were suggesting, at the time, to draft bylaws according to German bylaw standards.

I was against this approach from the very beginning, because I knew that German bylaw standards are the most complicated in European countries. But there was a majority of the time, and they drafted it according to German bylaw standards, and that's the reason why it became very complex and [inaudible]. I would have done it, at the time already, according to Swiss standards, because Swiss standards are much more liberal, but okay.

Finally after a long process and long insights, what took more than a year, they were finally adopted. And now you say you want to rewrite the whole bylaws, Mikhail you can do it. You are free to do whatever you want, but I promise you, you will never find two-thirds majority among our members to follow you.

OLIVIER CRÉPIN-LEBLOND: It's Olivier here. I think we're jumping a little bit ahead at the moment. What I would like to do is to first look at the actual changes, the amendments, and discuss those. I note that Wolf is saying, is giving us the reasons on [inaudible], and I also note that Oksana has got her hand up, so I also wanted to give Oksana the floor so that she could also not wait. She's kind enough to put her hand up.

So Oksana you have the floor, and then we'll go back to you Mikhail. And I was going to suggest something. So let's first have Oksana.

OKSANA PRYKHODKO: Hello?

OLIVIER CRÉPIN-LEBLOND: Yes, go ahead, we can hear you.

OKSANA PRYKHODKO: I would [inaudible]. I am going to, not bylaws of the EURALO, maybe [inaudible] democratic environment. Unfortunately [inaudible] democratic environment. Olivier, [inaudible] your intervention. I understand that you are [engaged?] in the IANA transition process, and it's a really important one. But what does that mean for us? I have to know, I have to report to my members, I have to let them know, what my membership in EURALO does [inaudible] does, how to say?

Not [inaudible], but [inaudible]. How [inaudible]... What [inaudible]...

OLIVIER CRÉPIN-LEBLOND: Oksana, it's Olivier speaking. And I'm really sorry, but you're asking a question which is completely outside what we're discussing at the moment. At the moment we're discussing part D-4, with membership of EURALO, organizations domiciled in Europe supporting the purpose of the association which qualifies as an ALS. We can discuss the, what your ALS gets from being involved in EURALO in another call, if you want to, but I would like to try and focus on this, otherwise we're going to spend the time discussing things which have nothing to do with the purpose of the call.

Sorry to be blunt Oksana, but...

OKSANA PRYKHODKO: ...why I have to participate in the EURALO?

OLIVIER CRÉPIN-LEBLOND: This is not the discussion on the call.

OKSANA PRYKHODKO: ...EURALO.

OLIVIER CRÉPIN-LEBLOND: Oksana, this is not the location for discussing why your At-Large structure should participate in EURALO. We are wasting everybody else's time on the call. If you want [CROSSTALK]...

OKSANA PRYKHODKO: ...of EURALO. Okay, sorry.

OLIVIER CRÉPIN-LEBLOND: Okay. Let's just go down the queue. Let's have Mikhail Medrish then please. Mikhail, you have the floor.

MIKHAIL MEDRISH: Thank you. Wolf, I would like to mention that time is going on, time is going on. Individual association, your individual association has a bylaw where it is written, financial resources is going from EURALO. It is impossible not to have something from us to [inaudible] in the individual association.

So it is necessary to revise this solution. I fully disagree. And from the other side, it is not necessary to take into account the legislation rules, because they're not legal entity. It may be better to look at the operation principles of other RALOs, and to understand better the whole environment. As Sébastien Bachollet did five years ago, where the bylaw was discussed five years ago, also the text.

So I'm going forward, governing bodies. Governing bodies described in today's articles of association are different, not correspond with real life. We have the Chair of EURALO, our articles of association doesn't know what does it mean. We have secretary, also the role which is not mentioned in articles of association.

On the other hand, articles of association knows treasurer. Articles of associations knows the Chair of the Board and Vice-Chair of the Board, Deputy Chair. So we are absolutely in different universes. So it is necessary to revise, the bylaw necessary to revise. Not the real life. Real life is harder. It's much better than paper.

So this is the second point. I'm going to next point concerning procedures...

OLIVIER CRÉPIN-LEBLOND: Mikhail, it's Olivier. Let me jump into this because you're listing a lot of things now. We're effectively redoing exactly what we do a month ago, I believe, where you're going through the whole list. I thought we were going one by one on these points, and come up with a proposal for EURALO, and that was it. But Wolf, you have the floor.

WOLF LUDWIG: Yeah. I would like to respond on this point, governing bodies, EURALO [inaudible] etc. As you have read the bylaws, [inaudible] and carefully, you surely have realized that this original bylaws, the Board of EURALO had very important points. I think you can agree with me on this point, maybe.

MIKHAIL MEDRISH: Yes.

WOLF LUDWIG:

Okay. And then when we started EURALO, what was in spring 2007, after signing the MOU in March 2007 with ICANN, then by this act EURALO was created or was approved as official RALO by ICANN. Then we had our first elections at the time, and we elected a Board in May 2007.

We also elected the leadership, what was a co-president at the time, which is also not properly simulated in the bylaw. It was a compromise, decided by the majority of our members. We didn't have a General Assembly after the creation, but we had exchanges on the mailing list, and it was a comprise on the mailing list to say okay, those candidates who got most of the votes in the May 2007 election should become the co-chairs of EURALO and start organizing, start now making EURALO functioning.

We had the Board at the time, unfortunately the Board, over many years, never really worked. It was a group of people who were mostly [inaudible] for operation of EURALO, we could never count on them. Therefore it was suggested, it was even prescribed in the bylaws in reality as the EURALO Board, over many years, never really worked.

So what would have been, in your opinion, the consequence? I could have said in 2007, bloody hell. We elected a Board and the Board doesn't care. Okay, let's stop now. [Inaudible] okay, it's something on the paper, but it's not working in reality always say or refer to, so let's stop here.

So I tried my best to push things further, and I organized year by year, and these are the important elements of bylaws. By the way,

independent from various countries, prescription. The most important element on association is control by its members. And controlled by its members is to organize a General Assembly year by year, either face to face or remotely, but then if you do it remotely, you have to approve any decision which is taken in a not face to face General Assembly.

You have two groups, and afterwards by a majority of the members via the list. That's what we did for the first years. And we had face to face General Assemblies, the first one in June 2008 in Paris, the next one we had in March 2009 in Mexico City. Then all members there together and all members, at the time, always approved. Let's continue the most pragmatic way.

And that's what we did over the years and it worked.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Wolf. It's Olivier speaking. I'm a bit concerned now, we're running forward, but it's good to have some of the background of what you've said here. I still am at the first point that Mikhail has mentioned, and that was the Euro individuals association established in 2012, and still not institutionalized in the EURALO bylaw.

As an observer, I can see that looking at the current EURALO bylaws, when it mentions membership it says, members of the association shall consist of the following. And it mentions here 4.1.1, organizations domiciled in Europe, supporting the purposes of the association which qualify as an ALS.

The question that we have to ask our membership is whether they want to instill the EURALO individual user's association as being named there, because it is a special At-Large structure that we have there, it's not just a standard At-Large structure. So whether this should... Is it an unassociated...?

WOLF LUDWIG: Olivier, it was a deal before the amendments...

OLIVIER CRÉPIN-LEBLOND: But it would need to be a standard At-Large structure then?

WOLF LUDWIG: Yes. They have to become. The only difference is that they are not based on a particular European country. Like all other ALSs, they are always based in a particular country. And the only difference is that the home ALS for the individuals, because as individuals evidence in various European countries.

This was only exception or difference. We said, okay, this must not be based in a particular country, this can be European wide, but otherwise, it has to become an association like any other ordinary At-Large structure. And that's the way that bylaws that lasted according to this logic, and afterwards, after they have approved the bylaws, they applied in a regular procedure like any other ALS.

They send an application through At-Large that it was, battle who did it at the time, and there was a due diligence procedure, and afterwards

they were certified by ALAC, like any other ordinary ALS. And therefore, there is no reason why we should treat the EURALO individual's association in another way, in a privileged way, or in a special way like we normally do with our, with the majority of our ALSs. That's the point.

OLIVIER CRÉPIN-LEBLOND: So Wolf, it's Olivier speaking. And I would like to, you know, be absolutely clear on this. Is there a reason why the EURALO individual's user association is just a standard ALS?

WOLF LUDWIG: Because it was decided, this was a condition for the bylaws amendment in 2011. The majority of our... As I said before, in the original version of the bylaws, there was no prescription for this how to deal with individual members. Okay, that it allows to participate whenever they wanted, but original assembly, they could speak, they could raise their voice, but they had no voting rights.

So there were people, individuals who said, we feel disadvantaged, or discriminated compared to other ALS reps. We are sometimes more active than certain ALSs of EURALO. And then it comes to the point for decision, at the General Assembly, we cannot even vote.

And then, that became a sensitivity that this is unfair. And then we say, okay, let's discuss about modalities. How we can improve your standing, but then we have to amend the bylaws in one way or other. And then there are reservations again from the existing members,

saying okay, we are ready to discuss modalities to better include them, but we do not want to give them any sort of special rights. And then we found a compromise for this scenario or option B, by saying, okay then the individuals have to organize themselves, among themselves, they have to create their own association, with a bylaw.

And then once they have organized themselves and have created that association, then they have to go through the regular certification procedure at At-Large and ALAC, like any other ordinary member has to do. Those were no other exceptions made for them. And following this logic, how this has been made and how this was decided in the years 2010 and 11, there is no reason why retrospectively, given the individual users, individual users ALS another status or another standard, like any other ordinary ALS.

OLIVIER CRÉPIN-LEBLOND: Okay thanks Wolf. It's Olivier speaking. In the interest of time, I want to ask you then the second question, which is that in the EURALO individual association, it says that financial resources are not needed for this ALS, because it can count on EURALO, on the capacities of EURALO for its secretariat. Now if the Euro Individual Association is saying this, then it means that, doesn't it mean there needs to be a corresponding point in the EURALO rules of procedure that this EURALO individual association exists?

WOLF LUDWIG: To avoid misrepresentations on this understanding. This does, of course, does not mean any financial means, because EURALO itself does

not have any budget. For anything we want to do, we have to submit a financial request at the beginning of the year. And if we want to organize a face to face General Assembly, etc. we have to come back to ALAC and we have to fill in a budget request, and once the budget request is approved, At-Large will get some money for organizing a face to face General Assembly.

When a budget request for EURALO is not approved, we can forget about it. We never, ever had, since we exist, an own budget, or any financial means we could spend or dedicate by ourselves. And this is known knowledge. There are no financial means at EURALO, and therefore whatever it says in the bylaws of the individuals, there result was meant to sent, okay, they can count on support by EURALO, but what is by the leadership, and they can count on a certain support by At-Large staff.

That's all what this sentence is meaning.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Wolf. Neither of these are mentioned in the bylaws. Neither of these are mentioned in the bylaws. In the bylaws of EURALO. In the bylaws of EURALO. The European Internet Association is just a standard ALS like any other ALS. Staff are not there to help it out. The Secretariat is not there to help it out. Strictly speaking, there is nothing that differentiates the EURALO individual user's association from an Internet Society chapter, let's say.

Am I correct in this?

WOLF LUDWIG: Practically, there is no difference, no.

OLIVIER CRÉPIN-LEBLOND: This is, okay thanks. So this is what I wanted to hone in on. So what we basically need to decide on, and to propose to EURALO, is if there should be one sentence that differentiates the EURALO individual user's association from the other ALSs. That's the only question we have to ask ourselves for this specific thing. The rest of it [CROSSTALK] which ever they want.

You might think there is no need for it, but Mikhail thinks there is a need for it. So we need to then [CROSSTALK]...

WOLF LUDWIG: Olivier, coming back to this hard decision we had during 2010 and 11. This was months long process to come to an agreement under what modalities, we may allow individual members voting rights. And therefore, it was said the only thing we have to change, we have to modify in the bylaw, is to say yes, under one option, and this is option B what I described, when they want to become ordinary At-Large structures, then they would have a voting right.

The only thing, you're right in the bylaws, set from now on individual members have a voting right like any others, but you do not specify how this is done in detail.

OLIVIER CRÉPIN-LEBLOND: Well I didn't say I was going to talk about the voting rights. I said the question was that whether Euro individual's association had a special position or not. The reason why I'm saying this is that, while times have change since 2011, and the point that I wanted to make was that since that time, there has been an At-Large review, there is a request from the ALAC to support individual users than other ways through At-Large structures as well.

There is a new At-Large review that is starting up now. If EURALO does not look at this seriously, things would be imposed on EURALO, and it might well be that the EURALO individual user's association got thrown out and something else replaces it. That's the price we might have to pay, and this is why I'm insisting we basically look at something that is simple to propose to our members in saying, we either keep it as it is, as we have it at the moment, or we add one more line which will say what the EURALO Internet user's association is use, to the ALSs.

If the EURALO members decide to vote against adding this... Sorry? It's a minor point, it's a yes or no. If the EURALO members say no, we don't want that additional line, then that additional line will not go in. That will be it.

WOLF LUDWIG: Olivier, as we know, there are so far two RALOs who have some sort of regulation on how to deal with individual members. One is NARALO, and NARALO has followed a different approach than EURALO. But we discussed this NARALO at the time as they are included in their discussions and with support from At-Large support, who said okay,

there may be another option. The way we did it, by the creation of an ordinary ALS was only way to do it, acceptable for a majority of our members.

Otherwise we would have never gotten two-thirds, or more than two-thirds of our members in 2011 to modify, to amend our bylaws. It was option decided at the time, and the point was not to make a difference.

OLIVIER CRÉPIN-LEBLOND: Okay. Let me go then to Mikhail, and then to Jean-Jacques Subrenat. And welcome Jean-Jacques. So first Mikhail Medrish.

MIKHAIL MEDRISH: I would like to say, Wolf, I've read everything, all scripts and all minutes concerning the discussion. How to give individual members voting rights, rights to take part in the process, and it was decided not to go to the direction of not American RALO, but to make some special organization, some individual association, and to ask all individuals to go to this association as a home for all individuals.

I [inaudible] but okay, you ALS, special ALS for individuals. What you are saying now, it's an ordinary ALS without any exemptions. So it's okay. We decided to, you would like just to finish with individual members, and to say to them, forget about your understanding that it is possible to take part in the process, forget about it. And [inaudible].

I suppose it's impossible now. Impossible, really impossible because it is announced on some page on ICANN that all individual users have a possibility to take part in the process via this mechanism. There is a

special mechanism. If it is not so, if it is not special mechanism, okay. We ought to forget about it. I agree with Olivier, yes and no. Absolutely. My assumption yes, because it was decided that it is a special mechanism.

If no, okay. Let me forget about it, and say our colleagues from your individual association, [inaudible] and 14 people there. Forget about this, you're an ordinary ALS and that's all. Okay, it is possible. But I suppose it is impossible now.

OLIVIER CRÉPIN-LEBLOND: Let me just stop you here Mikhail. So thanks for this. Now we have Jean-Jacques Subrenat who is the Chair of the EURALO Individual Association, who is with us. So that would be helpful to have his point of view on this. Jean-Jacques, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you. This is Jean-Jacques speaking. I'm sorry a couple of minutes late, but I believe I arrived in this discussion just in time to avoid, is it the collective suicide of the association [inaudible]? And I should have been warned about this a bit more than I am, that's my fault. But is there a purpose to shut down the association? Or is it something about the status which is not clear and therefore simply requires more clarity?

Olivier, could you give me some guidance on that? Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Jean-Jacques. It's Olivier Crépin-Leblond speaking. So the first thing actually, Jean-Jacques you're unfortunately an hour late, so we're just about to close off on the discussion that we have, we're already eight minutes beyond the end of this call. But the discussion was to do, because we're looking through the bylaws, the discussion was to do with the membership of EURALO.

Mikhail Medrish, who has reviewed this, is basically saying that when you look at the bylaws of EURALO, it says the members of the association shall consist of the following, and it only shows one class of members, which is the At-Large structures. Basically organizations domiciled in Europe, supporting the purposes of the association which qualify as an ALS.

His belief is that there needs to be another line which basically points to the EURALO individual association, as a special case. Wolf Ludwig, who is, who was there when the bylaws were written and so on, is saying that at the time when the discussion towards the creation of the EURALO individual association was concerned, there was opposition to that having a special status as an ALS.

So as a result, you only have... There was no amendment made to that line as to what the membership is. The only thing that was amended, that was taken out, was a clause which was basically preventing individuals from taking part in the EURALO processes, but that's outside the scope of the current discussion.

The question now comes to whether there should be a special line. Does the EURALO individual user's association have a special position in

EURALO or not? That's the discussion that we're having. We're not looking at the collective suicide or anything like that. Back to you Jean-Jacques. And we will have to end this call in about the next five minutes, because I'm a little concerned about the time here. Jean-Jacques Subrenat.

JEAN-JACQUES SUBRENAT: Thank you Olivier, this is Jean-Jacques. I wish to apologize to all those present, because on the notice sent out by the Secretariat, it said UTC 18:00 or Central European Time, 20:00. That's why I joined at 20:00. But I could have perhaps check otherwise, my fault.

So I understand that you have summarized, Olivier, the situation very well. Thank you so much. So, my question is now, can we, and with whom, shall our association get in touch in order to draft that additional line, which would be added to, I believe, is it the EURALO bylaws? And can you direct me to the person who will do that [inaudible]?

OLIVIER CRÉPIN-LEBLOND: So Jean-Jacques, it's Olivier speaking. And jumping into this. So we're not even at the position of actually writing an additional line or not. What I suggest is that the additional line gets drafted, and then we provide the decision to our EURALO members on whether they want that in or want that out. It's the simple case of saying a yes or no answer.

No actually full discussion or whatever around it, because we're wasting time otherwise. And I'm well aware from having seen Wolf lose, oh a

list a few handful of hair, when he was running the discussions a few years ago, that we're not going to go into circular arguments and things like that.

And that's why, maybe the best way forward, is to propose that one liner, that would go into the memberships of the association, and that will be what this working group proposes later on when it has all of the different amendments it wishes to make. And you know, a vote is just a one-time occurrence and that's it.

And I totally realize, by the way, that adding one line, it does put the EURALO individual association on a special position. By not having it, then it keeps EURALO individual association on a non-special position, although there is something special about it in that it doesn't need to be geographically restricted to one country.

So there is also something that we need to fix here.

JEAN-JACQUES SUBRENAT: Olivier, when you said one country, do you really mean a country or a region?

OLIVIER CRÉPIN-LEBLOND: I mean one country, I said one country twice now, I mean one country. Because the thing with the EURALO Internet as... Because otherwise it's... In Latin America, for example, there are LACRALO region, there are many instances of the same organization in different countries. So what you could do is to have a EURALO individual user's association in

every country in Europe, and that's definitely not what we want. So there is one for all of Europe, that's it.

JEAN-JACQUES SUBRENAT: Olivier, if you allow me. It may take a couple of minutes, but I think this is important [inaudible]. As Chair of this individual user's association, I wish to point out that when the association was formed, and especially it was officially announced at the last General Assembly of EURALO in Dublin, Roberto [inaudible] and I as the incoming president or chairman, talked about it.

And after that, there were quite a few emails sent around. So my question is, wouldn't it have been perhaps more courteous and certainly more efficient, if those who had a problem with us, had pointed it out at that time rather than now?

OLIVIER CRÉPIN-LEBLOND: So Jean-Jacques, it's Olivier speaking. I'm not sure, what do you mean by the problem? What problem? The problem of having that special bylaw in the bylaws? Or special status for EURALO individual association?

JEAN-JACQUES SUBRENAT: Well, I see your point, that the result of it is perhaps a special status, but my point was more fundamental. It is the very existence of this association, which if it had any reason to be criticized, it should have been done at the General Assembly in Dublin, or shortly there after.

So it takes a change in the bylaws, we'll follow it of course, and I would like to contribute to that.

OLIVIER CRÉPIN-LEBLOND: Thank you for this Jean-Jacques. It's Olivier speaking. And I realize we are 15 minutes past the official end of this call. The discussion predates all of this. We're talking about the 2014, sorry 2011 amendments when the provision for an individual user's association was brought forward. So I think we need to continue this discussion on a future call next week.

The discussion, yeah, there was a previous debate and so on about this, way before Dublin. And we're not coming into this, by the way, because we're looking at what happened in Dublin. We're working into this as being revision of all of the EURALO bylaws, and that's the first point that Mikhail Medrish has pointed out to.

So what I would suggest is, we take this discussion again to our next call next week. And the way that we can only do this, I guess, is to take each one of the points that Mikhail has made, have a discussion them, try and then be a little bit more short in our interventions, and I'll try me, as well, myself to be a bit shorter with my interventions.

And look at what can be proposed as a yes or no answer. This is the working group that does the work into looking at what should be done or what can be done, and the EURALO will be the people that will decide. We are not going to bring this discussion openly to the EURALO, and for EURALO to start going around in circles, and you know, basically use our time not in a productive way.

So the question here is if we start cutting things into bite sized chunks, we will be able to move forward slowly, one step at a time, and in some cases it might be a no, and in some cases it might be a yes. But let's, you know, do it basically step by step, and that's the first one. Jean-Jacques you have your hand up, and then I'm going to have to close this call. I'm sorry to everyone, but it's taking a bit more time than I thought. Jean-Jacques Subrenat.

JEAN-JACQUES SUBRENAT: Thank you Olivier. This is Jean-Jacques. I just wrote it in the chat. Olivier, in that case I would request in fact, request strongly that I or Roberto be a member of this working group. I was not aware that it was operational, and of course, I think it would be only fair that one of us would be part of it.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks very much for this Jean-Jacques, it's Olivier speaking. Let's have an action item. Do you want to be on this? We can certainly add you to the mailing list, or we can have both of you on the mailing list if you want? [CROSSTALK]

JEAN-JACQUES SUBRENAT: ...I am the president, and Roberto because he is the Secretariat of the association, and historically, he is the most involved in all of this.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this. Wolf Ludwig, you have the floor.

WOLF LUDWIG: Well I'm just typing it in. It was just to mention first, at the moment, we are discussing a lot about history, and if you do not understand the historical context, you can easily draw the wrong conclusion. Therefore I think, for the next call, if you come back to the individual association issue again, then I think it would be extremely helpful to have Roberto at the call, because basically, after the decision, the amendment was made in 2011, it took very long time until the individuals organized themselves, etc. and without the support of Roberto, who was the driving force behind, the whole thing would never have happened.

So he is the one who can add, besides me, explain context and help to understand certain details, and I think it would be useful for the debate. [CROSSTALK] of course is also welcome.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Wolf, it's Olivier speaking...

JEAN-JACQUES SUBRENAT: ...association.

OLIVIER CRÉPIN-LEBLOND: Right. So we've got, Jean-Jacques has been added to the mailing list as well. And I think what we can do, if you all are okay with this, we can then go on each point that Mikhail will have made. And at that point we will be able to know... If I can find my place here. Okay. So the first point was, what he mentioned here, was the Euro individual's

association. Next week, we will be discussing this specifically. If we make progress, then we will move into the governing bodies, EURALO officers and their functions do not correspond to their real life.

Mikhail, if I could ask you, in the meantime, to share on the mailing list what type of sentence you would suggest for adding to the EURALO bylaw, regarding the Euro Individual's Association, then both Jean-Jacques and Roberto, and everyone else of course, can see that on our mailing list, and then we can think of a sentence that can be proposed.

The whole point being, we don't want to bring this whole big discussion in EURALO as a whole, otherwise, as Wolf said, it might take months, it might even take years, and it will certainly waste your time and it will waste my time. And I don't think we have enough time to waste on this. But if we have a simple yes or no and added or not added, I think that our members will be more likely at that point to understand the difference between the two.

And if the majority of ALSs are saying no, we don't want to afford a special case to the EURALO individual association, then so be it. If on the other hand, they decide as a majority that they want to, then so be it too. All I want is for us to go outside of this deadlock and go way one way or another. And that's it. Mikhail, I'll give you the floor, that's your closing words, and then we will have to close this call. Mikhail Medrish.

MIKHAIL MEDRISH:

Thank you. I suppose it's necessary to discuss very carefully, okay, it's a great idea. But I would like to say about Euro individual association, my understanding is, it is necessary to mention that if an ALS reaches for

individual members, for individuals from Europe, from all Europe. To mention this in a bylaw, in an operating principle, no matter what is the name of the document.

Might be without a certain name, Euro individual association. Maybe it is necessary to discuss, but to mention, at least that for individual members, exist special ALS, because it was a great discussion during three years, or four years. I've read all scripts, it was a great discussion. And it is necessary to stop, full stop, here and to announce for all Europe individuals that they have a possibility to take part in discussions, in making something in ICANN, At-Large structure.

So that's all. I think, I think, [inaudible]. So thank you so much.

OLIVIER CRÉPIN-LEBLOND:

Thanks for this Mikhail, thanks for these closing words. And now Jean-Jacques, you see what discussion we had today, and I hope that Roberto will be able to listen to the call, or at least listen to the end part. I think we started to make progress and we're starting to understand how we can start moving, and next week, so let's have a Doodle again for next week.

We will start directly into this point about EURALO individual user's association. We will draft a sentence, and then if we finish that, we can move into the next part which is the different officers. And with this, I would like to thank you all and to adjourn the call.

So thanks and goodbye.

[END OF TRANSCRIPTION]