
TERRI AGNEW:

We'll go ahead and begin at this time.

Good morning, good afternoon, and good evening. Welcome to the EURALO bylaws taskforce call, taking place on Thursday, the 26th of May, 2016 at 16:30 UTC.

On the call today we have Mikhail Medrish, Oksana Prykhodko, Roberto Gaetano, Olivier Crépin-Leblond, and Wolf Ludwig.

We have listed apologies from Matthieu Camus and Bastiaan Goslings.

From staff we have Silvia Vivanco and myself, Terri Agnew.

I would like to remind all participants to please state your name before speaking for transcription purposes. Thank you very much and back over to you Olivier.

OLIVIER CRÉPIN-LEBLOND:

Thank you very much Terri. It's Olivier Crépin-Leblond speaking. Have we missed anybody in the role call by any chance?

ROBERTO GAETANO:

Just one comment. Jean-Jacques sends apologies, but he is unable to make this call.

OLIVIER CRÉPIN-LEBLOND:

Thank you very much for this Roberto. We have added Jean-Jacques to the list of apologies. Thanks. So today we are going to continue our

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work on the EURALO bylaws, and let's start with the call for action items. The first one was for the chair, after consulting Board members, will [inaudible] the tasks to each of them for a period of six months.

So that's not an action item, per se. That's the chair of the EURALO Board will attribute specific tasks. So that's one of the consequences of our call. But the next action item is an action item. The secretariat function to be discussed this week. And the third action item is for Mikhail Medrish to draft suggestions and bylaws for section 9.3, the Board responsibilities.

And we will have, we're going to look today at the list of Board responsibilities. So, I don't think there are any comments on this. It's just our work plan for today, and in agenda item three, we are starting first with the secretariat function. Which, as we have agreed, will not be called secretariat any more, it will be the vice chair position, but the vice chair will include secretariat functions.

So on article 12 in our bylaws, and there is a link to the bylaws in the agenda. You can go straight to article 12. It says, a secretariat composed of professional individuals, may be appointed or engaged on a paid or unpaid basis by the Board, in order to handle the administrative requirements of the association. 12.2 says the secretariat may be permanently or temporarily authorized by the Board to deal with all questions concerning the administration of the association, with the exception of those questions reserved by other bodies of the association, unless by the bodies shall, from time to time, delegate such functions as they so desire, subject to statutory acceptability and best practice to the secretariat.

And 12.3 says, as far as possible, the secretariat staff should be representative of the region. So, if we are going to have a vice-chair that will assume the secretarial duties, then I would suggest that this, these three paragraphs will need to be changed accordingly. And what we can say, in 12.1, I guess, is that the secretariat will be, the secretariat's responsibilities will be assumed by the vice-chair of the EURALO, as a first set.

And then to list perhaps what the secretariat does in the next clause. But let's turn to the queue, and we have Mikhail Medrish. So Mikhail, you have the floor.

MIKHAIL MEDRISH:

Thank you Olivier. It's Mikhail Medrish for the record. I absolutely agree with you, and I would like to say that my suggestions, that I sent, excuse me, were late. I covered all statutory bodies bills, responsibilities, duties. And [draft?] also in vice-chair, because I started work and understood that it's impossible to take a part of system and to change, slightly or not slightly.

It is necessary to look at the whole system of our governing bodies, governing bodies of our association. And to look at this as a system. So I prepared the text and send it, but unfortunately, I suppose, this text was not read by all of you colleagues, and I wrote there that the vice-chair of the association is, his responsibilities, one of the points, organization of the role of the secretariat.

And the adoption of monthly reports on the activities of the Board and association members, delegated by association to ICANN body. And all

other things as far as possible to put about secretariat. Possible to put into rules of procedural, because it's not a matter of bylaws. It's a matter of procedures.

So I suppose this part can be scratched, not necessary to have such parts in the bylaws. It is necessary to have some words about vice chair of the one of the officers, one of the body of, bodies of association. Thank you.

OLIVIER CRÉPIN-LEBLOND:

Thank you very much Mikhail. It's Olivier Crépin-Leblond speaking. And if I could ask staff in the meantime, to prepare to show the document which Mikhail has shared with us in the EURALO bylaws mailing list, that would be very helpful because I think that in order to be constructive, we can probably jump, we will probably be able to jump straight to that.

But you have suggested that we scratch from the bylaws all of section 12, which says the secretariat and with the three bylaws underneath that. And I'd like to open the floor on any response on this.

So Wolf Ludwig says, agree Mikhail. So there is an agreement from Wolf. We have other members here, perhaps Roberto or Oksana? I think Oksana mentioned in the chat that she has problems with sounds, but she is... Are you okay with this?

So removing section 12. [CROSSTALK] and Roberto?

ROBERTO GAETANO: This is Roberto speaking. Unfortunately, I don't have section 12 in front of me. Can you just briefly remind me what the section 12 says?

OLIVIER CRÉPIN-LEBLOND: Yes, thanks Roberto. It's Olivier speaking. It's in the chat, but I note that you are not in the Adobe Connect. So section 12 says that the, where am I? It's right in front of me. It's the section all about the secretariat. 12.1 says, a secretariat composed of professional individuals, may be appointed or engaged on a paid or unpaid basis by the Board in order to handle the administrative requirements of the association. 12.2 says, the secretariat may be permanently or temporarily authorized by the Board, etc. etc. And 12.3...

ROBERTO GAETANO: Thank you Olivier. Thank you, now I remember the section. Yeah, I agree with him, we can scrap it.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much for this Roberto. So let's decide then that we will be... So in the action items, yeah, I see the action items on the right hand box, so it says here, the VC will take over the secretariat functions, and we can remove all of section 12 from the bylaws, from the current bylaws.

Of course, we are not all of us on the call. There are some people who have submitted apologies. So what we will do after this call is to submit this change to the mailing list, and if within 24 hours we don't have any objection from anyone, then that will proceed forward in our proposal.

And so we can immediately then move to the next agenda item, which is to look at Mikhail's text, that's agenda item 2B, responsibilities of Board members. Well, actually two, functions and responsibilities of the Board. So we've got functions of the Board and responsibilities of Board members. And I would like to make sure we don't mix the two, obviously. The Board has specific functions that we might wish to define, and then individual Board members will have responsibilities within the Board.

So if you are all okay with this... Mikhail, you have put your hand up. Is that a new hand or is that a hand from before?

MIKHAIL MEDRISH: To give some ideas about the text, to be clear. To give you a chance to understand clearly, what does it mean. So...

OLIVIER CRÉPIN-LEBLOND: Okay, so you have the floor. We now have on the screen, we now have the draft, the statutory bodies of the EURALO draft, which you have submitted. And the floor is yours to take us through this document please.

MIKHAIL MEDRISH: Thank you so much Olivier. It's Mikhail Medrish. First of all, I would like to say that this text is only a form with ideas. I would like not to discuss the text itself, because the text itself is not good. But I would like to discuss some ideas, which are there, and I would like to say about these ideas, but the text is a form, only a form. Like bylaws.

So this text can be changed, the text of part F of today's bylaw. And the better part of this text is taken from today's bylaw. So it's not very new. What is it about? First of all, we are to describe four statutory bodies, four bodies of association. The General Assembly, the Board, to collect this type [inaudible], and two bodies in person, chair and the vice-chair.

The General Assembly is [inaudible] body, and without limitation are responsible for the following matters. Point four, please look at this point four in this page, the first page. What is the matters? Review the work of Board, the chair, and vice-chair of the association.

[Inaudible] with respect to rules of procedure, approve the actions of Board, chair, and vice-chair, if it is that... The election and the [inaudible] Board, of chair, and the vice-chair is a function of the General Assembly, as usual, as it is not, but without chair and vice-chair. Election of members representing Europe region in ALAC, and all other ICANN structures and groups, and they have the power to amend this association, and to approve and demand rules of procedure.

So very simple and very clear. I suppose it looks like today, but without funding. Questions concerning funding, and all other staff that we decided to stretch, to take of bylaw. Then the second one is the Board. It's also, the text is also partly taken from today's bylaw. And the Board is responsible for the following matters: preparation and convening of the General Assembly, [inaudible] of the draft agenda, [inaudible] agenda [inaudible] decides to delegate...

Okay, compilation of draft agenda. Decision on the use of any kind of the association's resources in financial nature. Is [inaudible] adoption of

a list of [inaudible] for CROPP, etc. And so the consideration of proposals for accreditation of new ALSs, and their accreditation of ALSs to [inaudible] decision making, in accordance with the procedures approved bylaw, ALAC [inaudible].

Adoption of any report of Chair of the Board, and adoption of opinions for General Assembly. Participation in the policy development process at ICANN. Approval of comments and proposals for the adoption of change in ICANN's policies from other ICANN stakeholder's group, like GNSO, ccNSO, etc.

So these are the responsible, the responsibilities, the duties of the Board itself, as a collective body. And drives to convince a General Assembly to initiate an early election of the chair or vice-chair. It is necessary to have such mechanisms, because the chair or vice-chair can decide to leave the EURALO.

So it's a necessary to have mechanisms to elect immediately a new person, and to develop a draft agenda for General Assembly. These are main, as I can imagine, can be main duties of Board, and chair and vice-chair, the bodies and person, in person. The chair is responsible for the organization of activities and planning of the work of the association, and the Board association itself.

And the Board, organization of any General Assembly, making a report, and to be a chair person on the General Assembly. Representation of association at the ICANN's institutions, as it is today. The development of the rules of procedure, they have no [inaudible] today the rules of procedure. I suppose it is necessary to have right person ahead of this

process. And organization's adoption for proposals for [inaudible] of representatives of the association of [inaudible] and other ICANN bodies.

And the vice-chair is responsible for the development of plans of the Board for a period of time, the year plans. Control of the execution of rules of procedures in the year plans, and the organization of the work of the secretariat, as we begin to discuss. So, these are my suggestions for the bodies and their duties, and two comments in addition.

First of all, I suppose that it is necessary in such case to have the Board from six persons, including chair and vice-chair. And their actions can be made in two phases, General Assembly elects the Board, and after that, elects two persons, two bodies and chair, Board bodies and person, among them chair and vice-chair.

And then I'm not speaking about the terms. It is written somewhere, two three-year terms, but I suppose it's necessary to discuss this because the Board members are about two years, and the chair person, the chair of the Board, will be decided to be secretary, without no limitations, but today if we decide the chair and vice-chair, not secretary, will be part of Board, it is necessary to think about the limitations of a term.

At least to think about and to understand, okay, we agree of, we would like to think about limitations. I'm not speaking about this because it's face to face, but I would like to mention this now. That's all. Thank you so much.

OLIVIER CRÉPIN-LEBLOND: Thank you very much for this Mikhail. It's Olivier speaking. And thanks for taking us through this whole document. It's a bit new for most of us, I know some have read it. I am discovering it at this very moment. I open the floor for comment. I had a few comments myself. Certainly from what you have said, it looks as though you have taken most of the texts, which is in the current bylaws, and then drafted the text that we have on the screen based on the text that we have in the current bylaws, certainly when it comes to the responsibilities of the chair and so on.

The two points that I had to make, or that struck me was, the first one where you mentioned the size of the Board to be six people. And I thought that we had agreed last, during the last call, that we would have a Board of three people. In other words, the chair, the vice-chair, sorry, five people, sorry. In other words, the chair, the vice-chair, and three people.

So that was my first point. Perhaps we could discuss this. Why are you suggesting six now?

And you are muted, Mikhail, at the moment. You might wish to unmute.

MIKHAIL MEDRISH: Excuse me. I think... Can you hear me?

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

MIKHAIL MEDRISH: Okay, thank you. In reality, today, we have seven persons. Five members of the Board, and you and Wolf, chair and secretary. It's possible to have five including two officers, but I suppose that better to have one person more. It's my, you say, it's my opinion. Nothing more. I would like you to think about it, colleagues. And that's all.

I'm not insisting, but I suppose that it will be more convenient to have six one. With the voice of a chair, the privilege voice, I don't know exactly how to say better. You understand it, yes? If in case of voting, the voice of a chair is higher. That's all, thank you.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Mikhail. It's Olivier speaking. Wolf mentioned in that chat, that yes, currently the [inaudible] members, did not have any voting rights on the Board. So we do have five voting Board members and two non-voting Board members. The concern I had when you mentioned the number six is that if you have an even number of Board members, you would indeed end up, or you might indeed end up with three voting yes and three voting no, and then it puts all of the pressure on the chair to be making a decision in one direction or another.

Whilst if you have an odd number of Board members, that is either five or seven, at that point, you wouldn't have a split on the Board. It will always go in one direction or another, except of course, if a Board member did not vote, or if a Board member abstains. So that's the concern that I have. I'm not ready to die in a ditch, by the way, for the number of people on the Board.

I think, as long as there is not too many signs, that yeah. So Mikhail, back to you.

MIKHAIL MEDRISH: Excuse me, one comment. You're absolutely right. It is not the case that each time, each and every time, all Board members will take place in the voting. You see, odd or even numbers, it's not a case, I suppose. No matter, no matter, someone can abstain. So the decision will be made by the chair, you're absolutely right. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Mikhail. Are there any other comments or questions regarding first the size of the Board? I know we did discuss this quite a lot during our last call. I don't want to spend another 10 minutes on this. But I just felt, is there any opposition to having six instead of having five? Roberto.

ROBERTO GAETANO: This is Roberto. Yes, thank you. I don't know... Actually, to have an even number, I don't think it's a real problem, because we can always have, if we have an odd number, one person that abstains, and so we have an even number of persons working anyway. But I think that it's just a general adopted rule in most of the Boards, that we have an odd number.

So I think it's an odd thing to have an even number, if you understand what I mean. So I would rather go for five or seven. And I think that the difference between five and seven, is basically this one. If we assume

that the Board is going to have to do some substantial work, and so we have people that are maybe responsible for certain different things, certain different tasks in EURALO, then it's better to have a large Board.

If on the other hand, and this is the suggestion that I would encourage, if the Board is just a coordinating body, that coordinates the work of the, of a RALO, then it's better to have a smaller Board that needs five people including the chair and vice chair, and but delegating then to other people, other members of EURALO, certain specific functions. Because otherwise, the risk is that we might have only people on the Board working, and everybody else just relying on the decision of the Board.

I'm sorry if I'm saying things that were also, that have already been addressed in the previous meeting, but unfortunately I have not attended. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Roberto. It's Olivier speaking. So, in our last meeting, we had decided that each one of the Board members will be given some work to do. They will have functions to do, because we had a concern, several people expressed a concern that people want to be on the Board, and then they don't do anything, and they just use the Board for their CV, or you know, because it looks good to be on the Board.

But there is some frustration that was expressed that if you are going to be on the Board, you are there to make a commitment and actually do more work than community members who are not on the Board. And therefore, the chair would be allocating tasks to each one of the Board

members. Knowing this, would you then favor a board of five or a board of seven?

ROBERTO GAETANO:

This is Roberto speaking. Thanks Olivier. I'm completely in agreement with you on the fact that people on the Board should not be just getting points on their CVs, but they should be involved in actual work. My opinion is also that that should not exclude participation, and having specific tasks on volunteers in a RALO, that maybe even not representatives of their own At-Large structure for doing some actual work.

So yes, let's put the Board at work, but don't assume that they will be doing all of the job. This said, I think that I will go for seven.

OLIVIER CRÉPIN-LEBLOND:

Okay, thanks for this Roberto. It's Olivier speaking. Anybody else has a view on this please?

I don't see anyone putting their hand up. It's a little hard for me to, you know, to say okay, let's change this now, because we did have a long discussion last week, and there was an agreement on five, and now we might have six. Mikhail, I agree, it looks strange to have six people, because the normal practice is to have an odd number on these.

And but if we have enough tasks, and I see Wolf says, how about saying up to seven? Depending on whether we always find the candidates needed. And that's obviously another point. If the Board is going to have to do work, are we going to find enough people to fill this seat?

That's the other side of the coin. Mikhail, you have your hand up, you have the floor.

MIKHAIL MEDRISH:

It's Mikhail Medrish. First of all, I would like to say that six is not what I insist of. So seven, okay, five. Not more than five I suppose, not more than seven. I would like to stress one point. You mentioned last week discussion, about the point that all members of the Board must have some obligations. It's absolutely clear for me, I agree, but the mechanism.

I would like to stress my understanding of the mechanism. So being... The Board itself is a collective body. So it is not possible to write down, to write somewhere about the duties of each member, I mean in bylaw, nothing about it. In plans, and knowing rules of procedure, because these are two stable documents, year plans, some points, and who is responsible for the Board member. So all Board members can have the duties through plans, and that's all.

I see this situation in such colors. Thank you.

OLIVIER CRÉPIN-LEBLOND:

Okay, thanks for this Mikhail. It's Olivier speaking. And I think that there was agreement last week because we did say that there would be annual plans, or that plans would be made, and therefore it's at that point that people would be allocated tasks.

Wolf has a suggestion, so saying up to seven. In other words, we could say, the Board would have a minimum size of five and a maximum size

of seven. Is this something which is agreeable to everyone here? That effectively covers five, six, and seven, depending on requirements and on the number of people we have stepping forward.

ROBERTO GAETANO: Olivier? This is Roberto.

OLIVIER CRÉPIN-LEBLOND: Roberto, go ahead Roberto.

ROBERTO GAETANO: Yeah. Just to make my clear, I think that this is the best formulation. I was thinking of seven in terms of the many tasks that might pop up, but I can live with five. And I think that if we keep it flexible and then which needs to also to demand a discussion at the General Assembly that has to approve our recommendation, then five or seven is fine for me.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks very much for this Roberto. It's Olivier speaking. Mikhail, five to seven members?

Mikhail, you have the floor [CROSSTALK]....

MIKHAIL MEDRISH: Yeah, yeah, thank you. It's Mikhail Medrish. It's okay for me. After seven, it's great, it's great. This is the right way, I suppose. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much Mikhail for this. I see a green tick from Wolf, and next is Oksana Prykhodko.

OKSANA PRYKHODKO: Thank you Olivier. Do you hear me?

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

OKSANA PRYKHODKO: It's Oksana Prykhodko for the record. I would like to clarify one position. If [inaudible] the General Assembly, we will decide about [inaudible] before voting, before elections [inaudible] or after, because it can be dangerous position.

OLIVIER CRÉPIN-LEBLOND: That's a good question you're asking, Oksana. It's Olivier speaking. It's a good question you're asking. When do we choose how many Board members to have? Mikhail Medrish.

Mikhail? You have the floor.

MIKHAIL MEDRISH: Excuse me. My microphone was switched off. I have already thought about this question, and asked myself how to do this, just five minutes ago. I suppose that, first of all, it must be a procedure, rules of process where the procedure voting must be written. But the scheme can be

such, the candidates exist and the General Assembly decided how many, based on the number of candidates and based on the real situation, what will be the number of the Board members for the new two year period of time.

And this decision will be included in the rules of procedure, and the result will appear after the voting. So the General Assembly each time decided how many members will be for the next period, two years period. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Mikhail. It's Olivier speaking. That makes sense.

ROBERTO GAETANO: So this is Roberto, may I?

OLIVIER CRÉPIN-LEBLOND: Go ahead Roberto, you have the floor.

ROBERTO GAETANO: Of course, Oksana is right. The number has to be decided before the election. That might also impact the number of candidates that will be candidate, that you will be proposing the candidate for the election. Why don't we do something like this? Which is, I would say, a friendly amendment of Wolf's proposal. We say that the number is five, and we go with five, and we can say that that can be raised up to seven, with a motivated motion of the General Assembly.

In other words, we have to increase, from five to seven, because of the expected higher amount of work, and if the General Assembly agrees that the amount of work justifies for the next period that we increase the number, over five, but in any case, not over seven, then this is going to be the case for the election.

However, this is linked to another comment that I would like to do on some explanation actually that I wanted to ask about the General Assembly. But let's close this part first, and then when we move to the role of the General Assembly, I'll make the other comments. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Roberto. It's Olivier speaking. I'm very happy with your suggestion of saying the Board will consist of five, but the General Assembly will be able to raise it to seven. You've used a very good term in explaining it, and unfortunately I've not written it down, so we'll probably have to read the transcript for your exact text, or if somebody else has caught this, or if you are able to send that text to the mailing list, that would be helpful.

I don't see...

ROBERTO GAETANO: This is Roberto speaking. I just said that it has to be, there must be a reason. There has to be a motivated motion of the... There must be a motion by the General Assembly that says because of the increased work of such and such, for this reason we increase the number.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks. That's noted. I don't see anyone saying no. I saw a green tick from Oksana a little earlier. And what you mentioned here does not contradict the suggestion that Wolf had made, and I note that Mikhail had said that was fine with him as well earlier. So let's proceed with this.

Now, Roberto you had a question to ask. I had some other points to make on Mikhail's presentation. I'll give you the floor first, and let's deal with your question please. Roberto Gaetano.

ROBERTO GAETANO: Yes, this is Roberto speaking. I think that there is a little bit of confusion, at least in my mind, about the General Assembly. Because in some of the description, it looks like the General Assembly is considered like a sort of a permanent body, quote/unquote. And on the other hand, it's hinted that the General Assembly exists only when it meets for the annual general meeting, or for an exception, and I don't remember what the word was used.

An extraordinary, point 19, extraordinary General Assembly. So I think that we have to be clear on the concept, because that might, those might be two completely different things. Do we want a General Assembly that only convenes when the Board calls the meeting of the General Assembly? Or do we want to have a sort of virtually permanent, a General Assembly that is just the set of all of the voting members of EURALO that can be called for a vote at any point in time by the Board on certain specific matters?

Which might, for instance, include the increase of the number of Board members, and that can happen because of an increase in the work load that can happen not necessarily when, at exact deadline for the terms of the general, of the Board members. I understand that it might appear a little bit confusing, what I'm saying.

But the question is, is there any possibility to call a General Assembly at any moment in time, like an extraordinary General Assembly as per point number 19 in Mikhail's text? Which means that the General Assembly is a Board that is existing all through the life of EURALO, but just doesn't physically convene. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Roberto. Going through the queue, we'll start with Wolf Ludwig.

WOLF LUDWIG: Thanks Olivier. It's a very important point, and the way it is formulated in point 19, the option of extraordinary General Assemblies, needs to be convened when a certain portion of the members are requesting it, for mostly extraordinary circumstances or reasons. So we need a prescription like that. It's here on point 19, whereas I would warn about what was, what is written under 13.

If a General Assembly is not [inaudible] the chair association has an obligation to convene an additional General Assembly. We must be clear about extraordinary or additional General Assembly. As a matter of fact, whenever we have a non-face to face General Assembly, we

always have the problem to get enough people who can come and participate when it's not funded by ICANN. And like next time in Helsinki, we will have a situation that very may end up in Helsinki without having members to be quorum.

Quorum is important for decision making. And as we did in the past, when we did not have enough members physically present at the General Assembly, any vote taking at the non-quorum General Assembly, was a provisional decision. So it has to be submitted to all of the members afterwards again to be confirmed. But I would try to warn you, if we are very quick with convening of, being forced to convene additional General Assemblies, whoever organized a General Assembly of EURALO in the past, knows how much work it means for staff, and how much work it means for the leadership, to organize such a General Assembly.

And we have to take this into consideration, and to be very open to whenever additional General Assembly, is always combined with a tremendous, a lot of work. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you Wolf. Next is Mikhail Medrish.

MIKHAIL MEDRISH: Thank you. It's Mikhail Medrish. First of all, Wolf, many thanks to you. Great questions. I would like to stress one point. Just everything that is written in the part of my paper, just the General Assembly, is a text from today's bylaw, today's articles of association. So, those questions

are absolutely clear, and I would like to stress another time that these are questions to today's bylaw. So, we are to decide, we are to have an answer, and we are to do it during the work of our group.

But I suppose that the better part of such questions, are the questions not for the wording of the bylaw. Articles of association of, no matter what is the name of the document, but to the rules of procedure, which does not exist for today. Procedures must be there. The operational procedures. The main points in the bylaw, but the details must be in rules of procedure. This is the first point I would like to say about.

The second point, Roberto, I understand your question. I understand your ideas. But I would like to say that all organizations, thus all I know, a lot of organizations where the meeting, the general meeting, the meeting of shareholders, the meeting of members is a body, general meeting is one of the body, the main body, the supreme body. This body might, the urgent tasks are responsible for elections of all other bodies, and if it's responsible for elections of other bodies, and is responsible for understanding about the quality of the job making from those bodies.

So, once a year, it's a rule. It is possible to collect voting, to collect voices, just each month. It will be extraordinary meetings, extraordinary assemblies, but it cannot be... It can be by electronic mail. The decision is the urgent point. The decision made, the voting fulfilled, the decision made, so the General Assembly, the general meeting, made a decision. And the protocol exists, that the supreme body made the decision.

So this is a permanent body, a dominant, but not every day is working. That's all. So, and it's a normal situation. I know it many years, because I dealt with bylaws a lot of times. So, and the third point, many, many point in text itself must be changed. I would like to discuss ideas, because a lot of details there are not necessary, I suppose, today to discuss all these details, colleagues.

I think it is, from my point of view, it is necessary to discuss the duties of General Assembly, and all other bodies. Thank you so much.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Mikhail. It's Olivier speaking. And what I would suggest is that in our next call, we will have to take the paper, which we now have in our hands, you know, the one that you supplied, and we will have to go through it line by line, starting from the first line, and make notes as we go along to make amendments line by line.

That will probably be the best way to move forward. We're having a very good discussion here, and obviously it's very new for us to read through this paper. Oksana Prykhodko, you're next.

OKSANA PRYKHODKO: Thank you Olivier. It's Oksana Prykhodko for the record. I would like to support Mikhail's proposition, not to [inaudible]...

...General Assembly. And of course, to use more widely, electronic voting, because if General Assembly [inaudible] will not have [inaudible], then this situation can be voted by the main, the [email

conventions?]. And even in this way, EURALO Board cannot collect necessary voices...

OLIVIER CRÉPIN-LEBLOND: You're breaking up Oksana. Yes. I think we might have lost Oksana.

Okay, let's, in the meantime, let's have Roberto Gaetano on. Roberto, now that you've heard...

ROBERTO GAETANO: Yeah, no it's fine. I think I have some, I understand what... What Oksana has, what Mikhail, sorry, has said, and I think that I will, I agree, but the main point is how much we are going to use the so-called extraordinary General Assembly. So, how much are we inclined to use online voting of the membership in the same, how Oksana proposes. And that was really my question.

I understand, I know that in bodies, the General Assembly convenes once per year, and makes all the important decisions and so on. But I was thinking also in terms of being the internet body, and I'm thinking about, I don't know, the IETF, the way their way of deciding, I was thinking that to involve with online voting, our association could be a good idea.

And make the General Assembly something that is a little bit more lively. But anyway, I think that I will put my comments in writing before the next meeting.

OLIVIER CRÉPIN-LEBLOND: Thanks Roberto. It's Olivier speaking. Next is Wolf Ludwig.

WOLF LUDWIG: Okay, thanks a lot Olivier. It's Wolf Ludwig for the record. I would like, as Mikhail said before, yes he took most, what he was rewritten from the original version of the bylaws. And the problem with the original version of the bylaws was it was completely theoretical. It was drafted before the organization existed, and the bylaws is set for official thinking, what I was not applicable in all its complicated details afterwards.

Therefore, we should speak, in my opinion, to some basic principles. Any association, as a standup requirement, needs to have one General Assembly a year. Whether this General Assembly is a face to face meeting, or it's a virtual meeting, those options should be possible. That is what we have learned over the past years, that around half of our General Assembly, which were supported funded by ICANN, could be face to face meetings, but we had several meetings in 2010, 11, and 12, which were not face to face.

So we must have two options. We must be flexible already. Whenever one option is needed. And then we need, as a further important prescriptions, that there must be an option of extraordinary General Assembly, as described in point 19, this is also almost obligatory, but about any additional General Assembly, you should be very careful because as we, you know, from the past years, when we were operating EURALO, it's always combined with a lot of preparation.

And practical issues should be taken into consideration when reviewing and now re-writing the bylaws. So it should not always be based on theory and initial thinking, it should also take very practical issues into consideration. Thanks a lot.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Wolf. It's Olivier speaking. And we only have two minutes left on this call. And so I would suggest that we stop the discussion here, were we are. You mentioned that there needs to be one General Assembly per year, maybe we can agree to call that an annual General Assembly, an AGN, which is quite a usual, a good thing.

I'm just being told that we could have five more minutes to discuss things. I wanted to touch on one more thing. We could call that General Assembly the Annual General Assembly. The question then comes as to whether point 13 needs to be looked at in more detail, because if the Annual General Assembly is not [inaudible], then there is a new Annual General Assembly need to be convened? That's a big question mark.

That's what is currently on the bylaws, I understand. And so we will have to see how that one works. On the other hand, we can also allow for remote voting, remote participation. And also, and I haven't seen this anywhere here, the proxy voting, where no member can hold more than two proxies. That's another way to bring the quorum up, because obviously, then you can have different members passing their proxy to one person or another that will be either present in person, or that will be present remotely using e-voting.

These are just opening ideas that I'm mentioning. These are used in other places in ICANN, certainly on the Generic Name Supporting Organization, the GNSO Council. There is proxy voting. And I understand that in some other, actually, no. I might be saying wrong, something wrong with the other RALOs. But I know that proxy voting is in use for some parts of ICANN.

Mikhail Medrish.

MIKHAIL MEDRISH: ...correct, no General Assembly took place. So the next General Assembly will be the same General Assembly. The next attempt, you see? So from my point of view, it is so. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Mikhail. And I've been told by Silvia that proxy voting exists in other RALOs. In LACRALO, for example, that exists, but it might not be a great example, or it might not be the way to go. But it's an option that is there for us. I note that Wolf, you mentioned it's not practicable, what is not practicable?

WOLF LUDWIG: Wolf Ludwig again. If you read paragraph 13 in detail, so the scenario would be our next Helsinki General Assembly will not be quorum, because we will not have not have even half of our members, who can be physically present in Helsinki, without being funded. So the consequence would be as it won't be a foreseeable, not [inaudible] forward. We have to convene an additional General Assembly, what

makes no sense at all. And then not less than two weeks, and not more than four weeks later, with the same agenda. This is practically not doable, just after Helsinki after the end of June, within two to four weeks to organize in the middle of June, what is a holiday moment.

So if you have such prescriptions, which you cannot implement, and which make not a lot of sense, therefore let's stick with what I have suggested before, and a General Assembly can be either conducted as a face to face meeting, once it's funded, otherwise it has to be a virtual meeting. And whenever we have this virtual meeting, we may face some problems, that we won't be [inaudible] without being forced to convene an additional General Assembly.

That's the point. That's what I said, this is not practicable. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Wolf. It's Olivier speaking. And so let's close the point on this today. I had one more question to ask to Mikhail. Oh, I see more hands up. We have to be quick, we only have two minutes left. Mikhail and then Oksana.

ROBERTO GAETANO: Roberto would also like to...

OLIVIER CRÉPIN-LEBLOND: Sorry. It was Roberto, I thought it was Mikhail that wanted the floor. So Roberto and then Oksana.

ROBERTO GAETANO: Very quickly, I think that we have to make the distinction between the Annual General Assembly, that once it's fixed it's that one and cannot be moved to a different date, have a certain instance, because there is a lot of preparation that goes to that, and it's normally done in conjunction with a face to face meeting of some sort like ICANN.

So, that and the other, the exceptional General Assemblies, where we need to have a quorum. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you for this Roberto. That's also a good distinction, yes. Oksana next.

OKSANA PRYKHODKO: Thank you Olivier. Oksana Prykhodko. I fully agree with Roberto. We have to [inaudible] two different approaches, to extraordinary assembly and annual assembly. For example, if some representatives of ALSs do not participate in General Assembly, which is not funded by ICANN, maybe they have not to be funded for the next General Assembly, which will have some, some financial support for it.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks Oksana. That's helpful. We're going to have to think about this for the whole week, and come back with some solutions during our next call. I understand the differentiation between Annual General Assembly, and a General Assembly, and an extraordinary General

Assembly. We're going to have to define what we've got, the definition for quorums. We have to decide on whether these General Assemblies, the extraordinary General Assembly and the Annual General Assembly, need to be face to face, or whether we can accept people as participating remotely, and also whether we can accept if there are votes, votes that will come in later, electronic voting that will come in after the General Assembly has taken place, to complete any quorum.

So let's take some, let's all please think about this. I can't, I mean, I don't have the time now to assign homework to everyone, but first homework I think for all of us to read these notes please, and make comments on the mailing list before our next call, so then we have our work cut out on the next call.

I have one question that I'm going to leave here for the week. for in response to Mikhail. Mikhail mentioned that the General Assembly selects a Board, and then the Board elects its chair and its vice-chair. My understanding at the moment is that it doesn't work like this.

MIKHAIL MEDRISH:

No, no, no. Maybe my wording was not very clear. The General Assembly elects the Board, and then elects General Assembly, elects chair and vice-chair from the Board members. The second phase of voting.

OLIVIER CRÉPIN-LEBLOND:

Okay, that makes more sense, okay. Thanks for this. So that's good. Thank you for this Mikhail. I was concerned about this because that

introduces... I mean, I'm sure we would face huge pushback from our At-Large structures, if the Board was given the choice to select its own chair and vice-chair. But if now the General Assembly has the ability to select the Board, and then knowing the Board members, the General Assembly can then also select the chair and the vice-chair, that's fine too.

Okay. This is helpful. I know some people have to leave right now. So, thanks to all of you for being on this call. It has been a good move forward. Next week, we will look back again at the same text that Mikhail has shared with us. But please, please comment on the mailing list ahead of next week, based on the points that we have had today, and so then we don't need to re-discuss what we discussed today, and we would have hopefully moved a little bit further forward.

I like the way this is going. So, let's keep the work going. Thanks very much to all of you. Thanks especially to Mikhail to have drafted that new document, proposal. And I invite you to next week again, and we'll have a Doodle probably to find out when is the best time. And with this, I'd like to thank you all, and the call is now adjourned.

[END OF TRANSCRIPTION]