
TERRI AGNEW: Good morning, good afternoon, and good evening. Welcome to the EURALO Bylaws Taskforce call, on Wednesday, the 1st of June, 2016, at 14:00 UTC. On the call today, we have Wolf Ludwig, Olivier Crepin-Leblond, Erich Schweighofer, and Stefano Trumpy. We have listed apologies from Roberto Gaetano. 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 CREPIN-LEBLOND: Thank you very much, Terri. Have we missed anybody in the roll call? No one so far.

Okay, well, welcome to yet another call of the EURALO Bylaws discussions. We are rewriting some of the Bylaws to update them. And the first thing we're going to do is to look at the action items, and then we will be focusing specifically on a specific section of work, the review of the Statutory Bodies of EURALO. Mikhail Medrish has supplied a draft of the amendments of the Statutory Bodies. And we had a general discussion of these last week, this week. We're going to go line by line so as to get things done and agree or disagree on keeping the lines there, line by line. We'll also have a discussion on the general assemblies, whether they are annual, extraordinary, or ordinary general assemblies.

Are there any amendments to the agenda at this point in time?

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I note that Sébastien Bachollet has joined us. Welcome, Sébastien. I have heard no one say anything, so the agenda is adopted as it is currently on the screen.

And first we'll look at the action items. And the action items, as they have been recorded so far, are a mix of what we discussed last week and what we agreed on as a group, and also of some action items. So the first thing was that the Vice Chair position will include the Secretariat function, and all of Section 12 of the current Bylaws will be removed. The change will be sent to the mailing list. And in 24 hours no objection, this will be adopted.

I think that this was done. I can't quite recall whether, because it was a week ago and so much has happened since, that I think this was done. We received no objection. Silvia, could you please help me on this?

SILVIA VIVANCO: Hello, Olivier. Actually, I don't believe we completed this action item.

OLIVIER CREPIN-LEBLOND: Ah, so we haven't asked the list. Okay, fine. Then it's okay. We'll do it this week then. We'll send this out to the list.

Wolf Ludwig, you put your hand up.

WOLF LUDWIG: Thanks, Olivier. Well, I think it won't work like it's said here in the action item. "All of Section 12 of the current Bylaw shall be removed, change

to be sent to the mailing list. And in 24 hours, no objection, this will be adopted.” You cannot proceed with Bylaw amendments like this. This is simply not acceptable, because if we have to do the Bylaw changes online and asking the community for approval, you have to give at least a week. That’s what we did, by the way, when we change the Bylaws, or modified the Bylaws, in spring 2011. Our members –

OLIVIER CREPIN-LEBLOND: Wolf? Wolf, if I can just jump in? Sorry to be interrupting you on this. This is in the context of this working group. So we’re talking about this working group adopting this.

WOLF LUDWIG: Ah, okay.

OLIVIER CREPIN-LEBLOND: Of course, the overall Bylaw changes, and so on, are going to go through a much heavier process. But, no, we’re just talking about, because some people haven’t made it to the call. So we usually hope that people have listened to the recording.

WOLF LUDWIG: Okay.

OLIVIER CREPIN-LEBLOND: Or have read the transcripts of the call. And then, you know, we’re basically saying, “Okay, then we all agree about Article 12 in this

working group.” And of course, the next step after this will be to then make a presentation of all of the Bylaw changes once we have finished our work –

WOLF LUDWIG: Okay. Okay.

OLIVIER CREPIN-LEBLOND: – to our community and go through formal adoption. Sorry about this, Wolf. I guess it was recorded [inaudible].

WOLF LUDWIG: Now it’s clear.

OLIVIER CREPIN-LEBLOND: Sorry.

WOLF LUDWIG: Now it’s clear.

OLIVIER CREPIN-LEBLOND: Thank you. So, yeah, on all of the action items here, this is just for this working group. None of this is an approval by EURALO in one way or another. In fact, it might well be that the EURALO members decide to say no to all of these changes. And that’s something we have to be aware of. But hopefully, we will have made good enough changes that they will be adopted.

So the next thing was the number of Board members was discussed again. The proposal was for a minimum of five members, up to seven. The GA will be able to raise the number up to seven members. Such decision has to be made by a motion in the GA because of the increase of the workload in EURALO. So effectively, the default would be five members on the Board. That includes, of course, the Chair and the Vice Chair of EURALO.

And then the third one is the document sent by Mikhail will be reviewed by all and edited line by line, which is what we're going to do today.

The fourth one that the annual General Assembly shall be discussed. Details of quorum, proxies, voting, etc., will have to be decided. And we're doing this today.

A distinction must be made between an ordinary GA, extraordinary GA, and the annual GA. That's what we're discussing today.

And finally, all members should read through these notes and come back prepared to discuss all these issues. We'll find out in a moment.

Wolf Ludwig, you put your hand up. You have the floor.

WOLF LUDWIG:

Okay. Thanks again, Olivier. This formulation, the second-last... No, the third-last, a distinction must be made between an ordinary General Assembly, extraordinary, and the annual GA. This is a misleading formulation again, because the ordinary is the annual General Assembly. So we have one ordinary... According to the Bylaws, we are obliged to hold what we call one ordinary General Assembly per year.

But the last time, slightly modified by saying it's the annual General Assembly. And then besides this, there can be extraordinary general assemblies, which have to be conducted if a certain number – I think we said 10% of the membership – is asking for this. But ordinary general assembly and annual General Assembly are more or less the same.

OLIVIER CREPIN-LEBLOND: Okay, thanks for this, Wolf. So we'll make the amendment. I don't know, who is taking the notes today? Is it Silvia?

SILVIA VIVANCO: Yes, I'm taking notes.

OLIVIER CREPIN-LEBLOND: Ah, thanks, Silvia. So, okay, that's taken. I think you're absolutely right, Wolf. Yes, the ordinary is the AGM, annual General Assembly, AGA, I guess you would call it. And the extraordinary one is any additional one that has to be called for whatever purpose it is. It would have to be called up.

Okay, thanks for this. Are there any other comments on the action items? I don't see any other hands up.

So let's now turn to the document which is linked to the agenda, and which is the EURALO Bylaws Review. No, sorry, Review of Statutory Bodies of EURALO Draft. It's available from the agenda, both in .doc and in .pdf if you haven't got Microsoft Word. And so the suggestion was to

go line by line. So we now start having proper... Effectively, we start drafting, in a way, with a minimum amount of changes.

Now, I understand that the changes which are there has been quite minimal. They've been mostly based on the current Bylaws that we have. Don't worry about the numbering and all of that. We will work this out when we work things out later. It's just to find out – the content is what is important here. We're going to go line by line, and if there are any comments on a line or amendments, then please let us know. I hope that you are all able to see this. Can you all scroll and see the document?

TERRI AGNEW: Olivier, I do have scroll where everyone can scroll themselves at this time.

WOLF LUDWIG: Yeah. Yeah, I can.

OLIVIER CREPIN-LEBLOND: Perfect. Okay, super. As I said, there's also a link. Terri has put a link to the EURALO Bylaws. But, Terri, if you could also put the link to that document, that would be helpful.

TERRI AGNEW: Just give me one moment.

OLIVIER CREPIN-LEBLOND: Okay. So, “The Statutory Bodies: Duties, responsibilities, and other.”

Okay, “The Statutory Bodies of the Association: The General Assembly, the Board, the Chair, the Vice Chair.”

“A. The General Assembly. The General Assembly is the senior body of the Association and may review, without limitation, any of the activities of the other Bodies of the Association.” Are we okay with this, A1? Wolf Ludwig?

WOLF LUDWIG: It’s an old hand.

OLIVIER CREPIN-LEBLOND: Okay, thanks.

WOLF LUDWIG: I’m on the way to read.

OLIVIER CREPIN-LEBLOND: Okay, thanks. So if I don’t hear any response, I’m going to read line by line, basically, because it’s not so long, and we have plenty of time on this call to go through it. If there’s any objections, then please raise your hand, or any comments.

So A1, I haven’t seen anybody put their hand up. We are on A1. The Statutory Bodies of the Association, and A says, “The General Assembly,” and the first sentence is, “The General Assembly is the

senior body of the Association and may review, without limitation, any of the activities of the other Bodies of the Association.”

And then number 2, “The General Assembly is composed of the representatives of the Members with respect of Rules of Procedure of Association.” Maybe we need to change this, “with respect to the Rules of Procedures,” or, “according to the Rules of Procedures of the Association.”

Sébastien is lost. Sébastien, we are on A2 now. Can you see the PDF? Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, sorry, but I got a link name, EURALO Bylaws. That’s not the link I need to go to see? Because this, it’s too small within the frame of the Adobe Connect.

OLIVIER CREPIN-LEBLOND: Ah, you can zoom in. No, the link is Statutory (Governing) Bodies. The link underneath that, that Terri has put there.

SÉBASTIEN BACHOLLET: Yeah, sorry, once again, what is the link between the two? No link between Bylaws and Statutory Bodies?

OLIVIER CREPIN-LEBLOND: It’s a new document, Sébastien. And I’m not sure if you were on the call last week, but we went through a new document.

SÉBASTIEN BACHOLLET: I was not. I am lost. I am late. I am whatever. And maybe I am lost because it's Statutory Body, SB, it's not Statutory Body. I'm sorry, it's Sébastien Bachollet. But go ahead, thank you. Sorry.

OLIVIER CREPIN-LEBLOND: Thanks very much for this, Sébastien. Okay, so let's start again. Yes, we are looking at the Statutory Bodies, Governing Bodies, whatever we call them. It's the part of our Bylaws that Mikhail Medrish has look at and is proposing some amendments. Mikhail, it'd have been easier maybe with a redline copy, but we don't have a redline copy at hand. So we're working on this, and we're doing it line by line.

We are now on A2, which says, "The General Assembly is composed of the representatives of the Members with respect of Rules of Procedure of Association." And I think it was – we need to rewrite this. "The General Assembly is composed of the representatives of the Members with regards to," or, "following the Rules of Procedure of Association," or, "in accordance with the Rules of Procedure of the Association."

WOLF LUDWIG: In accordance.

OLIVIER CREPIN-LEBLOND: In accordance, okay. Thanks, Wolf. So in accordance. And, okay, thanks, I see that. This is going into action items. Thank you, Silvia.

Seeing no hands, we can then move to the next one. “In the General Assembly,” A3, “In the General Assembly, each Member of Association is entitled with one vote. Only Members as at 30 days prior to the opening of a General Assembly shall be authorized to vote. The absent Member can vote by proxy vote due,” or, “following principles mentioned in the Rules of Procedure.”

We might have to clean up the text a little bit, but I think that’s quite clear. Any comments on this? So what we are introducing here is the ability to have a proxy vote. And we also are saying that only members that are members 30 days prior to the start of a General Assembly shall be authorized to vote. Any comments on this? Are we in agreement? Are we okay? Are we not? I see a green tick from Wolf Ludwig and no other comments. So I assume that this is fine with you.

Let’s move on then to number 4. And number 4 has several subparts. 4 says, “The General Assembly is responsible, without limitation, for the following matters.”

Point number 1, “Review the work of the Board, the Chair, and the Vice Chair of the Association.”

Point number 2, “Where required and with respect of Rules and Procedure of the Association, approve the actions of the Board, the Chair, and the Vice Chair of the Association.” Still don’t see any hands up, so I’m continuing.

Third, “Election and dismissal of the Board, the Chair, and the Vice Chair of the Association.”

Four, “Election of members representing European Region at the ALAC and at the other ICANN’s structures and groups. The selected representatives must represent different ALSes, must have their principal residence in different countries of the region, and their nationalities must be different. To the extent of possible, gender balance and regional balance within Europe shall be fostered.”

I think it’s, “to the extent possible.”

WOLF LUDWIG: Right.

OLIVIER CREPIN-LEBLOND: “Gender balance and regional balance within Europe shall be fostered.” And I think that was a big a discussion, wasn’t it, Wolf, recently on this? There was some discussion.

WOLF LUDWIG: Yes, you are right, Olivier. This was, since the beginning, an ongoing concern. And I distributed, for the last General Assembly in Dublin, a list with an overview of the positions. We elected people over the past years which showed, more or less, that, to the extent possible, we tried to consider gender and regional balance. Sometimes it’s not always possible. The last case we had had was voting on Sandra’s succession, where we actually had two candidates. And finally it was Veronica who was selected. And I think main reason why she got the vast majority of votes, 19, was that gender and regional balance considerations. So it should be formulated like this, “to the extent possible,” because there

may be situations where we would be blocked. But so far, it's worked.
Thanks.

OLIVIER CREPIN-LEBLOND: Okay. Thanks for this, Wolf. Next is Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. Yeah, I have trouble with the second sentence. Is it the selection representative for all ALAC and other ICANN structure and groups that must represent different ALS and must have their principal residence, so on and so forth? Or is it for each bodies? Because if it's not the case, that's been that the ... Let's say, for example, today there is one representative in the Board living in France. And then nobody else from France could be in ALAC or could be in other ICANN structure, the way it is written.

OLIVIER CREPIN-LEBLOND: Thank you, Sébastien. Wolf, you have the floor.

WOLF LUDWIG: May I respond? I think this didn't apply for different bodies. Let's say if we had ALAC members from the same country. We have a strange situation at the moment that actually, with Jimmy Schulz and Sandra, we have two representatives from different ALSes but from the same country of origin and same country of residence, Germany. But of course, this does not apply to the NomCom-selected ALAC member, because we have no influence on this. So this marks an exception. We

can only consider this in circumstances where we, the community, or our members have to select.

But this doesn't necessarily apply to a second body of the Association. So if we have a German member in the Board and a German member as an elected representative, I think this should be possible, because they are different bodies. That's the way we applied the rules so far, and I think it makes sense.

OLIVIER CREPIN-LEBLOND: Thank you very much, Wolf. So I would suggest then – and good point, Sébastien, on this. I would suggest then that for the second sentence in Section 4.4, instead of saying, “The selected representatives must represent different ALSes, must have their principal residence in different countries of the region, and their nationalities must be different,” I would suggest that we precede this with, “For each body, the selected representatives must represent different ALSes.”

WOLF LUDWIG: Right.

OLIVIER CREPIN-LEBLOND: And I guess we're all well aware that this means that the... So the RALO would only be able to select people from different countries. But obviously, if someone is selected by the Nominating Committee to sit on the ALAC and we already have someone who is selected by the RALO from that same country, it's fully known that this has, in the past, happened and will happen in the future likely as well. And so we can't

change this. It's really for the selection from this basis. So, "For each body, the selected representatives must represent different ALSes," etc.

I see Mikhail Medrish has put his hand up. Mikhail, you have the floor.

MIKHAIL MEDRISH: [inaudible] as much countries, as much ALSes, as many as possible. The more, the better. Not about some certain group, some certain mechanism, but all groups of ALAC. So as many countries as possible; the more, the better. So this is my opinion. Thank you. Not only in one committee, but I thought about all picture, the whole picture.

OLIVIER CREPIN-LEBLOND: Mikhail, we missed the beginning of your explanation. I think you were muted. So could you please restart the beginning of your explanation, so as to make it clear for everyone?

MIKHAIL MEDRISH: I will try. Okay. I thought that the more representatives of ALSes and countries in ALAC, the more, the better. So I thought about all committees, all groups, and members from different countries, different ALSes, not only the Nominating Committee or ALAC itself. I think the more countries, the more ALSes are active, it's better. It's better for EURALO, for At-Large.

OLIVIER CREPIN-LEBLOND: Okay. Thanks for this, Mikhail. Next we have Sébastien, Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you. This is exactly the point. And we have two way of sorting that out. But how we talk about each bodies, we can't say, "must." Must is strong. Because at the end of the day, we have candidates from the same country, somebody from another body will get trap and have no representative. And I see the goal, but it can't be an obligation. In one moment at the life At-Large and EURALO, we didn't have so much candidate. And sometimes is the case. And we need to be able to have... It could be written as a goal, but not as an obligation. Either we put, "for each body," or we change "must" to "to the extent possible," [or] something like that. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Sébastien. Next is Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I think I understood, as a concern of Mikhail and Sébastien's point, is it's a good aim, and it should be a pursuit. But sometimes we are – and over past years, we were – in situations very practically where we could not do it like we would have wished to do it. Therefore, let me suggest to formulate the last sentence under 4, "To the extent possible, diversity among the members, gender balance, and regional balance within Europe shall be fostered." This means, again, we here write it as a goal, to the extent possible. And I know that diversity

aspect is a very important one. Therefore, I would enter here as another criteria, “To the extent possible, diversity of members, gender balance, and regional balance within Europe shall be fostered.” I think, like this, we can formulate it as a goal, but under the condition, “to the extent possible.” This means we are not blocked in a situation where we simply cannot implement it because if you want to select people, we have to find suitable people. Sometimes we are in a real dilemma at a set moment, and for the position we couldn’t do it. Thanks.

OLIVIER CREPIN-LEBLOND: Thanks, Wolf. Next is Mikhail Medrish.

MIKHAIL MEDRISH: [inaudible] diversity, I agree with Sébastien. “Must” is very strong.

OLIVIER CREPIN-LEBLOND: Mikhail, again, the beginning of your sentence was chopped off. So could you please start again?

MIKHAIL MEDRISH: Okay. Okay. I’ve tried to use the same word – thank you, Wolf – diversity. So I agree with Sébastien. “Must” is very strong. And I suppose it’s necessary to fix the principle, diversity. And I would like to underline that the word “diversity” is going from Memorandum of Understanding in between ICANN and signing organizations, the start of regional ALS structures. So I agree with Wolf, yes. And the text can be [adjust]. It is

necessary to read on paper and to fix maybe next time. But I agree.
Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much, Mikhail. So my understanding from the discussions we've had is that we would – and please tell me if I'm wrong here – is that we would just keep the last sentence of that paragraph, "To the extent possible, gender balance and regional balance within Europe shall be fostered," and we wouldn't have the beginning, the sentence number 2, the one which says, "The selected representatives must represent different ALSes and must have their principal residence in different countries of the region and their nationalities must be different."

WOLF LUDWIG: Uh-uh, uh-uh, uh-uh. No, no, no, no.

OLIVIER CREPIN-LEBLOND: Am I wrong? So, Wolf, please.

WOLF LUDWIG: Sorry to contradict, Olivier. What I was suggesting, keep the above and only modify the last sentence under 4, "to the extent possible." My suggestion was here to include, "To the extent possible, [which] the diversity of members, gender balance, and regional," so we add another

criteria besides gender and regional balance by pointing to the diversity of members. So in a best-case, we should try to find as many different people for different function and for different bodies. If we can do this, we should pursue it. And therefore, it's adding a third criteria in.

So far, the sentence, we have gender and regional balance within Europe, but it's to add, "To the extent possible, diversity of members, gender balance, and regional balance within Europe shall be fostered." This was my understanding, and I understood that Sébastien and Mikhail supported this approach.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. You're speaking of the third sentence in this paragraph. The question is on the second sentence, because the second sentence says, "The selected representatives must represent different ALSes, must have their principal residence," etc., etc., which means that if you have someone on the ALAC selected by the RALO that is from a German At-Large Structure, no other German can be on any committee that is selected by the ALAC, because we're also looking here at other ICANN structures and groups. No other German could be on a review team, and no other German could... In fact, if you have someone who is a German on the ALAC, I guess you couldn't have a German as the Chair of EURALO or the Vice Chair of EURALO. That's the sort of concern.

And so we end up, if we have 20 positions that we have to fill – and it might be, with some of the working groups that we have, that we have several positions – we'll end up with not being able to put people on these working groups because we'll run out of nationalities or run out of

volunteers, or end up with volunteers who don't have the skills to be able to do this. So that's where there's a concern.

WOLF LUDWIG: [inaudible] replace "must" by "should."

OLIVIER CREPIN-LEBLOND: Yeah, that's what was suggested. And let's continue with the floor with Sébastien, because Sébastien did notice this. Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. Yeah, I was thinking to add before the sentence, "To the extent possible, the selected representative should represent different ALSes, should have their principal residence," and so on and so forth. Because really, I will not repeat the discussion, but I will be very happy to have one limit per country for all the [representation] of EURALO, but we are far from that [inaudible], or maybe sometimes not [simply]. And there's a question of, we have member. The member already diverse. But we don't have the diversity in these leadership positions. Then find a way to write it in our [writing list], but you are better than me at that, and I will be happy. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much, Sébastien. So the paragraph should read, 4.4, "Election of members representing European Region at the ALAC and at the other ICANN structures and groups. To the extent possible, the selected representatives should represent different ALSes, should have

their principal residence in different countries of the region, and their nationalities should be different.” Are we okay with this? And then the next sentence would be, “To the extent possible, diversity amongst the members, gender balance, and regional balance within Europe shall be fostered.” That’s the last sentence of this paragraph. Are we okay with this? I see a green tick from Wolf. And we don’t have...

Silvia, we don’t have, “For each body.” We’re actually taking it as a whole. So all of the different responsibilities that might be there, we try and spread it among as many people as we can.

WOLF LUDWIG: Right.

OLIVIER CREPIN-LEBLOND: So, “To the extent possible, the selected representatives should represent different ALSes, should have their principal residence in different countries of the region, and their nationalities should be different. To the extent possible, diversity amongst the members, gender balance, and regional balance within Europe shall be fostered.”

I don’t see anyone objecting to this, so that’s fine. Thank you. That’s a good progress.

Let’s move on then to number 5. So, “The General Assembly is responsible,” so 5, I think we have said, “Has the power to amend these Articles of Association and to dissolve the Association.” That is the right name, to dissolve the Association.

And then for the following matters, “Approval of the Rules of Procedure.” The General Assembly that has to approve the Rules of Procedure.

Any comments? I don’t see anybody putting their hand up. So then let’s move on.

Number 5, “An ordinary General Assembly of the Association shall be organized at least once per year.” And I was going to suggest, on this one, that we would then say, on the same sentence – well, one sentence after that, in the same clause, “That ordinary General Assembly is called the Annual General Assembly.”

Wolf Ludwig?

WOLF LUDWIG:

Thanks, Olivier. I’m simply asking myself whether it’s necessary to have here, “at least,” because more practically, it wouldn’t be possible. “Shall be organized once per year,” and then with what you said, “This is called the Annual General Meeting.”

OLIVIER CREPIN-LEBLOND:

Thanks for this point, Wolf. It’s a good point, yes. I think it was saying, “at least,” just in case there is a need for AGMs that are every six months. I think it just leaves the door open. I’m not sure it actually makes any difference, really, as long as we have one once a year.

Let's see with Mikhail. Mikhail has put his hand up. Mikhail Yakushev? Mikhail Medrish, sorry. Why am I saying Yakushev? Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH: I will tell Michael Yakushev that you remember him.

OLIVIER CREPIN-LEBLOND: [inaudible] for the transcripts, Mikhail, I will call him Mikhail Medrish.

MIKHAIL MEDRISH: Okay. I would like to say that it's a part of today's, as I can remember, wording from Articles of Association. I agree with Wolf that Ordinary General Assembly, or [Euro] General Assembly, shall be organized once a year is good enough. All other General Assemblies will be...

WOLF LUDWIG: Extraordinary.

MIKHAIL MEDRISH: How it is written? Extraordinary, yes. So I suppose once a year, Ordinary General Assembly. All others, Extraordinary. And that's all. It will be simpler, understandable for all. And it's clear, and I suppose it's such norm is usual norm for Bylaws. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Mikhail. Sébastien?

SÉBASTIEN BACHOLLET: Yes, sorry, I was disconnect, but I am back. And I wanted just to challenge this, because, if for example it happens that we will have, in three months or four month, in one year and four months after the previous General Assembly, an ICANN meeting in Europe, why not to postpone and not to do it each year? I think we need to have some flexibility, once again. It's not to say that I don't want to have each year, but it could happen that it could be much less costly, much less difficult for all of us, and for staff, and for ICANN general to have this type of meeting not just one year. One year, could be a good way, but it could be also very strict in what we do. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Sébastien. Mikhail?

MIKHAIL MEDRISH: I would like to stress one point. Ordinary General Assembly must not be vis-a-vis meeting. It can be some [superlative] voting. But the set of questions, the set of points on a General Assembly must be fixed. It's a report, and voting about this and voting about members and some other structures, and Board and officers. So this is a set of points for the General Assembly. But General Assembly cannot be vis-a-vis meeting each time. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. Sébastien, you have the floor.

SÉBASTIEN BACHOLLET: Yeah, thank you. I am not talking about ways the General Assembly to organize a face-to-face meeting or an online meeting. But nevertheless, if we have the opportunity to at least part of us meet face-to-face in one place three months after the year, it could be worthwhile to do it. It's just [waste] enough practicality and organizing, even by phone, vis-a-vis a General Assembly, it's a lot of work. And it's why I wanted to have some flexibility on that. I have no problem with the rule. If we try to do too much things as an obligation within the Bylaw, it may happen that we get trouble one day [inaudible]. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks, Sébastien. And I have a question. Well, we don't have anybody who's... Well, maybe somebody might know on this. An Annual General Assembly can only happen once in a year. Is there a possibility to have AGMs in one year? Is it legal to have two Annual General Assemblies in a year? Sébastien?

SÉBASTIEN BACHOLLET: I don't think that there are any legal issue here. You can do a General Assembly each five years if you want. If we write, "an Annual General Assembly," yes, it's each year. But in an organization where you have a General Assembly each two years or each 18 months, I think each six months could be also. But here, we don't need something. If we had something within the same year, we will add an Extraordinary General Assembly. Then it's not my question, but I get your point. But my question was if we get something to be happening and will be easier for

us to organize a General Assembly in 14 months, why not use this? But if we write, “each year,” we will have to do it each year. That [inaudible] me too, but I want some flexibility. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks, Sébastien. Next is Erich Schweighofer.

The question is, does your microphone work? At the moment, it doesn't appear to do so. Did you connect your mic? What's your conference setting?

TERRI AGNEW: And, Erich, as a reminder, to activate your microphone, on the top toolbar, select the telephone icon and follow the prompt. Or you can chat me, and we can have the operator dial out to you, if you provide me your telephone number.

OLIVIER CREPIN-LEBLOND: I'm just giving it a few seconds, if it works.

WOLF LUDWIG: He's typing.

OLIVIER CREPIN-LEBLOND: He's typing, okay.

All right, don't worry, it does happen. I've had plenty of such problems with Adobe Connect. It does happen.

In the meantime, my point of view on this, I think, is this sentence is really no big deal. If there is nothing that tells us that legally we cannot have more than one Annual General Assembly per year, regardless of the fact that it's much work to organize an Annual General Assembly, then that's fine. The whole point is that it is...

Oh, I see. Erich has mentioned in there, Erich Schweighofer says in the chat, "It is good practice to have a General Assembly every year. In most association laws, two is much work, but an Extraordinary is always possible."

So Wolf says he can live with the formulation as it is. And I think the intent of this sentence was, really, that there should be at least one General Assembly every year so that we don't end up with years with no General Assembly. The whole point was the minimum, rather than the maximum.

Okay. Then if that's the case, let's leave it as it is, and let's move on to the next one, which is number 6.

Six is in two small parts, so, "Wherever possible, a General Assembly shall be held in connection with each ICANN International Meeting which is held in Europe. Where the General Assembly so provides, it shall be left to the Chair of Association to convene the General Assembly by invitation to all members due to the Rules of Procedure. Said invitation shall include at least the following: the draft agenda, and the draft year report of the Chair of Association."

And I think there is a little confusion here, because, again, we're looking at, "a General Assembly shall be held in connection," but are we looking

at an Annual General Assembly? Because if it's an Annual General Assembly, then there needs to be a draft year report of the Chair of the Association. But if it's not an Annual General Assembly and it's just an Extraordinary General Assembly, then it doesn't need a draft year report of the Chair of the Association.

Any comments or thoughts on this? So Wolf Ludwig?

WOLF LUDWIG: Well, I think we agreed above already, for reasons of clarity, on a new formulation of the Ordinary Annual General Assembly to the Annual General Meeting. And I think this should be considered in this formulation as well.

OLIVIER CREPIN-LEBLOND: Okay. So how do you suggest it?

WOLF LUDWIG: "Wherever possible, Annual General Meeting shall be held in connection with each ICANN International Meeting which is held in Europe. Where the..."

OLIVIER CREPIN-LEBLOND: If I can then jump in, I think that's going to be very difficult, because there are three ICANN meetings per year. And I imagine, if all three ICANN meetings ended up being in Europe, we'd end up having three

Annual General Assemblies in Europe, which would be a bit of a problem.

WOLF LUDWIG: No, it says here, “wherever possible.” So, first of all, I do not count with such a case that we may end up with three ICANN meetings a year in Europe. So it would be an extraordinary or, more or less, exceptional case. And of course, in my opinion, it’s clear that it will be just in case three subsequent ICANN meetings in the region, that we are not obliged to held three meetings [every] year. So in the given case, we could choose at what meeting over the year in the region. We then would organize our Annual General Meeting. In my opinion, it’d be rather clear.

OLIVIER CREPIN-LEBLOND: Thanks for this, Wolf. I don’t see any other hands up. I would suggest then then following. “Wherever possible, a General Assembly shall be held in connection with an ICANN International Meeting which is held in Europe.” So we don’t have “with each ICANN International Meeting.”

WOLF LUDWIG: Yeah, okay.

OLIVIER CREPIN-LEBLOND: It’s “with an ICANN International Meeting.”

WOLF LUDWIG: Yeah, right.

OLIVIER CREPIN-LEBLOND: And we would call it, actually, “Wherever possible, an Annual General Assembly shall be held in connection with an ICANN International Meeting which is held in Europe. Where the Annual General Assembly so provides, it shall be left to the Chair of Association to convene the Annual General Assembly by invitation,” blah, blah, blah. The rest is fine. And that would then have both the draft agenda and the draft year report of the Chair of the Association.

Any other comments? And, Erich, I see your hand up. I assume that this is your previous hand. Wolf Ludwig?

WOLF LUDWIG: Just a question. According to the practices over the last years, I usually try to call the annual report the first [years of] the Board report, somehow to insinuate that the work of the whole thing is not a one-man show. So I tried to broaden it. As a matter of fact, it was me who drafted the report, who sent it around and asking for approval. Then the last two reports, I called it annual report. So I think it could also be a suggestion. We can keep it as it is, draft year report of the Chair of the Association, or we call it just annual report. That’s what we would use as a term in German when we say [inaudible] instead of calling it [inaudible].

OLIVIER CREPIN-LEBLOND: Thanks, Wolf. Yeah, draft annual report sounds more likely. Mikhail Medrish?

MIKHAIL MEDRISH: I would like to say that, from my point of view, from my opinion, it's a report of a Chair. Because I suppose it's necessary to say directly, to say the name of the person who is responsible for this report. And this report is report of a Chair, not of a Board. The Board is a collective body, but the report of a certain person, of a main officer, of the chief officer. So I suppose it should be mentioned that this report is report of Chair of EURALO. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Mikhail, for this. I think the question was whether we call it a draft year report or a draft annual report. I don't think there's a question over the fact that it would be from the Chair of the Association. I would certainly support that this is the Chair's report. The problem with having a report that has to be written and nobody owns it as that, at the end of the day, it doesn't get written, because nobody holds the pen.

Are we all okay with this? Wolf, your hand is up again. No? Mikhail?

MIKHAIL MEDRISH: I would like to add a little bit. You see, the Chair is responsible for this report, and this is report of a Chair. Who will be involved in making this report? Board or some other persons. No matter. The responsible person, this is the responsibility of a Chair of the Association. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. So I take it from our point that we are okay with “the draft annual report of the Chair of Association,” 6.2? Wolf Ludwig?

WOLF LUDWIG: Well, as I tried to explain before, of course it’s finally the Chair who is doing the drafting of the report. But as a kind of a best practice, over the last years, when I drafted the report, I send it to the [former] Boards for consultation, for approval. In most cases, I didn’t get any response, besides sometimes Olivier or sometimes [Jari]. And finally, it was, so to say, my report. But it looks like sole matter. Of course the final responsibility is always with the Chair. But I would prefer to have an annual report a little bit more like a collective effort, where more people contribute. And in my opinion, it looks very top-down if it’s only called a Chair report. So I find the term “annual report” more neutral. Just my personal opinion.

OLIVIER CREPIN-LEBLOND: Thanks, Wolf. And I think on terminology, we certainly have, for example, the report on each one of the ICANN meetings is also called the ALAC Chair’s report. But it is created not only by the Chair, but mostly actually by ICANN staff, and also circulated among parts of the ALAC. So this looks more like something in the operational procedures. And when we start talking about the responsibilities of the Board, for example, that the Board members have to read through the Chair’s report and approve it and contribute to it, and so on. But we’re looking here just at what documents needs to be there for an Annual General

Meeting. And the draft agenda and the draft annual report of the Chair of the Association is, I guess, something that's well understood by everyone. Because it is the responsibility of the Chair, at the end of the day, to [remit] those documents. And the Chair, of course, with everyone else, whatever way he has to do it. So I wouldn't be touching too much.

I note that you say here [inaudible] selected the term "Chair's report," but that's a term that has been used on many of the other parts of ICANN. Are there any other views about this?

Okay, I see that we are two minutes already beyond the end of the allocated time for this call. We have proceeded forward. We've gone through one of the pages. There were a total of 3 ½ pages there. We will probably have to – well, the rest of it is also looking at the responsibilities of the Chair of the Association. The good thing is that we have had some movement forward.

Oh, I note that we have a few minutes left, because we did have an allocated time which takes us up to quarter past, or ten past the top of the hour. So that's interesting. In which case we can probably – we have scheduled 70 minutes. We can probably then do one more; in fact, a couple more, I hope.

Number 7, "The General Assembly may take place via a physical meeting at a specific place, or via electronic means, or via a combination of both due to the procedure described in the Rules of Procedure. The details of the same have to be made clear in the invitation. The means

of holding the General Assembly shall ensure that all ALSes are able to participate and on the same footing.”

Are there any comments on this? I’m not seeing any hands up. It looks like this is language that’s just taken from the other document.

The next one, “Any Member may submit an item for the agenda via e-mail by sending it to the Board at least two weeks prior to the date upon which the General Assembly shall commence.”

Wolf Ludwig?

WOLF LUDWIG:

Thanks, Olivier. Well, this is part of problem of the previous original Bylaws. It was almost everywhere referring to the Board. And in the meantime, we sat and discussed, etc., and by the practice we realized that this Board fixation, that not really work in practice. I would replace here, instead of the term “Board” to “the Leadership.”

OLIVIER CREPIN-LEBLOND:

Thank you, Wolf. So what’s “the Leadership” defined as?

WOLF LUDWIG:

It’s the Chair and the Vice Chair.

OLIVIER CREPIN-LEBLOND:

Ah, okay, Chair and Vice Chair. Okay, thank you. We have a queue. Mikhail Medrish is next.

MIKHAIL MEDRISH: I've tried to ask what that would mean. I suppose it's necessary to write down directly, "Chair and Vice Chair," because "Leadership" is a term which is unknown for today, no Articles of Association. So to Chair and to the Vice Chair, and it is absolutely clear. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. Next is Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. Why not to the EURALO mailing list? Thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks. That's a very transparent way. Thank you, Sébastien. We have... I think no one has mentioned that they should send it to the EURALO Board. So now we have a choice between sending it to the Chair and Vice Chair. And by the way, I agree. If we are going to use the word "Leadership," then we would need to define what Leadership is further up in our Bylaws. And I don't think, at the moment, there is anywhere a definition of the Leadership. So Chair and Vice Chair makes it less ambiguous, but we do have a choice of EURALO mailing list. Should points be sent the EURALO mailing list? That certainly brings more transparency.

Mikhail Medrish?

MIKHAIL MEDRISH: I suppose that Sébastien’s choice is the best. Mailing list is transparent and absolutely clear for all. So it’s good enough, I suppose, to have such procedure. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much for this, Mikhail. Are we set with the mailing list?

WOLF LUDWIG: Yeah.

OLIVIER CREPIN-LEBLOND: I don’t see anyone putting their hand up. So, okay, so we’re going forward with the mailing list. So, “Any Member may submit an item for the agenda via e-mail by sending it to the EURALO mailing list at least two weeks prior to the date upon which the General Assembly shall commence.”

Number 9, that’s probably the last one we do today, “The General Assembly shall be chaired by the Chair of Association. The Vice Chair shall act as Chair of the General Assembly where the Chair is unable to do so for any part of the General Assembly session or in case the Chair delegated such duty to the Vice Chair.”

That looks like a pretty standard point. I don’t see anyone putting their hand up on this, so that looks like it’s fine.

And let’s end up with a round number then. Let’s go with number 10, “The General Assembly shall determine whether or not items on the

draft agenda shall be modified, deleted, or further items added to the agenda as part of its work, including whether or not to consider any items submitted to it.”

If I must remind you, at the beginning of each one of our calls, this is what we actually do. We adopt the agenda, and I do ask whether there are any amendments or changes to the agenda. So that seems to be pretty much... I think that’s uncontroversial.

Okay. It’s nine minutes past the top of the hour. Oh, I see Sébastien has put his hand up. So, Sébastien, you have the floor. Yes, go ahead.

SÉBASTIEN BACHOLLET:

Olivier, I understand that it’s time, but let’s think about that. My [pointers] are flowing. We ask new items to be sent two weeks prior. And here, we say that, at the last moment, we can add new items. That means that if somebody came with an item, then the other are not prepare. It may happen to be on the discussion, and [the items] preparation. And I have nothing against, but just keep in mind that we are slightly saying some conflict things different. Two weeks before, and here you can do it at the last moment. Maybe it could be a position to start the next meeting.

OLIVIER CREPIN-LEBLOND:

Thanks for this, Sébastien. I see that Mikhail and Wolf have put their hand up. Let’s go through the list and close the queue after them. Mikhail Medrish?

MIKHAIL MEDRISH: I suppose that Sébastien is right to think about this point. It's necessary to understand. But the nature of this process, it can be... Two weeks before means to prepare in normal way the draft of agenda. But on a General Meeting, on a General Assembly, it can be necessary to add something, because it's a new situation. So we ought to have a possibility to do this. Maybe not do it during, but to have a possibility at least. And it is necessary, I suppose, because General Meeting can be face-to-face meeting and something you can appear. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you for this, Mikhail. Next is Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I would like to support what Mikhail just tried to point to. As a matter of fact, over the past years, I, [as the] leadership, we draft an agenda. We submit it to the community as a draft agenda. So it's up for consultation, and people within two weeks can come up. In best case, they do it within the period described. But as Mikhail tried to say, there can be circumstances when the last moment, something very important comes up. And then it could be suggested or considered.

As a matter of fact, it's usual rule at the opening of a General Assembly that the draft agenda, which is a draft until the opening, needs to be approved by the members. So up to this moment, some urgent piece may come up, or some members may say during this procedure, "Well, I think we won't have the time. The agenda is overloaded. I suggest that today we exclude point 7 to find more time for point 5," etc. I think it's democratic procedure that, at the opening of a General Assembly,

members can finally reconsider. And then the draft agenda needs to be adopted. And I think it's a regular and usual procedure, and we should keep it like this, to be open and flexible. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. And let's leave the question as it is now, and we will start the call next week, again, with this point 10. I personally would go for flexibility, among many other things. And of course, if the agenda is to be discussed at the beginning of the call, there is always a possibility for the General Assembly to reject any changes or any amendments that people wish to bring forward, whilst if you do send your topics two weeks in advance, or more than two weeks in advance, you have a much higher chance of having those topics, if they are regular topics, to be included.

In any case, I'd like to thank you all for this. I think we've moved forward here. We're actually proceeding with drafting things. And this, we will not have to revisit later on. As on this occasion, I will follow up on the mailing list now, telling people to have a look at what we've worked on today and asking for any objections, and also on the work that we did last week.

We do have a call for next week. I am aware that there is – yes, Wolf? You were going to say something?

WOLF LUDWIG: Yeah, I just wanted to point to the fact that next week, it may be difficult because some people will go to EuroDIG. And next week, I can send already my apologies that I won't be available for such a call.

OLIVIER CREPIN-LEBLOND: Yes, thanks for this, Wolf. I was going to mention that EuroDIG is taking place next week. I think several people are traveling to Brussels on that day. And I wonder, I certainly will be, myself, in Brussels. And on Wednesday, Thursday, and Friday, I'm likely to be very busy indeed. I wonder if we could perhaps look at the week after. So leave one week off, basically, and go one week later. If that's okay with all of you, then it would be very helpful for me, certainly. And I know that Wolf won't be able to make it. I don't know if any of you are going. I think Erich also is going to EuroDIG. Of course, I could always suggest that we all start discussing things around a drink at EuroDIG, but that's a totally different story.

Okay, I see no objection to skipping next week and restarting in two weeks' time. Let's please continue on the mailing list if you have any other points to make. And, yeah, I think we're progressing well. And what I do like here is we're now having this thing where the train has started rolling. So we're going through things. And we're getting Bylaws, which are going to be a lot more solid with time. So that's really good.

Thanks to all of you for having joined. And, Erich Schweighofer, hopefully next time we can get your microphone to work. And I can see that you are going to EuroDIG, so that's good. We'll be able to have a chat at EuroDIG, and maybe we'll test out the machine so you can take

full part in those calls. Thanks to everyone else, and speak to you in two weeks' time. But let's continue being on the mailing list. Bye-bye.

TERRI AGNEW:

Once again, the meeting has been adjourned. Thank you very much for joining. Please remember to disconnect all remaining lines, and have a wonderful rest of your day.

[END OF TRANSCRIPTION]