

The Statutory (Governing) Bodies. Duties, responsibilities and other.

The Statutory Bodies (SB) of the Association: The General Assembly, the Board, the Chair, the Vice Chair

A. The General Assembly

- 1) 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.
- 2) The General Assembly is composed of the representatives of the Members with respect of Rules of Procedure of Association.
- 3) 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 authorised to vote. The absent Member can vote by proxy vote due principles mentioned in the Rules of Procedure
- 4) The General Assembly is responsible, without limitation, for the following matters:
 - i. Review the work of the Board, the Chair and the Vice Chair of the Association;
 - ii. 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;
 - iii. Election and dismissal of the Board, the Chair and the Vice Chair of the Association;
 - iv. 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.
 - v. Has the power to amend these Articles of Association and to dissolve the Association;
 - vi. Approval of the Rules of Procedure;
- 5) An ordinary General Assembly of the Association shall be organized at least once per year.
- 6) 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:
 - i. The draft agenda;
 - ii. The draft year report of the Chair of Association.

- 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.
- 8) 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.
- 9) 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.
- 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.
- 11) The nature of voting required for any decision to be taken will be determined by the chairperson of the General Assembly. The vote must take place via ballot if one third of the present Members request therefor. To the maximum extent possible the General Assembly shall decide matters before it by consensus.
- 12) The General Assembly shall have a quorum if at least one third of the ALS members are taking part in the meeting.
- 13) If the General Assembly is not quorate the Chair of Association has the obligation to convene an additional General Assembly not less than two weeks and not more than four weeks later with the same agenda; this General Assembly shall have no requirement for a quorum, which shall be pointed out in the invitation to such a meeting.
- 14) Resolutions of the General Assembly in general require the simple majority of those present or voting. Amendments of these Articles of Association require a majority of two thirds of all votes presented or participated in the General Assembly; to dissolve The Association a majority of three fourths of all votes is necessary. Any changes to the aim of The Association are prohibited.
- 15) The General Assembly may, at its pleasure, establish subsidiary bodies for special purposes of whatever duration, composition, or for whatever purpose it shall determine.
- 16) For all elections in the General Assembly, candidates shall require an absolute majority of votes of the participating members. If no candidate receives an absolute majority a run-off election shall take place between the two candidates with the greatest number of votes.
- 17) All voting procedures are to be described in the Rules of Procedure.
- 18) Resolutions of the General Assembly shall be recorded in writing, which must be signed by the Chair or Vice Chair of Association.

- 19) An Extraordinary General Assembly shall be convened by the Chair of Association, if the interests of the Association requires one, or where one tenth of the members of the Association so requests, in writing to the Board whether via electronic means or otherwise, stating the objective and reason for it in the request such an Assembly shall operate in all ways as provided in this Section.

B. The Board.

- 1) The Board of the Association Is composed of 6 members, including Chair and the Vice chair of the Association. Chair and Vice Chair of Association are the members of the Board.
- 2) In order to enhance diversity of the Association members of the Board shall be:
 - i. nationals of different countries, and;
 - ii. to the extent of possible, from different regions of Europe, and;
 - iii. to the extent of possible, the gender balance shall be respected and guaranteed.
- 3) The Board is accountable to the General Assembly for all its actions and decisions, without limitation. The board is responsible for the following matters:
 - i. Preparation of and convening of the General Assembly as well as compilation of the draft agenda, where the General Assembly decides to delegate either or both to the Board;
 - ii. Decisions on the use of any kind of Association's resources either financial or in nature, inter alia adoption of the list of persons for CROPP;
 - iii. Consideration of proposals for accreditation of new ALS and express an opinion for the ALAC, the adoption of proposals for deaccreditation of ALS to ALAC decision-making in accordance with the procedures approved by ALAC;
 - iv. Adoption of the annual report of the Chairman of the Board, the adoption of opinions for GA
 - v. Participation in the policy development processes (PDP) at ICANN
 - vi. Approval of comments on proposals for the adoption of / change in ICANN's policy from other ICANN's stakeholder groups like GNSO, ccNSO etc.
- 4) The Board has rights to:
 - i. Convene the General Assembly
 - ii. Initiate an early election of the Chairman and / or Vice-Chairman
 - iii. Develop the draft agenda of the General Assembly
- 5) The members of the Board shall be elected by the General Assembly for a period of up to two years, such term beginning with the date of election, renewable at the pleasure

of the General Assembly, for not more than two consecutive terms. The Board remains in its position until successors are elected.

- 6) Any person may be elected to the Board, though nomination of candidates for the Board is reserved to ALSes due to the procedure described in the Rules of Procedure.
- 7) Meetings and decisions of the Board
 - i. The Board shall conclude the business of the Association at meetings of its members;
 - ii. Meetings shall be convened by an invitation from the Chair of Association. Where the Chair is unable so to do, the Vice Chair has rights to invite the Board to meet. Notification of a meeting shall be sent not less than one week prior.
 - iii. The Board shall form a quorum if two-thirds of the members of the Board are present or participate via other means.
 - iv. Board meetings may take place in person or via online audio/video conference.
 - v. The Board passes resolutions by simple majority; where a tied vote results the chairperson shall cast the deciding vote. Where the Chair is unable to attend the Vice-chair shall cast the deciding vote.
- 8) The Board shall to the maximum extent possible operate via consensus.

C. The Chair of Association

- 1) The Chair of Association is a member of the Board elected by General Assembly. Election of the Chair of Association should be made at the General Assembly immediately after the election of the members of the Board for a new term had finished. The Chair of Association is elected by the General Assembly from among the Board members elected for a new term.
- 2) The Chair of Association is responsible for the following matters:
 - i. the organization of activities and planning the work of the Association and the Board;
 - ii. organization of the annual General Assembly, making a report on the General Assembly on the results of operations and implementation of plans, conducting General Assembly;
 - iii. representation of the Association at the ICANN's institutions and at other events in line with the outreach activities defined by ICANN and Association;
 - iv. the development of the Rules of Procedure, maintaining their relevance;
 - v. Organization the adoption of proposals for participation of representatives of the association in the ALAC and other ICANN bodies.
- 3) The Chair of Association has rights to organize working groups and manage their work.

D. The Vice Chair of Association

- 1) The Vice Chair of Association is a member of the Board elected by General Assembly. Election of the Vice Chair of Association should be made at the General Assembly immediately after the election of the members of the Board for a new term had finished. The Vice Chair of Association is elected by the General Assembly from among the Board members elected for a new term.
- 2) The Vice Chair of Association is responsible for the following matters:
 - i. The development of plans of work of the Board for the year period of time;
 - ii. Control of the execution of the Rules of Procedures and year plans
 - iii. Organization of the work of the secretariat, the adoption of monthly in adoption reports on the activities of the Board and Association's members delegated by Association to the ICANN's bodies and groups
- 3) The Vice Chair of Association is acting as a Chair of Association in case of his or her absence.