TERRI AGNEW:	Certainly. We'll go ahead and begin with our roll call.
	Good morning, good afternoon, and good evening. Welcome to the EURALO Bylaws Taskforce call taking place on Tuesday, the 21st of June, 2016 at 16:00 UTC. On the call today, we have Roberto Gaetano, Olivier Crepin-Leblond, Oksana Prykhodko, Matthieu Camus. We have listed apologies from Sebastien Bachollet and Wolf Ludwig. 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. With that, I'll hand it back over to you, Olivier.
OLIVIER CREPIN-LEBLOND:	Thank you very much, Terri. Today, we are going to continue our work with the EURALO Bylaws. It's a little bit of a restricted group today, I note, which might make it a little bit difficult for us to follow up on the bylaws as it's merited At-Large in wide discussion.
	Let's see how we get on, and let's first start with our action items from our last call. Just before we start, I just wanted to ask whether anybody had not been listed in the roll call.
	It looks like everyone is accounted for, so let's then move straight to the review of the action items. The action items are not really action items, per se. They just tell us of what we have agreed on during our last call. The editing of various articles: 10, 10.1, 10.2, 11, and 12. We reached article number 12 now in the document that's under review.

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

I guess we can use the action item as a starting point for the call today, which is as follows. "If a vote during the general assembly is not quorate, and online vote shall be organized regarding the decisions taken on a preliminary basis during that general assembly." That was a proposal by Jean-Jacques Subrenat. It says here that it's to be discussed on the next call.

Since we are on the next call, I invite you to open the document that mentioned the statutory bodies of EURALO. It is a draft, and we are now on number 12. Number 12 is talking about quorum. We had a big discussion on quorum: whether we should have a lower quorum, whether we should have a quorum that is not followed for some of the meetings or a number of views, and the document, the default, that we have here, is as follows. The general assembly shall have a quorum if at least one third of the ALS members are taking part in the meeting.

I know that there was a suggestion also to have two types of quorums, or quora, I think. It's one quorum, two quora. Maybe I'm wrong, but if anybody else knows [that] better than I do, please correct me. There was an idea of having a general assembly for one third of the ALS members. For any important vote, such as change of the bylaws, for example, there would need to be a majority or even a supermajority, depending on how we define those various levels. That was one other way to do things.

Then there was, of course, the way which Jean-Jacques Subrenat has suggested, which is if a vote during the general assembly is not quorate, an online vote shall be organized regarding the decisions taken on the

EN

preliminary basis during that general assembly. That was a proposal that actually somehow agrees with what has been taking place so far. In the absence of Wolf Ludwig, I'll remind you a little bit how things were done in the past, which is that if we did not have a quorum during a general assembly and some decisions were to be made, we would open the vote during the general assembly, but we would keep it open for another 48 hours for anyone following remotely online to be able to place their votes, so as to be able to reach the required number of votes to each quorum.

You've got the bare assumptions in front of you. I could suggest just opening the call up now for comments or preferences. How do you propose that we move forward on this? We have several different options.

Jean-Jacques Subrenat, yes. You are the proposer of the text, so I'll give the floor to you. Jean-Jacques Subrenat, you have the floor. At the moment, we cannot hear you, Jean-Jacques. It might be muted.

TERRI AGNEW: Jean-Jacques, I don't see where your mic is enabled right now. If you could please select the telephone icon and follow the prompts or send me a little chat and I can have the operator dial out to you.

MIKHAIL MEDRISH: No, thank you. I'm here because of high traffic.

EN

OLIVIER CREPIN-LEBLOND: Mikhail, you are on the call. Since we can't have Jean-Jacques Subrenat at the moment, let's have Mikhail Medrish. Mikhail, welcome. You have the floor. Then in the meantime, Terri, could you please work out with Jean-Jacques how to work it out with him?

MIKHAIL MEDRISH: Thank you. My colleagues, excuse me. I'm late because of high traffic.

What I'm thinking about this, I suppose that the last words possible to take off because what does it mean regarding the decision taken on preliminary basis during a general assembly? The voting didn't take place, and that's all necessary to vote again. What does it mean regarding the decision? No decision because the vote did not give the result. If a vote during a general assembly is not quorate, an online vote shall be organized. Full stop.

OLIVIER CREPIN-LEBLOND: Thank you very much for this, Mikhail. Thank you. Let me just take the text. Do we have the text somewhere? Yes. For all of you that are following on the Adobe Connect, the text that's under discussion now is under the action items. We've got now the square brackets regarding the decisions taken on a preliminary basis during that GA to be removed. Number 12 would be, if a vote during the GA is not quorate, then an online vote shall be organized.

I'm trying to see if this is not already mentioned somewhere else. If this is not mentioned somewhere else, this looks like the right location. The question now is, do we need to define what a quorum is? So far,

number 12 was defining them. If we are to say, "If a vote during the GA is not quorate, and online vote shall be organized," are we basically saying that we are adding to the already established quorum at the moment? Number 12 would read, "The general assembly shall have a quorum if at least one third of the ALS members are taking part in the meeting." First sentence. Second sentence: "If a vote during the GA is not quorate, an online vote shall be organized." Full stop.

We have Roberto Gaetano next. Roberto, you have the floor.

ROBERTO GAETANO: Yes. I think that we will quickly achieve consensus on the fact that if we have a vote that is not quorate during the general assembly, then a vote online should be organized. That would be the valid vote. I don't see huge differences between Mikhail's proposal and Jean-Jacques Subrenat's proposal. I'm fine with either of them. If I remember correctly, where we were stuck last time was whether the general assembly itself, especially if it's a face-to-face meeting, is valid or not and if we need to establish a quorum for the general assembly to be valid. That was my problem last time.

Last note: quorum doesn't have a plural because it means of which, translated from Latin. So is invariant, but anyways, that's just a side note. Thank you.

OLIVIER CREPIN-LEBLOND:	Thanks very much for this, Roberto. Thanks for the lesson on the quorum. There's no quora. Good. We have learned this. Next is Mikhail Medrish.
MIKHAIL MEDRISH:	Thank you. I agree absolutely with Roberto. First of all, necessary to announce the quorum concerning general assembly itself. We have a possibility to open general assembly if one third, now one third is [in a place]. The next step is voting. One question, one voting. Another question, another voting. Some part of general assembly members can have right not to take part in the voting process regarding certain questions. The voting will be not valid. The result will be not achieved. That's why it is necessarily, first of all, to announce the quorum for general assembly itself and to stop here.

Another point of our bylaw must give us a description what will be if the voting during certain vote will be not achieved. For example, we have 30 members. One third is 10. Ten is good enough. The question is on the voting. If one half or more than one half, 60%, are in favor, okay. If not, not okay. Not good.

First of all, one third general assembly is valid. Then more than one half, the question is voted. The decision is made. Different points in the bylaw. The 12, the third, the 13. "The general assembly shall have a quorum if at least one third of the ALS members are taking part in a meeting." It's one point of our bylaw. Another point about voting. Thank you. Here is 12. Yes, not in one bylaw. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much, Mikhail. You mentioned number 13. Number 13, of course, talks about if the general assembly is not quorate, the Chair of the association has the obligation to convene an additional general assembly not less than two weeks [inaudible].

MIKHAIL MEDRISH: It's my fault. I spoke about the 12. The 12 is about general assembly quorum.

OLIVIER CREPIN-LEBLOND: Okay. Let's keep 13 aside then. We'll put under 12, 12A, 12B, 12C. Then afterwards, ultimately we will obviously renumber all of the whole text. For the time being, we'll call it 12A, 12B, 12C. I understand from what you said you are for two types of quorums: quorum for general assembly, one third, quorum for voting, one half.

MIKHAIL MEDRISH: It's the point 14. If you look further, 14. The resolution of the general assembly in general require the simple majority of the present, etc. The point 14 is about voting. The point 12 is about general assembly itself.

OLIVIER CREPIN-LEBLOND: Okay, excellent. Thanks.

Well noted. I thought I had seen Jean-Jacques, but now he is not listed anymore. Let's have Oksana Prykhodko next.

OKSANA PRYKHODKO: Thank you, Olivier.

JEAN-JACQUES SUBRENAT: Olivier, this is Jean-Jacques. I'm here.

OLIVIER CREPIN-LEBLOND: You are here. Okay, then Jean-Jacques, you can speak after Oksana. Go ahead, Oksana.

OKSANA PRYKHODKO: Jean-Jacques, please go ahead. Sorry?

JEAN-JACQUES SUBRENAT: Okay. Thank you, Oksana, and thank you, Olivier. I had some problems with the Adobe Connect system, which was not enabling my microphone. I hope you can hear me now.

OLIVIER CREPIN-LEBLOND: We can hear very well.

JEAN-JACQUES SUBRENAT: In any case, I missed a few minutes of the discussion just a while ago, so there are things which I may not have heard. Overall, I think for number 12, the formula we had discussed last time seems to me okay, which is the general assembly is quorate if at least one third, etc. The vote, which is the proposal I had made, if the vote during the general assembly is not quorate, an online vote shall be organized, etc.

My contribution at this stage is zero because I missed a good part of the discussion. I'm sorry. I'm following you now.

OLIVIER CREPIN-LEBLOND: Thank you, Jean-Jacques. The point was that on the text that you had proposed, it was suggested that we drop the end of the sentence. It basically said, "If a vote during the GA is not quorate, an online vote shall be organized." Full stop.

I see a green tick from Jean-Jacques Subrenat. Next is Oksana Prykhodko.

OKSANA PRYKHODKO: Thank you very much, Olivier. I would like to stress our [inaudible] that we have to separate face-to-face meetings sponsored by ICANN and [your] general assembly face-to-face meetings sponsored by ICANN and the extraordinary general assembly. For face-to-face meetings sponsored by ICANN, you have to have maybe two thirds of quorum just to start the general assembly. You have to analyze which ALS do not participate in this face-to-face meeting and what to do with these ALSes.

Regarding remote participation, it's a difficult question because just now received that a lot of participants of our teleconference calls are dropping out or have another technical problem. What you have to do to provide them with possibilities to express their voices?

EN

I propose to provide three different steps for three different opportunities: face-to-face annual general assembly meeting sponsored by ICANN, one in two years, not face-to-face general assembly annual meetings and extraordinary meetings.

OLIVIER CREPIN-LEBLOND: Thank you for this, Oksana. You suggested two thirds for the quorum on the face-to-face annual general meetings sponsored by ICANN. What are the levels which you would suggest for not face-to-face annual general meeting? The one that is coming up, for example, in Helsinki is a face-to-face annual general meeting that does not have sponsoring by ICANN, so I would expect the majority of people to have to join using remote participation. What level would you suggest for this for quorum?

OKSANA PRYKHODKO: Maybe half for vote because [13] voices regarding proxy possibilities does mean that, for example, [per person] with two proxies for each of them could influence on any decision making on EURALO's future. I think it's unfair.

OLIVIER CREPIN-LEBLOND: Okay. That's fine. I'm trying to make a list at the moment. Then you're mentioning the extraordinary meeting. Those, what quorum would you suggest on these?

OKSANA PRYKHODKO: [Once] without any proxy, only by online participation just to start the general assembly. Then if there is no decision, we have to organize online voting after with general assembly extraordinary meeting.

OLIVIER CREPIN-LEBLOND: For face-to-face meetings like the one in Helsinki, what quorum are you saying for the votes are needed?

OKSANA PRYKHODKO: 50%.

OLIVIER CREPIN-LEBLOND: 50%, so half as well.

OKSANA PRYKHODKO: Yes.

OLIVIER CREPIN-LEBLOND: Okay, excellent. Thanks for this. Let's go down the list for the next person. That's Roberto Gaetano.

ROBERTO GAETANO: Hi. I have already spoken. If you want to have Yuliya before, I'm fine.

OLIVIER CREPIN-LEBLOND: Okay. Thanks, Roberto. Let's have Yuliya Morenets then, please.

EN

YULIYA MORENETS: Thank you, Olivier. Good afternoon. I'm actually [jumped] a bit in the discussion, but I was following the previous calls, as well, or at least was reading the note. I might be a little bit provocative now, but I would say that we will need the online voting for doing [inaudible] decisions like for all general assemblies. I think this will solve the problem and also bring the transparency. Maybe a number of people will express themselves easier.

I will propose the online votes for all general assembly sessions. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Yuliya.

YULIYA MORENETS: I'm sorry, Olivier. If I may just jump on something else.

OLIVIER CREPIN-LEBLOND: Yes. Go ahead.

YULIYA MORENETS: Apologies. On the point 12, you were saying we shall have an online voting. I was just wondering. Should we replace shall by need? I think this is strongest [words] [inaudible] need. Just to discuss.

EN

OLIVIER CREPIN-LEBLOND: Thanks for this, Yuliya. I think that in legal language, shall is actually more prescriptive than will. Maybe someone else will know better than this, but I think it is.

YULIYA MORENETS: I was saying actually need. Sorry. [inaudible] saying.

OLIVIER CREPIN-LEBLOND: Sorry. What did you say?

YULIYA MORENETS: I was just saying need at least instead of saying "shall," if we can just replace by "need."

OLIVIER CREPIN-LEBLOND: An online vote "need" be organized?

YULIYA MORENETS: Yeah, or needs to be organized.

OLIVIER CREPIN-LEBLOND: Needs to be organized. Okay. I don't know if that actually weakens it or not. I think what we can do is to leave the exact crafting of the words, wordsmithing if you want, until the end. Once we've got a good set of bylaws, then we'll have to do some wordsmithing on this.

The intent, I think, is there that an online vote will be organized if a vote during a GA is not quorate. I think that answers your concerns. That's the base that we're working on now.

Let's go to Roberto now, please. Roberto Gaetano.

ROBERTO GAETANO: First is side comment about shall, should, will, need, and so on. I'm just quoting a good friend of mine who wrote at the time when I was at ETSI, the European Telecommunication Standards Institute, instructions for standards making bodies. He clearly indicates that when something has to be enforced in legal terms, the word "shall" is what expresses most the obligation for doing something. I would leave that to some legal experts. It's just me quoting the position of ETSI at that time.

About the voting, I think that one principle should be established that nothing should be approved with a vote that is less than 50% plus one of the members. In other words, regardless of whether the general assembly of any meeting is quorate or not quorate, what is the quorum accepted for that meeting – it is two thirds, one third, one half or whatever – at the end, if a motion doesn't get 50% plus one, it should not be accepted.

That means that if we have even a physical meeting where we have a formal quorum – in the example made before, if we have 30 members and quorum is one third and there are 10 members and we have a vote, six members vote yes, that is, in my opinion, not sufficient. Any motion should have at least 16 votes, which means that even if we have whatever type of general assembly – sponsored, not sponsored, online,

EN

offline, whatever – at the end, if the people who participate through the vote and the result of the vote doesn't get full majority of the membership, an online vote shall be organized. I'm saying this for the simple reason. Supposing that we have a non-sponsored meeting, we lower the participation quorum.

Obviously the people who attend the meeting are the ones that are somehow supported by other stakeholder groups or just can afford to travel on their own expenses to that meeting. It is not fair that the people who attend the meeting will have the power to decide without consulting the people that, for the number of reasons, were not able to participate to that meeting in person or online.

As much as I would encourage all people to participate online, and I'm shocked by the fact that if the meeting is not sponsored, we have such low participation and I'm prone to provide sanctionary decisions for the members who don't participate. I still think that it is not correct for us not to poll the membership who didn't attend the meeting for a positive vote because that will undermine the validity and the relevance of the vote that we take. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much for this, Roberto. I'm hearing some consensus here that we need to have a quorum for a general assembly. We need to have a quorum for voting. Mikhail had suggested a quorum for a general assembly, whether it's face-to-face or not face-to-face or whether it has people coming in remotely, etc. as being one third of the total members of EURALO and the quorum for voting as being one half.

EN

I've noticed that Oksana has also mentioned a preference for one half or a quorum in some of the cases. She has mentioned that for a face-to-face sponsored general meeting, two thirds for a quorum would be something she would prefer. I think that's maybe a little high. Ultimately, legally speaking, we would need to have more than half of the participants for a vote specifically. Roberto said it's actually 50% plus one. It's a half plus one, obviously as we go beyond the halfway mark.

Are we okay with a quorum for a general assembly as being one third? I'm just trying to simplify things here. Whether it's face-to-face, not face-to-face, or taken online, bearing in mind we do have the ability for members to hold two proxies, which is three votes. A person attending the call or being there on the face-to-face, plus two proxies that they hold, and bearing in mind that for the face-to-face meetings and for the general assembly, we're just talking about discussions here. When it comes up to voting, then we bring it up to a half plus one.

Next in the queue was Mikhail Medrish. Back to you, actually, as you started the cycle. Back to you, Mikhail.

MIKHAIL MEDRISH: Thank you. I see we have two dimensions. First dimension is how many votes we must have to make a decision based on the total number of members. For example, if we [added] 30, the total number 30 by 50% plus one, it's 16. Not less than 16 voices necessary to have in favor in order to make a decision. Or we are calculating on the basis of a number of members who are attending their general assembly, no matter any

EN

extraordinary. It's my opinion, but in any case, the number of members who are attending the meeting.

This is the first question we are to decide. I will try to start with today's bylaw. What we have in our bylaw? We have some different levels of questions. The urgent question, the decision can be made with two thirds votes on a basis of a number of members who are attending the meeting, not all. The urgent. The urgent, what does it mean? For example, changes of goals of association or something like this. Then some ordinary questions, the number of votes is good enough majority, so 50% plus one.

We have also different levels of questions. This is the third dimension. What does it mean? We have three dimensions. I suppose that first of all, we are to understand that we have at least two levels of questions itself: urgent or simple.

Second, we are to understand what will be the basis: the total number for the urgent, for example. The basis total number, the number of votes, 75%, for example. All 50 plus one on the basis of total members.

Simple questions. Simple means it's good enough, one half plus one of the members who are attending the meeting.

The last dimension, number the quorum on a general assembly. I suppose it's very, very difficult to have different quorum for different kind of general assembly because it's not good to have such I suppose. [Based] on my experience many years with some different boards, I have no such practice, nothing about it. General year meeting or extraordinary meeting no matter. The rules are the same because the

EN

question can be not any old meeting, but on an extraordinary meeting, the question itself can be absolutely urgent. So not necessary to divide this.

The last point concerning face-to-face or virtual voting. I suppose we ought to divide. Online, it can be face-to-face plus some amount of members via Adobe Connect or Skype or some [network] mechanism, and offline voting via electronic mail. Two different kind of situations. Online, general assembly can be, for example, ten members face-to-face in a room plus ten via Adobe Connect, via some another mechanic. The total number will be 12, and it is possible to vote with this amount of people, no matter what kind of online [sitting] will be in the room or near the computer.

We are to mention all these circumstances to achieve the result. I don't know what will be the result. I have some understanding. For example, I suppose it is necessary to base on a total number of members who are attending at the meeting, no matter in the room or out, but at the same time online. It's very strange to solve the question to vote to make a decision with 50% plus one of all members, having one third only in a general assembly. Impossible to make a decision.

That's why it is necessary to write down everything in a table and to discuss it, I suppose, in Helsinki next week. Thank you. This point itself. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much, Mikhail, for this. I personally don't disagree with you on any of the points you've made here. I think that we are going in

EN

that direction because you're mentioning the concern of having different quorum levels on whether it's a face-to-face or not face-to-face meeting or whether it's a sponsored meeting or not. I would agree with you on this because this can then be gamed. It could be gamed. If there was any malicious intent by a Chair of EURALO to get something through, the Chair of EURALO could choose to have a type of assembly that requires the lowest quorum so as to be able to push whatever they want to push through.

That's not a good idea, then, to have different levels of quorum. You mentioned here you're a bit concerned about having the quorum of a general assembly being quorate with just one third of the people and a vote needing a half. Then you would have a quorate general assembly but not a quorate vote. But of course, we have the text, which says, "If a vote during the GA is not quorate, an online vote shall be organized." That resolves it at that point. That then goes into the quorum for the vote basically, which is the standard quorum that we're asking for, which I believe is a half.

You did mention one thing. Before I give the floor back to you, you did mention one thing. I'm not sure whether you meant that or not, but you said that you would have the quorum of 50 plus one, but then if the vote itself was split, there was a question mark that you asked here. I would say that the simple majority, which is what we have on the number 14, "The resolution of the general assembly in general require a simple majority of those present for voting."

If you had, say, 30 people who would be 30 members of EURALO, 50 plus one is 15, plus one which makes it 16. A simple majority would be

EN

eight plus one, which is nine votes in favor for something to move forward. That's often one of the things which one says, is that when there's only 50% of the electorate that are voting for something, then you end up with a minority actually voting in favor of something and everyone else being displeased. I guess that's a problem of those people not having taken part or not voting.

Oksana, your hand is still up. I don't know whether that was a new hand or not. Is that a new hand?

OKSANA PRYKHODKO: Yes, Olivier. Thank you very much. I would like to support both you, Olivier, and Mikhail. We are talking about starting, about the quorum to start general assembly. It says to me that in case of annual general assembly, both face-to-face or not face-to-face, have to be 50% plus one. Then to make a decision, both 50% plus one from all members of ALS.

It means that we have to provide opportunities to vote online for members who participate in face-to-face meetings and participate remotely. You have to prolong the time for voting. For example, how long the staff of ICANN will have to transcript the recording of this meeting? Because we can't restrict the possibility to vote because of technical problems. Vote from ICANN's side or participant's side.

OLIVIER CREPIN-LEBLOND: Okay. Thanks for this, Oksana.

EN

OKSANA PRYKHODKO: I'm sorry. We will raise any question. For example, the vote for our new bylaws. We will provide this question. If we have a quorum in Helsinki, and we will have 50% plus one in the room or remote participants, I understand that for change in bylaws, we need two third of members. But in any other cases, we will have 50% plus one just at the end of our general assembly in Helsinki in our room. It's okay. If no, we have to prolong this voting term for the time, during which ICANN staff will provide all other participants with transcripts and with online voting ballots. Thank you.

OLIVIER CREPIN-LEBLOND: Oksana, if you look at the action item box on the right hand size, you don't think that the text which says, "If a vote during the GA is not quorate, an online vote shall be organized," does that not …? Obviously [if one] talks about an online vote, obviously we are going to be supplying transcripts and are going to be supplying the proper question for people to vote on. Otherwise, that would be very difficult for them to vote on it.

OKSANA PRYKHODKO: Before I argued for voting on face-to-face meetings, but now during the discussion, I changed my mind. I think that you have to provide all participants of EURALO with equal rights.

OLIVIER CREPIN-LEBLOND: Thanks for this. That's noted, too. Let's have Mikhail Medrish, then. Mikhail, go ahead.

EN

MIKHAIL MEDRISH: Thank you. I would like to stress one point. I suppose maybe the main point here. What does it mean, general assembly, at the end of the day? It's a set of decisions. During the general assembly, a lot of discussions, etc., but at the end of the day, the results are a set of decisions made or not made. What does it mean? It means that in the minutes of a general assembly, it is written. Question one, blah, blah, blah, blah, blah. How many members took place in a voting? So many. How many in favor? So many. How many against? So many. The decision is made because the number of members who have taken place in a voting is more than one third or one half, no matter. More than the number that it's necessary to have to make a decision.

The second, the number who are voting in favor is so many means, for example, 50% plus one, more than this number. That's why the decision is made.

OLIVIER CREPIN-LEBLOND: But 50% of the people present at the meeting, people taking part in the meeting.

MIKHAIL MEDRISH: It depends on what we will write down now in our bylaw. For example, based on the number of members who are taking place in the meeting. At the end of the day, we have minutes and we have point by point, the point itself and the result of the voting. How many members voted the decision made because of the number of members which are taking

EN

place in the voting? Less than enough. Okay, no decision. The point number two, blah, blah, blah, blah. The number of voters are, for example, good enough. The number of votes in favor, good enough. The decision is made. The next step, the next point, the next point, full stop.

The general assembly is the minutes, is the results of voting. I would like you to think about it. We will discuss this in Helsinki, but at the end of the day, the results in the minutes. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. I think I don't completely agree with you on this. The reason is because there is a lot of discussion that takes place at general assembly. That's the reason why there is a whole thing. You can have a general assembly taking place without needing to take any decision whatsoever and just discussing issues.

One of the problems is often, for example, you could completely discuss an issue at the general assembly and then say, "Because we don't have enough people here, we will have an online vote next week that will be taking place. All voting will take place online, but the discussion is taking place here." You don't need to have the same quorum for the discussion as you have for the vote because otherwise, you'll end up not doing anything at the general assembly. You can't even discuss an issue if a majority of the members are not present.

The concern is if you have the discussion at the general assembly and it is not mentioned as being quorate just for the discussion, then you would end up people later on when the vote takes place complaining and saying, "No, we want to have a call to be able to discuss this before

the vote takes place." All we're doing is effectively making our life a lot harder than it is, just complicating things.

Mikhail, you have the floor again. Or is that an old hand? You might be muted.

MIKHAIL MEDRISH: Excuse me. I agree with you that the discussions are very urgent point, but at the end of the day, the decision itself is made by voting. The results of discussions are the voting results. That's why I mentioned this point, that at the end of the day, the decisions are in voting, but the discussions are very urgent, yes. Sure, absolutely.

OLIVIER CREPIN-LEBLOND: Thanks, Mikhail. Let's go further into this when we meet face-to-face in Helsinki. Let's go now to you, Yuliya Morenets.

YULIYA MORENETS: Thank you, Olivier. I just wanted to say about the voting, I think the discussion, as it was said, is very important. I think we need to have the voting after the discussion during the general assembly, but in an online format. People who are enabled to join us or who are not present physically during the general assembly, they can vote at the same time. During the general assembly, those who are present during the general assembly, they will vote online via a laptop, etc. Those absent, they will do the same.

For example, for people who are not present during the general assembly, the vote will be open for one or two days. We shall start the vote during the general assembly in an online format. This will also avoid all the discussions that we need probably in separate calls to discuss the issues because we were not present. That's my point. Thanks.

OLIVIER CREPIN-LEBLOND: Thanks for this, Yuliya. [inaudible] I have a question on this suggestion. What you're saying is that for any vote that takes place, you would keep it open for a couple of days after the face-to-face meeting or general assembly takes place so that other people that have not voted are able to vote. Do you want this to happen, or do you suggest that this happens even if the vote is already deemed to be quorate during the general assembly?

YULIYA MORENETS: This is a very good question. This is something to discuss together now. I think it will make sense to close the quorum two days after. It will put all people at the same equal participation level, but let's say we have the general assembly, for example, in Helsinki. I'm not going to Helsinki this time. You will discuss something. There will be discussion. Let's say I will follow this online.

You will open the online voting system so people in the room, they will probably vote at the same time. Probably I will vote at the same time from my laptop at the office or whatever I am, or I can vote the next day. For example, the voting will be open for one or two days, and the

quorum and of course the final notes and the decisions, they have to be issued afterwards, so one or two days after, and the results, obviously. [inaudible].

OLIVIER CREPIN-LEBLOND: Thanks for this, Yuliya. I can understand your thinking here, which effectively makes it easier for people to vote in a general assembly by keeping the vote open for another two days, it seems from what you're saying even if there is already quorum during the meeting.

The concern that I have with that is that it would de-incentivize people from actually attending the meeting because they would say, "I don't need to attend the meeting. I'm going to be able to vote anyway after the meeting." If you have this thing of saying, "If the quorum is achieved during the meeting, then the vote is closed. Such is life. You should have been there during the meeting," it certainly pushes people to actually attend the meeting. That would be my concern about having a vote that is in any case, whether you attend or not, open for a couple of days after the meeting closes.

YULIYA MORENETS: If I may just add on my thinking here, I do agree with you. My issue is – and I was thinking, I was brainstorming at the same time, actually – if we have the same difference. For example, let's say I'm not attending. I'm in Europe, or I am in U.S. The meeting, for example, will take place in Mexico. For the time difference, I can't physically be at the same time online as people being in the room. This is my first one.

The second one, I think when people attend the general assembly, it's not only to vote. I think the most important part is to discuss the point and present their point of view. I think this is how it should be. This is to discuss, obviously, if we need to open it for an additional period of time or not.

OLIVIER CREPIN-LEBLOND: Thanks, Yuliya. You could obviously also give your proxy to someone that is attending if you're meeting face-to-face. I do realize we are spending a lot of time, a lot of discussion on this. It often is the case that much discussion is needed on these issues. They are very important. We want to find a just middle where this organization will be able to make decisions and take decisions. Then it can take decisions in a transparent and a fair way, and at the same time, that it also incentivizes people to participate in those decisions.

If they don't participate, they don't provide proxies, and they don't actually do any of this, then they would get penalized. That's where we can put metrics based on this and basically say, "Your At-Large Structure has not even bothered to take part in the general assembly, has not bothered to vote, has not bothered to send in a proxy. What exactly are you here for?" Simply said.

I guess everyone agrees on this one. We're all in the same frame of mind. Otherwise, we wouldn't be spending this evening on this call. I think that the way forward with this is to put a table together, as Mikhail mentioned. Put a table together with the different proposals for the quora. I haven't heard anyone be against the text that we have at

the moment, which says, "The general assembly shall have a quorum if at least …" Then we will have to decide what we want that level to be. It could be one third or one half of the ALS members are taking part in the meeting. When we say "taking part in the meeting," that obviously means face-to-face, online, and through the proxies.

I haven't heard anyone speak against, "If a vote during the GA is not quorate, an online vote shall be organized," and a full stop after that. Unless anybody tells me right now that you're not okay with this, then we can bank this and we will discuss the levels of the quorum for a general assembly to be valid and for a vote to be valid.

We will also discuss how do we want that vote to take place, basically.

Yuliya Morenets, is that a new hand? Okay, it is not.

Are we all okay with this? I note that we are on the top of the hour, so we have five minutes left for today's call. It is taking time, but I think it's better that we all agree with something so that we don't have to then disagree with each other when we have to present this to all the other At-Large Structures. The issue of voting is always very touchy.

I now also would like to introduce one more thing for you to think about, which is the issue of consensus. The ALAC and the At-Large actually operates by consensus. Only when we really don't agree with each other do we launch votes. Just like what we're doing in our working group here at the moment. I'm not asking anyone to start saying, "Let's vote for or against this," and having people put their green tick or red cross for all of that. We're trying to gain consensus.

We would probably need to define the level of quorum needed for a GA for consensus because if we say that a GA in itself has a quorum at a third of members but a quorum for votes are half plus one of members, then we are not taking into account the consensus. The consensus would probably need to have more than a third. Otherwise, we try and get consensus among a third of the participants in the GA without going through a vote. Something for us to think about on this one. I hope I haven't completely confused you.

I don't know if we have anybody else who wishes to speak right now. I'm inclined to say that we can probably stop at this point and take this up when we have our general assembly in Helsinki. There are two things that will be discussed at the general assembly, two updates from each one of our working groups. The update on this working group on the rules of procedure, and there will also be the launch of our other working group on At-Large Structure engagement. We might just wish to spend maybe ten minutes on the current discussion that we have here. We will even have more people out there. We'll have a table ready. Maybe at that point, we can even hopefully get moving forward a little bit on this.

Are we all okay with this? I don't see anyone saying no, so I'm either disconnected or everyone is in agreement. I do see one green tick from Roberto, so it looks like at least one person is still on the call and hearing me.

Thanks to everyone on this. It's been an interesting call, but we're moving slowly forward. We now have all the different points of view. I'll try and work with putting this, one person agreeing as a quorum. Yes,

EN

indeed. We can have a few more if we have a few proxies, like me, myself, and I. That makes three, plus one is four, plus Mikhail, five. We've already got more than half the people here in agreement, so great.

Thanks very much, everyone. Let's meet again in Helsinki. Of course, for those people who are not traveling to Helsinki, please join us for that general assembly online. We will be working on the current terms, which I think is to have a third of the people. We're going to send the paperwork out pretty soon and let everyone know where that general assembly is taking place, bearing in mind it is early in the morning. I think that for some people in Europe, it might be a little bit earlier or a bit hard because some people are going to work around that time. Let's cross fingers we have enough participants.

Thanks to all of you, and have a very good evening. If you wish, there is a EURALO call in about just over 45 minutes from now. I hope to be seeing you again on that call. Take care. Bye bye.

UNIDENTIFIED FEMALE: Thank you. 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]