GISELA GRUBER: Thank you, Olivier. Good morning, good afternoon and good evening to everyone. Welcome to today's EUALO Bylaws Next Steps call on Friday, the 3rd of February at 16h00 UTC. On today's call, we have Olivier Crépin-Leblond, Wolf Ludwig, Florian Hule. Apologies noted from Samantha Eisner. Erich Schweighofer has also just joined the call. We have Heidi Ullrich, Silvia Vivanco, Erika Randall, and myself, Gisella Gruber.

And if I could also please remind everyone to state their names when speaking, for transcript purposes. Also, I see that there seems to be some interference coming from the Adobe Connect Room. So, if you are not speaking, it may actually help to [BREAK IN AUDIO]. Can you hear me? Can anyone hear me?

OLIVIER CREPIN-LEBLOND: Yes, we can hear you very well.

FLORIAN HULE: I can hear you.

GISELA GRUBER: Oh, sorry, Sylvia said that she couldn't hear me. I've finished and I'm handing over to Olivier, thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much, Gisela. Olivier Crépin-Leblond speaking. At the moment, I don't have a wi-fi password so I can't see the Adobe Connect Room but welcome everyone and thank you for joining this call. Today's job is basically just to get the process going, the ball rolling as one says, regarding the EURALO bylaws review. Both Ludwig and Florian have both apparently, much experience on rewriting of bylaws.

The progress until now, while this working group has started quite a while ago looking at the current bylaws that EURALO is using, and which are somehow not reflective of the processes that we are now using, we went pretty much line by line to try and see how the bylaws worked with what we are doing and what parts needed to be amended and changed. And after a while we have found out that a lot of things needed to be changed and so our progress was very, very slow indeed. It was resolved in, I believe it was in our last call that we would be able to effectively go and start from scratch again.

There was a suggestion that we would be provided with some help from someone who has knowledge of European and more specifically, actually, the Swiss type of bylaws, for the simple reason that the current bylaws are based are based on German version of bylaws and are quite comprehensive and somehow complex, whilst the Swiss version of bylaws is actually quite streamlined and for our own purposes it was found that they would be the most adequate for our needs. So, that's where we are today. Wolf Ludwig has extensive knowledge of bylaws for Switzerland. He's drafted several bylaws for EuroDIG, for other associations.

And I understand that Florian Hule has also got good experience in drafting bylaws and I'd like to take this opportunity to thank Eric Schweighofer for having suggested Florian to come in and help on this. Now, ICANN Legal is represented also on this call and I think that's a great thing as well. I'd like us to stay somehow coordinated so that we have the ability to, on the one hand, find if whatever is going to be drafted and written is going to be both ICANN compliant but also compliant with the needs of EURALO. I think that's the, sort of, short introduction.

We have several links in our agenda to various documents. We have the current EURALO Articles of Association, that's what we call the bylaws effectively, the Articles of Association, which were adopted in Lisbon in 2007 and which were then amended in 2011. There is a link to the progress of the taskforce itself. A link to the overall Wiki that has the various sections and the bylaws. There is an MOU that has been signed with ICANN and we're not looking at changing the MOU with ICANN. And then we have a link to the ALAC Rules of Procedures, which might affect specific parts of the bylaws themselves.

So the Articles of Association is what we're focusing on. We are hoping to do something that is compact, that therefore is going to be quite stable. And when it comes down to more detailed processes, things like creation of working groups and things like that, this will be more suited for some rules of operation and operational matters. Another document that we can focus on when we're finished with the re-drafting of the bylaws and that could therefore be amended and modified as and when required. As we know, this is a very dynamic environment.

There is also at the moment an At-Large review taking place which might completely affect the ways that our rules of operational matters will take place, but I'm hoping that they will not affect the new bylaws that we are going to be drafting at present, or if they do, that there might be just very minor modifications. Regarding timelines, obviously, this is an effort that's been going on for about a year, we really would like to get this done as soon as possible.

I know that on a previous call I had mentioned I was hoping we would be able to finish off those bylaws by the Copenhagen meeting, and especially in light of the fact that EURALO is also looking at signing an MOU of collaboration with RIPE NCC, the Regional Internet Registry for Europe and the Middle East region. That is something I have discussed with representatives from RIPE NCC.

We're also running a little behind on the discussions with RIPE, so it's quite unlikely that we would have any kind of a signing of MOU between EURALO and RIPE in Copenhagen. And that certainly is, I guess, for this working group, is a good thing, because it will give us more time to not only draft but also pass the bylaws by our community and then get them ratified at the end.

So, less time pressure but certainly the pressure to get something done. We have some members in our community that are asking for the new bylaws and they're quite vocal about it. They would rather see a EURALO that operates directly according to its bylaws rather than the current loose and disbanding and the interpretation that we are making of them. So that's the background.

Now, regarding the main issues to be updated, the main topics to be included in the bylaws, I'm not quite sure whether I should pass the floor over to Wolf Ludwig perhaps, who can take over and basically give us a little bit of some of the feedback on what needs to be done. Our first practical suggestion from Wolf Ludwig. Wolf, you have the floor.

WOLF LUDWIG: Yes, I have to un-mute my line before I speak up now. It's Wolf Ludwig for the record. Thanks, Olivier, for this great introduction and, more or less, paving the way to our next steps. I have a very practical suggestion to make because usually when you have these remote operations during phone calls, etcetera, it's extremely time-taking.

I will be in Vienna in the middle of February during the Domain Pulse meeting. I can give you the dates. I will be in Vienna from 15, 16, 17. I could, before I make the flight booking, an extension until the 18th, meaning having a chance to meet Florian directly. If Florian or Erich would be available at that time at their front door, let's say from 17th in the late afternoon or evening, or 18th, so we could meet on the spot in Vienna and really go into the details already.

FLORIAN HULE: Yeah, yeah. I can definitely. This is Florian. I can definitely do that on the 18th if that's okay for you.

WOLF LUDWIG: So, then make already sort of reservation into your agenda. I will consider this before doing my flight bookings so I will extend my stay. I

will not come back on 17th, I will extend to the 18th so that we have a chance on the spot in Vienna to sit together and to just work on what is already on the table, more or less.

I discussed repeatedly with Olivier in between and we both think we should, on the one hand, take the basic minimums from Swiss Association Bylaw Prescriptions, and then compare it, what is according to Swiss requirements really needed, and then we put this from the existing ones in the new version, and we make a clear separation between what is really needed and essential in the bylaws.

And everything which is not required we put out and we put it into the Rules of Operation, which is much easier afterwards to modify, according to new needs and circumstances, than putting everything in the bylaws as it is at the moment. And therefore they are overloaded and completely bulky and not very operational. This is a suggestion I can make and well, it's open for comment.

OLIVIER CREPIN-LEBLOND: Thank you very much, Wolf. Silvia Vivanco, go ahead. You have the floor.

SILVIA VIVANCO: Thank you very much, Olivier. I just wanted to thank you very much, Wolf and Erich and Florian for collaborating together. I just wanted to add that the Bylaws task force has nine conference calls in which already EURALO as a whole decided on important issues such as the government structure, there were conversations about having advice

Chair, the number of board members, the responsibilities for the board, the decision making procedures, there were discussions about quorums.

And all of those decisions are already posted there under the task force Wiki page under the action items link. So, you already have a lot of good substantive decisions made and it's just a matter of put them together so you will have a very good draft to have to work with. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you, Silvia. It's Olivier speaking. And I gather, Wolf, that this will be a very useful resource for you and for Florian?

WOLF LUDWIG: Definitely.

OLIVIER CREPIN-LEBLOND: Okay excellent. Yeah, go ahead, sorry, is that Florian?

FLORIAN HULE: No, I think Erich is having something to say.

OLIVIER CREPIN-LEBLOND: Oh okay, Erich Schweighofer.

ERICH SCHWEIGHOFER: It's for the meeting in Vienna, [inaudible].

OLIVIER CREPIN-LEBLOND: Erich, you're coming out very faint. Would you be able to speak a little louder please?

ERICH SCHWEIGHOFER: It seems to me it's not working. I have a headphone, but it isn't working properly. I'll do it later.

OLIVIER CREPIN-LEBLOND: Okay, I can hear you. As long as everyone can hear you, that's fine with me.

ERICH SCHWEIGHOFER: Concerning the poll, it may be good to do it during the poll. But if we go to the poll, we can do it a bit later, so maybe we start at 11 to about 3 o'clock, if it's okay for you, Wolf?

WOLF LUDWIG: Yeah, it would be fine with me.

ERICH SCHWEIGHOFER: [Inaudible] and we have to sleep for a while.

WOLF LUDWIG: Yeah, that's also fine with me.

OLIVIER CREPIN-LEBLOND: Okay, excellent. Well, thanks for this. That's a deal then on the face to face meeting. Now, we have a call now. I guess, should we just reviewing, just exchanging a few views on the points which are on the agenda, Wolf?

WOLF LUDWIG: Let me see. Well, I guess the point 3.D. Because about the governing structure, etcetera, the governing structure is rather easy according to Swiss Association Law. The Upper Council is the General Assembly. And the General Assembly has the all-over decision making power in an Association. Then, the next one we have the Board, which will be newly described and I think we have already had enough discussions on Vice-Chair's Board etcetera, and different areas, this kind of stuff.

Therefore, I do not really see membership of the ALS's, it's quite easy as well. We even posed the question of individual members who can actively participate anyhow. But since 2011, since the bylaw modifications, they are even empowered to have a voting right, but under the condition that individuals join the respective ALS which is created for them, which is the only ALS's which is not based in one particular country, but is a trans-European entity. And they can make up their own opinions in the ALS and nominate a delegate, a Chair, as any other ALS.

And also, I have one person as all the other ALS's for voting. So, I think membership is quite clear. What probably needs a little bit more reflection and what can be touchy, but I'm not sure whether we really

need this in detail in the bylaws or we can simply put this into the Rules of Operation, but (00:18:35 – inaudible) decision making mechanisms, votes, quorum proxies, motions, etcetera, all these things.

These are usually touchy when it comes to voting, etcetera, and I think we need a little bit more reflection and discussion on these two points. Otherwise I think it should be rather easy what we have discussed already, to come up with a modified version, but in my opinion should be, after we come to some agreement in this group, we should submit it to the Board first, the EURALO Board, to give the EURALO Board members a chance to review it, to comment on it, to make suggestions, etcetera.

And once it may be approved by the EURALO Board then I think that would be the right time to perhaps organize with all members a separate call. All we need to dedicate one monthly call, almost only to these questions, then to present it to the members. And then after it will be presented, of course, we need to have the voting on it and this will be the most critical or the most crucial part of the whole story, because we need a two-thirds majority for something like this, otherwise the whole effort was in vain. That's all for the moment from my side, Olivier.

OLIVIER CREPIN-LEBLOND: Thank you very much, Wolf. Olivier Crépin-Leblond speaking. Erich Schweighofer, your hand is still up, is this a new hand?

ERICH SCHWEIGHOFER: I may ask what's considered a quorum Wolf now and if he has any ideas how we can change that, because (inaudible) you know, so I think that this law requires several officers and how that fits with the EURALO Boards where such officers seems not to exist, like financial?

OLIVIER CREPIN-LEBLOND: Okay Erich, it's Olivier speaking, your voice came out a little faint. So, I understand that you were asking regarding the quorum or the two-thirds majority thing? And also, I didn't quite catch the second part, the vote you were speaking about?

ERICH SCHWEIGHOFER: Financial officers on the system.

OLIVIER CREPIN-LEBLOND: Oh, the officers, yeah. Well, we've already discussed the Board which is the officers of EURALO, and then, of course, the other officers are the ALAC reps, ALAC representatives, but I don't think there would be any change in that. When it comes down to the two-thirds majority to change the bylaws, this is something that, I think, is quite commonly accepted in all bylaw drafting exercises, in order to get the stability that is required for a document as important as this one. It really needs the buy-in from a super majority, a buy-in. And I think that in the ALAC Rules of Procedures it's also a same condition as well. But I'll let Wolf maybe comment on that because he has been a EURALO Chair for longer than I have. Wolf Ludwig?

WOLF LUDWIG: Yes, thanks, Olivier. Wolf Ludwig for the record. Well, it's really as it is. Bylaws are the basics of the (inaudible) of an association. It's more like the constitutional part of the whole thing. And in constitutional law, to my knowledge, you always need -- in Germany, in Switzerland, to modify anything in the constitution, you need this extra qualified majority which is usually two thirds. And this is a minimum requirement prescribed by Swiss Association law. You cannot lower this down. You can even tighten it but you cannot lower it down to a simple majority.

So out of 38 members at the moment, while we have around two dead stacks, so, we at a minimum have to count with 36 members, so to make the change happening we would at least need 24. 25 to reach this two third majority out of our members. And this will be after the whole work will be done, by considerable challenge to convince people and to mobilize them to reach such a super qualified majority. Does this answer your question, Erich?

ERICH SCHWEIGHOFER: I'm not too sure, I'm just wondering, maybe I forgot something. But where we are presently incorporated in EURALO, because you're speaking of rules we have to respect. In which country are we now properly incorporated at the moment?

WOLF LUDWIG: We are not registered, not even in Germany. And in Germany, if you are a German association, you more or less need to be registered. You need to have [inaudible], otherwise you are somehow meaningless or useless, but as EURALO was from the very beginning, not [inaudible]

association, not like the chicken breeders or the rabbit breeders. We were a European entity or association, so the formalization procedure for EURALO was never done in Germany.

ERICH SCHWEIGHOFER: [CROSSTALK].

WOLF LUDWIG: There was a big dispute. If you do it in another country, you have to follow the rules, so theoretically we could have done it in Germany because our [inaudible] Bylaws were drafted according to German standards, but then you cannot simply go to another country and say we go and register there. The easiest way therefore again would be to do it according to the Swiss model, because in Switzerland, associations do not need to be registered. Only if you are involved in business operations, et cetera, if you are doing any sorts of trading, selling something, then you are required to have an entry into the trade register.

But otherwise, all the associations I have helped to create, like the [inaudible] Association, et cetera, bonds, they were created, founded by the founding assembly. It's okay, this issue can even open a bank account, but you need no formal registration process. So this is another advantage to do it according to Swiss laws, because it will be then recognized in the country without being officially registered.

OLIVIER CREPIN-LEBLOND: And it's Olivier speaking. And it's worth noting from the chats, Erika mentioned that none of the other region [inaudible] organizations are incorporated. And in fact I think it's widely known and widely in use that we are all unincorporated associations and that has boasted that holds under the model that we're looking at, at the moment. So Silvia, back to you, you have your hand up, you might be able to expand on this.

SILVIA VIVANCO: Yes, yes, exactly. I just wanted to add that, yes, the best practice and some other values meet at some point in the past. Whether or not it will be appropriate or convenient to incorporate legally in any jurisdiction, and if all of them decided that it was not needed because it's really a number of obligations with the commercial registry, with the [inaudible] authorities and, so, the best practice is they are not incorporated and that's the way they operate. So, I just wanted to add that. Thank you.

OLIVIER CREPIN-LEBLOND: Yes, thank you, Silvia. It's Olivier speaking. And that doesn't preclude the RALO from basically having this relationship with ICANN. This has been in operation for many, many years. I noted earlier that Florian Hule had put his hand up, but then he put his hand back down. Florian, may I give you the floor? You might have any comments or questions at this point. I realize we've all been speaking a lot already.

FLORIAN HULE: Hi, this is Florian. No, currently I don't have any questions. The main part has been said by Wolf already. The founding of an association under Swiss law is really easy. Actually, the moment the members agree upon the written articles and elect the board of directors, the managing board, the association starts its existence. Yeah, probably the two most important things about associations under Swiss law are aims, the purpose of the association and means of resources, which resources the EURALO wants to manage or use, actually. So, that would be good to clear.

WOLF LUDWIG: Yes, Florian, it's Wolf, again for the records. That's actually a very, very good point. It's a point that's created most of the confusions in 2006. Then, a bunch of Germans, where I was part of it, made the first draft. There were some strange ideas on the table of fantasies or dreams, that probably we could get via our own means, sort of a bit independent from ICANN.

There were even such ideas that we may find big players like Afilias, or national registries who would donate money to EURALO to make us function in an independent way, to organize our own conferences et cetera, blah blah blah. But this was only hot air, but never was followed up again and it so was said, you wouldn't get so easily, even if you have good contacts with Afilias, just a couple of €1000 a year to have your own [inaudible], or to have your own resources.

That's why we, from the start, after the situation in March 2007, merely and completely dependent on ICANN resources. So, whenever we

organized a face-to-face channel assembly, it needed a decision from ICANN, and an approval from ICANN, that it will be a face-to-face meeting, and there were two occasions when there was an ICANN meeting in Europe, or it was also twice occasions where there was an At-Large summit.

The first one in Mexico in 2009, and the second one in London 2014. When there was a big [inaudible] from the ICANN side and all the RALOs were supported to bring in their members to the general assembly. But beside this and only ICANN support, we have no resources and therefore this won't be complicated in our new Bylaws. We do not even foresee something like membership fees, et cetera, so we can leak this more or less out.

OLIVIER CREPIN-LEBLOND: Thank you very much, Wolf, it's Olivier speaking. And might I add that so far this has worked very well indeed, and so ICANN is indeed funding the activities of the RALOs. Just one additional point though, when we do have a face-to-face general assembly that is funded by ICANN or, in the case of the At-Large summit, we do have the ability to go through those organizations, like Afilias, like Very Fine, and various sponsors that are there and have been very willing to help us with sponsoring extra, what I call extra-curricular activities, you know, a showcase, and some drinks after the showcase, or a little event to get people to network together.

And in that occasion, the fact that the EURALO is not incorporated is not a hindrance at all because the sponsors either take care of the costs

directly with suppliers, or they work hand-in-hand with ICANN and with At Large staff in funding the event and so on, and this has not been a barrier to any such operations. At this point in time, I wanted to perhaps turn to Erika Randall and I'm sorry to, sort of, put you on the spot, and there might be, there's not much else to add, but I wondered whether there were any prospectors from ICANN's point of view, that we might be alerted to as we are restarting, rebooting this process. Is there anything that you feel needs to be mentioned at this point? Erica?

ERIKA RANDALL: No, I think at this point, we're kind of here like listening to make sure that we, you know, can offer you the kind of support that you need. And just kind of, as I generally understand, the idea is that you're going to leave your articles of association a little more lean so that they're flexible, but that some of the detail would be in your rules of operation. And I think that's pretty much like the standard way of, you know, setting up Bylaws or articles of association because that's the document that requires a super majority of the change and it's the foundational document.

So, I think as a general matter, that seems to make sense. So, I think at this point in time, it's more of a, are there certain sticky issues that you would like for us to look into, or to have in the back of our mind as we're, you know, kind of helping you through this process.

OLIVIER CREPIN-LEBLOND: Thank you Erika, it's Olivier speaking. Wolf, any questions or thoughts that come into this moment? No. So, one of the things that I think we should really sort of put together now, I guess, is a road map as to how we're going to achieve our means. We've already discussed the early part, so I guess that Wolf and Florian and Erich and our small group, so including everyone, if could I ask that we all stay coordinated on this, can start before the face-to-face meeting of Wolf with Florian and Erich in Vienna, for a couple a weeks? Is it? Just a week and a half or something.

FLORIAN HULE: Ten days.

OLIVIER CREPIN-LEBLOND: Ten days. In the ten days, yes. So, get prepared for that, and then I guess there will be a big boost on that day, so hopefully we should have something after that meeting in Vienna. And then the step after that of course is to then show this over to our wider Bylaws working group, and get their feedback so we can have a conference call in the week after this meeting in Vienna.

We can have a conference call with our Bylaws working group, get their feedback, and once that working group is happy with it, then we will present it to the EURALO board. And from the EURALO board, once the board has looked at it, and has made any amendments or given it a green light, then we can certainly present it to the wider At Large community during our general assembly in Copenhagen, which would

then have both people face-to-face but also people being able to dial in to be able to discuss these. Is that a suitable way forward?

WOLF LUDWIG: That's right.

OLIVIER CREPIN-LEBLOND: Silvia? Heidi? Is this workable?

SILVIA VIVANCO: Hello, yes, this is Silvia. I think this is perfectly workable.

OLIVIER CREPIN-LEBLOND: Okay, excellent. [CROSSTALK] Sorry, somebody else wanted to speak? No? Florian, Erich, are any of you planning to come to Copenhagen?

ERICH SCHWEIGHOFER: Erich is speaking. Yes, I am coming. Florian has some other duties, he's still trying to finish, hopefully, small studies, so he couldn't make it, and some other obligations, but I will be there, yes. [Inaudible]

OLIVIER CREPIN-LEBLOND: Fantastic. Well, thanks very much for this. So, yeah, I think then that's a good way forward, and we'll -- well, I don't really think there's really very much else to discuss at this point. I don't know whether -- Silvia, is there anything else that I might have overlooked? Or Heidi, did you want to add to this?

SILVIA VIVANCO: I think -- I don't know if Heidi is on the call, I believe she dropped.

OLIVIER CREPIN-LEBLOND: She's on the other [CROSSTALK].

SILVIA VIVANCO: Okay, I see her, yes. I'm taking notes from the next steps so we just need to find some dates and have the road map which the date clears, so staff can plan accordingly the conference calls needed, and that's from our perspective's what we need, and that's all.

OLIVIER CREPIN-LEBLOND: Okay, excellent. So meeting in Vienna – it's Olivier speaking – meeting in Vienna, is the 18th?

WOLF LUDWIG: 18th.

OLIVIER CREPIN-LEBLOND: 18th of February. Then let's already start doodle for a Bylaws working group called the week after, immediately after the 18th. And I think it probably might be premature to then schedule the call afterwards with the wider working -- well, we've got the wider working with the board, the EURALO board. But let's pencil in the week after then, the call with

the EURALO board, so that gives four or five days to gather any significant amendments for us to be able to address these.

I'm not sure, I'm working from memory at the moment, so let's see, 18th, the week after that is dangerously close to the Copenhagen meeting, because I think then it's the week after that, isn't it? And I haven't got a calendar in front of me.

SILVIA VIVANCO: Looking at the calendar. Well, we have in March, Copenhagen on the 10th. So that would be, yeah, very close to the Copenhagen meeting. So probably [CROSSTALK].

OLIVIER CREPIN-LEBLOND: Well, it's Olivier speaking, so the 18th of February would be a Saturday. The week after that is the week of the 20th. So, let's have then the Bylaws working group, EURALO Bylaws task force, sorry, call on that week from the 20th to the 24th, any time of that week, any suitable date for that, if a doodle could be sent out, please. And the week after that is the week of the 27th, and that's when we have the board, the EURALO board call.

And then the week after that we're meeting. That gives us two weeks. I don't know when the general assembly is due to take place; perhaps Gisella can help us from that. But I think that's two weeks from the EURALO board being in front of this, so that appears to me to fit quite nicely.

WOLF LUDWIG: [AUDIO BREAK] That's fine.

OLIVIER CREPIN-LEBLOND: Okay, so have you all taken notes? Is that all fine?

SILVIA VIVANCO: Yes, we have now the date, so that works perfectly. And I would like to know at what point you would need Erika's support in reviewing any document or a final document?

OLIVIER CREPIN-LEBLOND: Wolf?

WOLF LUDWIG: Yeah.

OLIVIER CREPIN-LEBLOND: At what time would you think Erika Randall would have to have a look at the document? Obviously, we don't want to waste any time, any of Erika's time. Perhaps, just before the Copenhagen meeting, so that --

WOLF LUDWIG: [Inaudible] Beginning of March, I would say.

SILVIA VIVANCO: Can you repeat?

EN

WOLF LUDWIG: Beginning of March.

SILVIA VIVANCO: Okay, okay, so after the document is reviewed by the board, then Erika will review it?

OLIVIER CREPIN-LEBLOND: Yeah, by the EURALO board, always make the distinction. The EURALO board, obviously, not the ICANN board.

SILVIA VIVANCO: The EURALO board, sorry. So I'm going back to the [CROSSTALK] ICANN even to review the draft sometime in early March, okay?

OLIVIER CREPIN-LEBLOND: Perfect. Okay, well, I think we've reached any other business on this call. Is everybody fine with this? Are we all set?

SILVIA VIVANCO: I believe so. I think if Erika maybe has any questions or comments? Otherwise, I think we are set.

ERIKA RANDALL: No, I think that's it for me, thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks very much everyone. This has been very compact and very useful, and let's get the ball going. So, thanks everyone, and this call is now adjourned. Bye-bye.

[END OF TRANSCRIPTION]