
YEŞİM NAZLAR: Good morning, good afternoon, and good evening to everyone. Welcome to the EURALO bylaws taskforce call taking place on Tuesday, 10th of October, 2017, at 1900 UTC. On our call today, we have Olivier Crépin-Leblond, Wolf Ludwig, Florian Hule, Roberto Gaetano, Oksana Prykhodko, Sébastien Bachollet, and Erich Schweighofer. We have received an apology from Matthieu Camus, and from staff we have Silvia Vivanco, and myself, Yeşim Nazlar. Before we start, I would like to remind everyone to state their name before speaking for the transcription purposes. And I would like to leave the floor back to Olivier. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thank you very much, Yeşim. Have we missed anybody in the roll call? I'm not seeing anyone putting their hand up, so welcome, everyone, to this call on the EURALO bylaws. It's been quite a while since our last call that we had, and of course, we've had the whole summer that went through since our last call with the usual summer break, and it's great to be meeting again now and starting to pick up the ball on more things, other parts of the bylaws. There's some noise in the background. I'm not quite sure who it is at the moment. But anyway, you can all hear me. It's great to have some more bylaws work, and hopefully we can start heading more forward towards having a completed set of bylaws. I've asked for the agenda items from Florian and Erich and Wolf, our three main drafters, who've been working together, and there are three things today which are going to be looking at. The first one is called a seat, so effectively it's to do with the seating of the company, the

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company being based in Switzerland, the previous secretary being based in Switzerland, the next secretary of EURALO not being in Switzerland, but we'll elaborate on this in a moment. The next one is on voting, and this will be a voting process, etc., and then the alignment of the draft with the ICANN rules on the RALOs, membership participation rights, financing, etc. I think we've touched on some of these, but we may need to look back at them.

So, without any further ado, I think, perhaps, I should turn the floor over. Should I turn it over to Florian?

FLORIAN HULE: No, to Erich, because first topic, the seat, was put on the agenda by him.

OLIVIER CRÉPIN-LEBLOND: OK, thank you very much, Florian. So, the first part is the seat, and for this, we have Erich Schweighofer. Erich, you have the floor. And at present, we cannot hear Erich Schweighofer. I don't think that Erich is dialed in. He might be trying to speak through Adobe Connect. Yeşim, how do we reach Erich? Ah.

ERICH SCHWEIGHOFER: Hello, can you hear me now?

OLIVIER CRÉPIN-LEBLOND: Now we can hear you, yes. Very well, excellent, Erich Schweighofer, you have the floor.

ERICH SCHWEIGHOFER: Thank you, Olivier. I wrote this because EURALO should have a personality based in Switzerland, and thus we need some kind of participation there to bring a secretary participating in Switzerland, and it was quite easy, and we should consider how we, in the future—it's not the real issue. We need some proxy in Switzerland. So, I guess we could move on with the draft of the resolution. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you very much, Erich. My first question comes as to the seating in Switzerland. I might be really confused on this, so I'd be really interested in hearing a discussion on this, so that we get this clear. I have felt, originally, that the by-laws would be following a Swiss association model, just as a sort of drafting model, as such, but was not going to be seated in Switzerland as such, or registered in Switzerland, etc. And so, I just wondered why—well, I guess—is it that the current level requires a name, then? That if we use a Swiss model for bylaws, it absolutely requires a name or a proxy or something based in Switzerland? And how would it affect us if we didn't have such a thing?

FLORIAN HULE: May I?

OLIVIER CRÉPIN-LEBLOND: Florian?

FLORIAN HULE: Yes. Well, it would affect us in one major way, because if we don't—we can have the bylaws under a Swiss model without a seat in Switzerland, but we won't have legal personality. There wouldn't be any legal personality, and there might be a problem about enforcement of the bylaws. There might be a problem regarding—we would say in German [speaks German], the guarantee that the court would enforce the law. So, that's the major letdown if we don't have the seat. We have all the other stuff anyway, so if we have the seat as well, we are a full legal personality under Swiss law.

OLIVIER CRÉPIN-LEBLOND: OK, thanks very much for this, Florian. That's very helpful. Next, we have Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I trust a short comment—I put it already in the chat. First of all, we have two members being partly based in Switzerland. That's me, and that's partly you, Olivier. So, this would completely be enough or sufficient to be seated in Switzerland, so there is no problem at all, and you cannot change just the seat, according to the new leadership or the next secretary coming and getting out, etc. So, we should keep and stick on Switzerland as a seat, and as we have physical members here being registered in Switzerland, I see no problem here. And as I mentioned before already, being a Swiss association, it's not necessary to get officially registered here.

FLORIAN HULE: May I?

WOLF LUDWIG: Just as a last remark, just as an example, the EuroDIG Association is also based in Switzerland, and the EuroDIG Association which exists now here since 2012 is not registered, and neither is—it's only if you do some kind of business. Then you need to get registered. Otherwise, there is no necessity for it. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks, Wolf. Reply, Florian Hule, and then we'll have Sébastien Bachollet afterwards. Florian?

FLORIAN HULE: Yes, I completely agree with Wolf Ludwig. This is completely separated from the topic of registration. If we have two members at least partly time-based in Switzerland, that would suffice. We'd just have to put it in a clause in the bylaws to say, "Yes, we have the seat in Switzerland, and we are available under this address." That would probably suffice. I will check up with the commentaries to make sure, but I don't see any problem in this regard.

OLIVIER CRÉPIN-LEBLOND: Thanks for that, Florian, and next is Sébastien Bachollet.

SÉBASTIEN BACHOLLET: Thank you. Some background noise—OK, thank you. Yeah, I think the argument about why, if any reason, we need to be incorporated—it's to have the possibility to have the legal part of Switzerland being asked to solve problems, but I really think that it's not what we are looking for. We are looking for bylaws that we can follow, all together, but we don't need the Swiss Justice to come any time. If we are not able to agree among ourselves or the future people who will be in EURALO, then we have a very big problem, but as for ICANN, we are looking not to have involvement of the Californian Justice. We don't want to have the Switzerland Justice or any justice in Europe involved in that. Therefore, as the fact that we are not seated, it's not a problem. And the other point is that yes, we have, as Wolf already said, people there, but we have also, at least if I am not mistaken, one at-large structure, and it's even more than just one or two people. And it's what I was looking for. I don't see the second one. I guess there is a second one, but I don't see it on the list of the members of EURALO. But that's not my point. If we have two, it's even more—we have two registered. We have good people with good knowledge of EURALO, and that's enough. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Sébastien. And so, I note two things. So, he's basically saying we don't need to have a seat anywhere, because we're not looking towards enforcement under any specific regime. Others are saying, Wolf included, I think, and Florian, are saying, "Well, we need to have a seat if we want to be able to enforce the bylaws." I mean, my concern is that none of the other RALOs have a seat anywhere, so none of them are—well, we know that none of them are incorporated, but none of them actually have a seat, per se, or legal standing, per se. And

so, we really need to find out whether we want to. We certainly can, if we want to, if we wish to do so. Or what we could do would be to leave that open to our membership to decide whether they wish EURALO to have a seat or not, so we could have effectively the choice, giving them the choice, at that point, when we're going to have to go through the bylaw—when they're going to have to be voted, basically, and get our members to choose whether they wish the EURALO to have a legal standing or not, in which case, we need to have the answers for the legal standing, and it be mentioned that one could use my address in Switzerland. That's absolutely fine with me. It's also been mentioned that we also have an ALS in Switzerland, if not more than one ALS, and so members in Switzerland, so it's not an issue as such, I think, from what I've heard at the moment. Next—oh, shall I just—OK, Florian first, and then Oksana. Go ahead, Florian.

FLORIAN HULE: May I—just a short comment.

OLIVIER CRÉPIN-LEBLOND: Go ahead.

FLORIAN HULE: The question of the seat is connected to three other questions, or rather, they stem from the questions of the seat. If we have the seat, we fulfill all the essential criteria for legal personalities. That means that EURALO may have rights, may have duties, may act as a person. We do not need incorporation. This is nothing to do with registration or

incorporation in any way. We don't need to do that. It's a connected, but entirely separate, issue, in the end. If we do not want to be registered, that's fine with the Swiss law. It's true we need the seat to have enforcement, but we also—and that's the main point—we also need it for legal personality. We need it to be recognized as a person under the law. That's the entire point.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks for this, Florian, and then thanks for explaining this and spelling this out. The question that I'm asking is basically, "Should we ask our members whether they wish to have a legal personality or not?" because I think that there might be some who wish to, and there might be some who don't wish to. I do not know. I have no idea in which direction, at present, the vote would go. But if we were to offer both options, then that would probably be the most bottom-up thing. Or even before that, when we send the first draft, we can then say, "Look, parts which we still need to decide on are whether we want a legal personality or not," and then you can explain, "For a legal personality, you need this, this, this, and that," and that includes needing a seat, and this is the proposal for it. Or if we do not want EURALO to have legal personality, at that point, that would mean that we don't need this or that. Let's go through the queue. Oksana Prykhodko?

OKSANA PRYKHODKO: Thank you, Olivier. Thank you, Silvia, for asking my question in chat about this, and thank you to Erich and Olivier for the explanation of what's involved in this. I don't know about this, but the quorum will

decide about it. I would like to remember about ICANN's headquarters in Geneva, also, maybe, as an option.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks very much, Oksana. I don't believe that there's ICANN headquarters. I think that there's an ICANN office in Geneva, but it's not the European headquarters, which so far were in Turkey, and I understand that part of the operations have now been moved to Brussels. So, it's just an ICANN office. I do not know what form the office has, whether it's actually people working from home, or whether there's an actual real office there with a secretariat, etc. But thanks for pointing this out, and we could definitely consider that, as well. Next is Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. Just to be clear again, it's a formal requirement for bylaws, according to Swiss Bylaw Association standards, that you need to mention the seat in the bylaws. It's one of the essentials that is a prescription, and you cannot do without mentioning, but you don't need to specify it as a place in the bylaws. You can just say, "The association is seated in Switzerland, according to Swiss association law, blah, blah, blah," and the location is based—that's enough. That's what would correspond to what we had before in the EuroDIG bylaws, when so far it was my previous one in the hotel, so it was mentioned, "The association is based in the hotel," which has now changed to the autonomous living.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Wolf. I have asked in the chat if we could please check what form the ICANN engagement office has, whether it's people working from home, or is it an office as such, and whether this could actually be the registered address for EURALO, if there is such a thing. And Silvia will check, and that's just another option, by the way. As I said, I'm happy to provide my address, or you could also use Wolf's address or any other address that's suitable. Erich Schweighofer, you're next.

ERICH SCHWEIGHOFER: Thank you. I strongly argue for a legal personality, because without that, we are just a group of people acting, having all some kind of shared liability, and that's very unfortunate for the board if something goes wrong. Also, we'd have to get some corporation agreements with other associations, and for that we need a legal personality. It's a stronger liability, but so we have a stronger and higher standing if we have a legal personality, and not just a group of persons.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks very much for this, Erich. That's a strong case for having legal personality. Certainly, the liability is a strong case for that. Did I hear Wolf?

WOLF LUDWIG: Yeah, I think it's not really needed, sorry. I think it's not needed, so we shouldn't do it more complicated, etc. With anything to liabilities, etc., basically, or actually, there are no liabilities. So, at EuroDIG, a lot of, at

least, money from donors is involved. They're a sort of liabilities. But even in EuroDIG's case, one day, when we do not get money anymore, and EuroDIG cannot continue its work, there are no liabilities anymore.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Wolf. I don't see any other hands up, so at present, I would say that the next thing—I mean, we probably need to then provide the two options for our membership to decide, and our membership will decide on this, so if we can draft—and I guess this only is for a couple of clauses, isn't it, Florian? How many clauses would have to be different if we were to have this legal standing or legal persona or non-legal persona?

FLORIAN HULE: That's hard to estimate, because the basic premise of the Swiss association as it is, is that the Swiss association has legal personality, therefore, that liability is limited to the association itself, not to its board, not to its members, so I can't really estimate that right now. I guess it's—yeah, the liability clause would have to be different. I really can't estimate that right now. I don't know. I would have to read up. I don't think—well, because the basic thing is, it isn't an association anymore. If we leave the personality out of it, it's something else. It follows the construct, maybe, and it follows the basic outlining, but it's definitely not an association under Swiss law. It won't be binding or enforceable in any way, and it would leave a lot of questions as to what relation members are to each other, under what law, under—what is

the relationship between EURALO and ICANN? Under what law is it governed? So, that would be something else.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Florian. I understand that currently, the MOU is signed under the U.S. law. I have not dug into the ins and outs of how the MOU is signed, because if you're saying that EURALO does not have a legal personality, then I don't know how that is signed, as such, but perhaps it is just a grey area that is left like this, and this is one of the reasons why we're probably worked on it right now. Sébastien Bachollet?

SÉBASTIEN BACHOLLET: Hello, yeah, Olivier, the MOU was signed by the founding members, and each of the representatives of the ALS who founded EURALO signed the MOU with the ICANN. I guess Wolf was one of them. I was one of them, and some of the—we have the photos for that—and there will not be a need for a change, except if we want to rewrite the MOU and change things and decide who will sign it again. But I really thing, as Wolf already said, we need to have something like—we are in an environment where things changed, and as you can see, the current bylaws are not good enough, but we are still alive. We are still working. We are still doing our task, and we have leaders. And the bylaws are just something we need, but let's not go too much into constraint for the future. Thank you.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for that, Sébastien . What I would suggest, then, and I see agreement from Wolf here—what I would suggest here is—we don’t have an actual overall consensus on this part—is to pursue the actual drafting of the bylaws as such at the moment. The question that was on the table today was, “Where would the seat be?” and we can certainly use my address if the ICANN address is not possible to use, as a temporary thing, and I’m sure that changing the seat in the future, if we need to change the location, etc., might be an easy task to do, or is not that difficult a task to do. When it comes down to finally going with the bylaws at the end, whether we would have a seat or not, I’d rather get our members to decide, and our members to decide on the legal personality of EURALO. We’ve operated without a legal personality for so many years. The other RALOs currently do not have legal personality. I certainly understand the attraction of a legal personality. I think that it might actually bring EURALO to the next level. But at the same time, I also think that sometimes, if it’s not broken, don’t try and fix it, and don’t try and change things, in which case, really, I believe the MOUs would not have to be resigned, hopefully, with those bylaws, but if they do, then we’d obviously have to explain that to our membership and let our membership decide on this.

OK, let’s get moving, because we’re not going to spend the whole call on this part. Let’s then go to the next thing, which is the voting. And I’m not sure, now, who is going to pick this one up. Is it Florian? Is it Erich or Wolf?

FLORIAN HULE: I can start, if you want. I drafted it.

OLIVIER CRÉPIN-LEBLOND: Thank you very much, Florian, and the voting resolution draft is on the screen for everyone to see now. Thanks.

FLORIAN HULE: Yes, yes. Yeah, as agreed, I composed a standard voting process with the thresholds we agreed on the last call. There are some minor questions, like, “Does every member have an equal vote? Do we have members without votes?” Then, under clause 921, section 4, do we want to have proxies to have the right to appoint a proxy for them, so a double proxy, as it’s called? Then, the formal general assembly—mainly out of interest—funding to fund this meeting comes from ICANN. Do we want to specify that or leave it open? The online meeting—in which form is it done? Because around this form, we have to address the form for the delivery of the proxy notice, for the convocation. Is convocation through email an option? Do you want any other way? Those are the major questions, actually. And how is voting done currently? Is it done by show of hands, by device polling? Those are the main questions around voting.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Florian. Thanks for this run-down. So, may I suggest, then, that we go line by line and question by question, and then discuss each one of them in turn? Because there are quite a few questions that you’re asking here. I’m a bit concerned, if we actually start discussing all the questions at the same time, we might end up

with a lot of discussion and no movement. So, the first one is to do with the equal vote.

FLORIAN HULE: Yes. That's in—

OLIVIER CRÉPIN-LEBLOND: It's standard, but it's not mandatory.

FLORIAN HULE: Yes, it's standard to—it's the standard idea. All the members have an equal vote. But it's not necessary or mandatory in any way. So, if you wanted to have certain classes of members who have no vote or have another vote, just say it, and I can draft it.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for that, Florian, and I gather that really depends a lot on the definition of what a member is.

FLORIAN HULE: Yes, of course.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for that. Any comments on this? Sébastien Bachollet?

SÉBASTIEN BACHOLLET: Yes, thank you, Olivier. I just wanted to know if there is any work to align the different RALOs in how they do voting, because if we change it, like we set up things now, and we wish to go to the same type of voting system with the other RALOs—and I don't know if it's a goal—we will have, maybe, to change it. I think it could be also useful to remind us what are the different ways of voting from the other RALOs, if possible. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Sébastien. It's Olivier speaking. My understanding from the other RALOs is that some are currently re-drafting their bylaws, as well. Some have bylaws that they're about to embark on re-drafting. I would be careful with wanting to even out all of the different bylaws across all of the RALOs. They're all at a different level of rewriting. And I would suggest, perhaps, that once we've got our draft done, then we can compare it with what the other RALOs are using. But launching a process by which we want all the RALOs to even out their bylaws is going to be a multi-year project, I think. I'm just thinking, bearing in mind they're all at different levels. It's a very good point you're making, of course, and I think it's something that we might need to look at in the future, once we've got our set of bylaws drafted. We might need to change—amend the voting procedures if our voting procedures are not similar to others. That will be, again, a choice that we wish to make or not. With regard to the equal vote, I understand, from the current system, that every member has an equal vote. I understand that, in some countries, in some RALOs, like in LACRALO, the system is completely different. They have a weighted system on a per-country basis, so if you have three ALSs in a country, then you get just a third of

the votes. If you've got one, you get full votes. If you've got five, you get a fifth of the votes, or one ALS would have a fifth of the votes, if you have five ALSs. It's a discussion to have here, actually. I don't think that we've reached the point yet of having so many ALSs in some countries that one warrants the change to a weighted system, which makes things a lot more complicated when it comes down to voting. It's something that we might have to look at in the future, if we start getting in excess of fifty, sixty ALSs, and we start having some countries that have dozens of ALSs, then others that have one or two, and we start noticing that politics and geopolitics start playing into the game. So far, I haven't personally noticed this in EURALO. So, I don't know if it's a green tick to what I'm saying from Wolf Ludwig, but is there anybody else who wishes to say something today? I don't see anyone putting their hand up, so I gather everyone agrees. Wolf Ludwig?

WOLF LUDWIG:

Yes, thanks, Olivier. There was, by the way, a question from Oksana in the chat—what about sleeping ALSs? And I think this is a point that we should consider, because we have already adopted a procedure that was basically in NARALO. Over the last years, we didn't care so much about completely sleeping ALSs. When it came to a vote, they had voting rights like the others, and it was, in the past, quite difficult to precisely define what is a dead or what is a sleeping ALS. Meanwhile, we have decertified some of our dead ones, and we have to always review to what an extent ALSs are participating or not. And I think with sleeping ALSs, we could simply put a remark in that voting rights are suspended for a certain period of time, and the next step would be then asking for decertification. I think this is a procedure that we started

already in the past, and we should continue on this basis. I think NARALO made good experiences with this way to proceed, and we should do the same thing. At the moment, there is one suspended ALS, which is ISOC Luxembourg, because we wanted to grant them some time for getting reestablished or getting reactivated. If this has not happened in the future, I think then it's time to make a clear decision about ISOC Luxembourg and ask them for final decertification. And on my base, there are candidates that I see no sense anymore to keep them listed as existing ALSs, because except for traveling to meetings, they never really cared about EURALO. And in my opinion, these actually are cases where we should consider consequences in the near future. That's it. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you, Wolf. You mention all of this, the decertification and so on. I thought this was going to be in the rules of procedure, and not in the bylaws. I think here—we were going to put any detailed things in the rules of procedure. We were going to keep this out of the bylaws.

WOLF LUDWIG: Right, it would be my favorite way to do it to keep the bylaws short and substantial, as far as possible, and to take out these difficult points, like how to handle a dormant ALS. I think this should go into the rules of operation. I agree.

OLIVIER CRÉPIN-LEBLOND: Yes, thank you, Wolf. So, coming back to 9.2.1.2, the general assembly of all members, every member has an equal vote, I would suggest then that we say, “Every member has an equal vote, except if that vote has been suspended according to the rules of procedures.”

WOLF LUDWIG: That would be a good way to do it, yeah.

OLIVIER CRÉPIN-LEBLOND: Thank you. Let’s go down our list. Next is Erich Schweighofer.

ERICH SCHWEIGHOFER: I agree with Wolf that we should try to fix the rules so that votes are suspended after several meetings haven’t been attended, and there may be some kind of period, maybe half a year, that they can reactivate the vote. So, there shouldn’t be too much activity of the EURALO board necessary. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks very much for this, Erich. That, again, is going to go, I think, in the rules of procedure, and the bylaws should just say “an equal vote, except if that vote has been suspended, according to the procedure in the rules of procedure,” and then we can have a full paragraph in the rules of procedure, which will explain what we currently do, because I think that the current system actually works well, and also explain any recourse, any action that could—and in fact, in this, we can also start—in those rules of procedure, we can also start looking at minimum

participation criteria and things like that, if there is a taste for it. But for the bylaws, we can just say, “equal vote, except if that vote has been suspended according to the rules of procedure,” if you’re OK with that. Are you OK with that? I see an agreeing tick from Wolf Ludwig. Erich, it was in response to what you mentioned. Are you OK with this, that what you mentioned goes to the rules of procedure? Yeah, I see a green tick from Erich Schweighofer, as well. Let’s go to Oksana Prykhodko.

OKSANA PRYKHODKO: Thank you, Olivier. I absolutely agree with your proposition, because there is no provision for this in the bylaws, and only in the rules of procedures, so I support your wording, with the editing—if all members have equal rights, “except cases explained in the rules of procedure.”

OLIVIER CRÉPIN-LEBLOND: Oksana, you mentioned “equal rights.” Equal votes?

OKSANA PRYKHODKO: Equal rights, yes, except the cases explained in rules of procedure.

OLIVIER CRÉPIN-LEBLOND: OK, Florian, how does that work? Would that work well?

FLORIAN HULE: You mean that the rules of procedure interfere or change membership rights? I think it’s possible.

OLIVIER CRÉPIN-LEBLOND: Yeah, every member has equal rights, except in changes imposed by the rules of procedure.

FLORIAN HULE: I think that it's possible. I will check it out, but from right now, my point of view is that's perfectly legal and workable.

OLIVIER CRÉPIN-LEBLOND: OK, thanks. So, would you say, then, instead of saying every member has an equal vote, you could say every member has equal rights, except as imposed by the rules of procedure? Would that be workable?

FLORIAN HULE: We can do that in the member section, where we define what a member is, but in the voting section, we really need the word "vote."

OLIVIER CRÉPIN-LEBLOND: OK, so every member has an equal vote, except—

FLORIAN HULE: As explained in the rules of procedures.

OLIVIER CRÉPIN-LEBLOND: Perfect, let's switch to the next one, please. Let's go to double proxies.

FLORIAN HULE: Yes, proxies are fine. Actually, I used the standard clause in UK Associations and Corporations as a starting point. This is really pick-and-choose. You can add or delete whatever you want to that, within the limits of the law, of course. But yeah, proxies may only be validly appointed by notice in writing, a proxy notice. If we want to have that, we should also specify to whom it should be delivered, to whom it should be addressed. The next paragraph of 9.2.1.8—to the contents of the proxy notice, it says it has to state the name and address of the member appointing the proxy, identify the person appointed to be that member's proxy, and the general assembly in relation to which that person is appointed. It's signed by or on behalf of the member appointing by the proxy, or is authenticated in such a manner as the board may determine, and is delivered to the general assembly, in accordance with the articles and any instructions contained in the notice of the general assembly to which they're relayed. Proxy notices may specify how the proxy appointed under them is to vote or that the proxy is to abstain from voting on one or more resolutions. Again, if we want to use this system, we just have to specify in which way the proxy notice should be delivered, but you can add or erase whatever you want.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for this, Florian. One thing that struck me right away is that we're not the first organization in at-large that is using proxies, and certainly the ALAC is using proxies, and has recently rewritten its rules of procedures, and there is a section that talks about proxies. I

understand, from the experience we've had since the rules of procedures have been redrafted, that those proxy details appear to be working. I haven't heard of any problem with it, in which case I could suggest that perhaps we use that. The concern I have with what's currently here is the name and address of the member, and the signatures and so on. Living in a virtual environment today, the signature often is just an email, so that might not be then the paper signature or piece of paper that goes around with an original signature, etc., etc. But the wording in the ALAC rules of procedure, I think, takes care of all of that. Let's go through the queue and come back to you after that, Florian. Wolf Ludwig?

WOLF LUDWIG:

Thanks, Olivier. Yeah, I always try to keep things as simple as possible, not to fall back to the mistake we did with the original version of the bylaws, where they wanted to specify anything one day they may put into a rule. I think it's a criticism of detail. It's not really helpful or productive. I also have my doubts regarding point 4, "proxy notice may specify how the proxy appointed is to vote." This is a question which is usually handled between the person giving, the ALS representative giving a proxy to somebody in who he or she trusts. You don't just give a proxy to anybody, but to a person you usually are close to or you know better, etc. And I think this may be a little bit complicated, if we really ask for specifications about detailed voting modalities and that, under item 5, you vote for yes, under agenda item 7, you vote no, or under 9, you abstain, etc. This is usually done between the person giving the proxy and the person receiving a proxy, and I don't think we

need that kind of specification here, because it makes things simply bureaucratic. That's my opinion. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Wolf. I think this, though, that we're looking at 4—"proxy notices may specify how the proxy appointed under them is to vote"—I don't see this as being a compulsory thing of it needing to specify it, and it just seems to just open the door for this to be—it may or may not, really. And so, I gathered Florian just did a cut-and-paste from the association thing. It seems to just formalize a process for proxies. I didn't read it, as you said, as that would just complicate things.

FLORIAN HULE: May I just shortly intervene?

OLIVIER CRÉPIN-LEBLOND: Florian, yes, please.

FLORIAN HULE: Yes, that's why it's in a separate point. It's not compulsory. It's not mandatory. It is an option for the member and the proxy to have to use, but it is in no way prescribed, mandatory, mandated, or—no such thing. There is no obligation to use it.

OLIVIER CRÉPIN-LEBLOND: OK, thanks. I don't see any other hands up. Let's move on to the next one, and that's to do with the general assembly that may either take place in the form of a funded meeting with personal attendance from the members or an unfunded meeting with personal attendance of the members, and also through an online forum, online meeting. And there are four comments to this. Go ahead, Florian.

FLORIAN HULE: Yes, currently, I started from the assumption that we want the same rules for all the forums of the general assembly, and the question is mainly, "Do we need any more details? Do we want to limit the options of online communication to one specific forum or email or anything else?"

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks for this, Florian. I see Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I don't really think—these are more or less standard types of forums or formats, how the general assembly can be conducted, and I don't think we need to hear any further details or explanations, always coming back to the point, "Don't make it bulky again." Thanks.

OLIVIER CRÉPIN-LEBLOND: Thank you, Wolf. So, are you basically saying we should just keep the paragraph as it is now on the page?

WOLF LUDWIG: Yes.

OLIVIER CRÉPIN-LEBLOND: OK, perfect. Thank you. Any other comments or thoughts? Any differing views? Anybody opposing this? I don't see anyone opposing this. Going once, going twice—OK, so Florian, it looks like, from that paragraph as it is at the moment, not wishing to go any further than this—if there are any further details, we can always add those into the rules of procedures, if there is the conducting of a general assembly, if there are changes to be made and stuff.

FLORIAN HULE: OK, and then the next point would be 9.2.3, the ordinary general assemblies. That's the standard case. How should the standard general assembly work? How should it be convoked, and in what time frame? So, as a starting point, I wrote, "An ordinary general assembly has to be held at least once a year. The notice of the ordinary general assembly occurs in written form by the board, with the final agenda at least a number of days prior. All proposals for an ordinary general assembly have to be forwarded to the president of the board in written form at least a number of weeks prior." If you want to change anything, that's perfectly all right. I do think there is a necessity that, at least once a year, a general assembly is to be held, but I'm not entirely sure. I wrote this during the summer.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Florian. So, the first thing I'd just say is that the general assembly has to be held at least once a year, but not "hold" once a year, but that's just a minor typo. Quickly, in the queue, I see Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. To make it short, it's an obligation, according to Swiss law, to have at least one general assembly once a year, so we have to do this. We cannot do otherwise. And there are also prescriptions for the following two points. As to notice, this has to be a minimum of three weeks prior. It can be extended, four weeks, five weeks, but the minimum standard required in Switzerland is three weeks prior. And then, it's now a consideration—we are not an association for breeding rabbits, where people usually live in proximity to each other, etc. We are a European-wide association. Therefore, we could discuss to extend the minimum requirement of three weeks even to four weeks. We have space to modify this way, but the minimum requirement is three weeks, and all proposals for ordinary have to be forwarded—this is flexible.

FLORIAN HULE: Hi, I'm back on the call.

OLIVIER CRÉPIN-LEBLOND: OK, thank you, Wolf. So, Florian, you dropped off, I gather?

FLORIAN HULE: Yeah, my phone lost connection.

OLIVIER CRÉPIN-LEBLOND: Oh, dear. We heard Wolf just repeat what the minimum requirements were under Swiss law, so these clauses, I think, as such—I'm not seeing anyone speak against them—these clauses seem to be correct. We just need to decide on a number. I'll just put on the table whether we should have them—the minimum thing is 21 days, three weeks—whether we should have that as four weeks prior. Are there any preferences here?

FLORIAN HULE: May I just add something, a minor detail?

OLIVIER CRÉPIN-LEBLOND: Go ahead.

FLORIAN HULE: We see currently the notice of the ordinary general assembly occurs in written form. That would cover email, but also postal way, just if you want to specify that, but if not, that's perfectly fine.

OLIVIER CRÉPIN-LEBLOND: No, that's fine, thank you. I think "written form" is fine. We don't need to go any further, because then one might say email, but might it cover social networking in the future or other forms of communication? I don't know.

was not such a case at all in the past, but I think it fair to keep a requirement of the threshold low. That would be one-fifth of the membership.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Wolf. Any dissenting views on this? One-fifth of the membership—I'm looking at the current bylaws to see if there's any clause in there which talks about this. I can't find it in there. I can't find the clause in the current bylaws. Ah, thank you, Silvia. Silvia, could you please let us know what the current bylaws say? Silvia Vivanco?

SILVIA VIVANCO: Yes, sorry, Olivier, I was unmuting. The general assembly shall have a quorum of at least one-third of the ALS members present or participating.

OLIVIER CRÉPIN-LEBLOND: OK, thanks, Silvia, but that's the quorum on the general assembly. We're talking about calling for a general assembly. How many members should call for a general assembly? Is there—

WOLF LUDWIG: Extraordinary.

OLIVIER CRÉPIN-LEBLOND: Extraordinary general assembly. It might well be that this is not listed. I don't see anyone going against the one-fifth of members. I'm not

seeing anyone going against it at the moment, so let's go for one-fifth. Let's move to the next thing, which is that the general assembly occurs in written form by the board, with the final agenda at least X number of days prior. Are we against sticking to 21 days prior for the extraordinary general assembly?

SILVIA VIVANCO: If I may, I'm so sorry—I just put on the chat the wording for the extraordinary general assembly from the current document, so you see there 11.22.—yeah.

OLIVIER CRÉPIN-LEBLOND: All right, thanks, Silvia. Thanks for letting us know. So, here it says one-tenth of the members. Very good point.

SILVIA VIVANCO: Right.

WOLF LUDWIG: Yeah, but you're at 36, so you would need around 3 members to ask for an extraordinary. I think that one-tenth is very low.

OLIVIER CRÉPIN-LEBLOND: OK, thanks for this, Wolf. Any other points here? Are we settling for one-fifth? I don't see anyone saying anything against it, so let's go for one-fifth, please.

ROBERTO GAETANO: I agree on one-fifth. I also think that one-tenth is a little bit too low, thank you.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks, Roberto. Thank you very much. OK, well, at least that's one thing through. And so, we've got 21 days for the final agenda. And what is next? Just trying to finish up or close off on this document, because I do note that we are reaching the end of this call—back to you, Florian.

FLORIAN HULE: The next would be decisions and resolutions of the general assembly. Those are three paragraphs. The first would be that decisions and resolutions of the general assembly, ordinary or extraordinary, require a simple majority of the delivered votes, if not stated otherwise in the articles of association. All votes are open. Secret votes have to be requested by a simple majority of all delivered votes. A simple majority is reached by 50% plus one vote of the delivered votes. And in case of the resolution regarding any transaction, legal act, or litigation between the association and a member, the member is excluded from voting on that matter.

OLIVIER CRÉPIN-LEBLOND: OK, thanks very much for this, Florian. I have a question on 9.2.5.2, a simple majority is reached by 50% plus one vote of the delivered votes. So, if you have 10 people voting at the end of the day, you would need 6

people out of 10 to vote in favor of something, irrespective of the fact that 6 people out of 36, which is the overall membership, is very low? Is that correct?

FLORIAN HULE: Yes, because if only 10 people are present or participating on the voting, only they count. If you want to change that, we can do it.

OLIVIER CRÉPIN-LEBLOND: OK, thanks, Florian, for explaining this. Let's open the floor for comment. Wolf Ludwig?

WOLF LUDWIG: Thanks, Olivier. Yes, here we are coming back to the basic question of whether we need to work this call, what it would mean—or let me put it the other way round—if we have a general assembly where only one-third of the membership, in an unfunded—what we had in the past—participate, then one-third of the members present can make a decision by a simple majority where 6 out of 10—the vote in favor or against something—what would be of the total membership, presently 36—a very small minority. And I think we have to introduce some considerations about how we fix quorums. I think we discussed this issue already previously, some months ago, and even a sort of survey—you ask, Olivier, how we deal with such things. I would say, in a funded meeting, we should expect that we have a large majority of our members physically present. If we cannot reach it for a funded meeting, then we are really in trouble. And therefore, for a funded meeting, I

think there should be, out of 36, at least around 30 members present. In a non-funded meeting, it's a completely different issue. With experience in the past, if people have to attend at their personal expense, etc., then we have to be very modest for this non-funded general assembly quorum by saying, "OK, in a non-funded general assembly, if we have 10 members present"—but then, in the past, we had a very good rule for all non-funded meetings that the people physically present at the general assembly could vote, but it was a preliminary vote, and all the decisions taken by such a non-funded general assembly had to be submitted via list afterwards to ask the rest of the membership whether they support the voting done at the last meeting, or whether they object to the voting done, so we should have something like this here again, because it's a very essential point. And it's also based on considerations, how to avoid a capture of non-funded general assembly, where always the same privileged people may attend, and they could do whatever they want, etc., without going back to those members who couldn't participate. That's only my recommendation, thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for that, Wolf. I think we've already had a very long discussion on these things, and thanks for reminding us on what we've had. Florian, couldn't you just take those from the work that we've already done on that?

FLORIAN HULE: Yeah, I guess, if there is an existing rule for the funded and unfunded meetings, we can do that, but we probably would have to differentiate between funded and unfunded meetings in the first paragraph.

OLIVIER CRÉPIN-LEBLOND: Yeah, we've spent about six hours discussing this, so if you have six hours in front of you, we can certainly do it again, but I just feel like it's grown.

FLORIAN HULE: No, but we mainly discussed the simple majority and the quorum for that. I wasn't really aware that there are special quorums for funded and unfunded meetings agreed upon.

OLIVIER CRÉPIN-LEBLOND: There certainly are, and Silvia has put a table down, has linked over to a table with all of us making a choice. And actually, I do realize now that I don't think you were there at the time. And thank you for doing this, Silvia, for finding this table again. I'd totally forgotten about it, so that's really great. You can click on it in the—well, you're not on the Adobe Connect, but if you want, Silvia, if you can email this link to Florian, so he can have a look at it, and then it's a Google table, basically, and you've got a lot of people, so Paul, Matthieu, and me, and Oksana and Erich and Roberto and Andre and Sandra, all making their choices. Yeah, I did say—I said Sandra—also making their choices of what their preferences were, with some kind of questions being asked. Sébastien

was also, at some point, in there. So, you'll be able to see all the different ones that we've all decided to choose.

FLORIAN HULE: But has there been something agreed on?

OLIVIER CRÉPIN-LEBLOND: I think that we have a rough consensus, yes, and the rough consensus was recorded in a call the last time we discussed this. Silvia, I know you made some notes on this, didn't you, on that? I think there was a rough consensus on this.

SILVIA VIVANCO: Hello, Olivier. Thank you. I am actually looking at the wiki page on June 23rd, so I wasn't there—the wiki page there—I actually wasn't in the room when they last met, and there were some agreements on it, so I can share this with you and send it by email.

OLIVIER CRÉPIN-LEBLOND: OK, yeah, please check that and send it over to Florian. I think Florian—

FLORIAN HULE: Olivier, to my memory, we even discussed it at the monthly EURALO call, either in April or in May.

SILVIA VIVANCO: Yes, actually, I found several links to this discussion, so I will share with all of you by email, and I can start putting it on the chat.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for this, Silvia. Next is Erich Schweighofer.

ROBERTO GAETANO: Olivier, may I be next on the list?

OLIVIER CRÉPIN-LEBLOND: Yes, Roberto, you'll be after Erich. Erich Schweighofer, go ahead.

ERICH SCHWEIGHOFER: Oh, I must have thought we had a rough consensus a few weeks back. We were discussing about one-half or two-thirds of a quorum, and that's on the table as a rough consensus, not this very high number of 30 or 36 as a quorum for funded meetings. By the way, in funded and unfunded meetings, I find it quite complicated, and bylaws should be short and simple. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yeah, thanks for this, Erich. I think we should follow up on this by email, and see from the text, because I frankly can't remember the exact numbers and so on. I felt that there was a rough consensus on this, because there was no absolute objection to it, but let's find out with a follow-up on email. And then we go over to Roberto Gaetano,

and I think we need to end this call soon. So, Roberto, you have the floor.

ROBERTO GAETANO:

Yes, thanks, Olivier. I don't know if there was a rough consensus or no. I remember I had objected strongly to have two different quorums. At a certain point in time, a decision will be made, but I would like to go on—I don't want to reopen the discussion now, but I want to go on the record again being against two different quorums, for the reasons that I have explained on the email, and that I will maybe explain again, so not to reopen the question—it's just to go on the record with a minority position. Thank you.

OLIVIER CRÉPIN-LEBLOND:

Yeah, thanks very much for this, Roberto, and I do note that indeed, you mention everywhere a quorum of 50%, of half of the assembly, and two-thirds for the vote, as your records on the EURALO bylaws table of the proposed quorum, so thanks for that. I'm a little concerned of the time, and I'm thinking of basically going overtime. What else do we have still on this document, Florian? Is there anything else on this, or have we finished that?

FLORIAN HULE:

Not really, just a finished version of the applicable law and resolution, as it was agreed upon, just for your information.

OLIVIER CRÉPIN-LEBLOND: OK, thanks very much for this, Florian. That's really helpful, and I'll ask everyone to read it. And if anyone has a comment on this, or any amendment they wish to make, then could you please email the mailing list on that? We were supposed to then go with agenda item 4, which was the alignment of the draft with ICANN's rules on RALOs, membership, participation rights, financing, etc. I think what we might need to do—well, Florian, do you have access to all of the other RALO instruments, or not?

FLORIAN HULE: I'm not entirely sure I have access. Could you just send me them?

OLIVIER CRÉPIN-LEBLOND: Yeah, I'll send you an email with the latest NARALO bylaws, which they're just in the process of agreeing to. That's the newest ones out of all the other RALOs. I don't know the status of the other RALOs, and I should ask Silvia. I know Silvia might have gone in the past. Silvia, to send a point to you, it would be the other RALO bylaws, so if you could also have a browse on them—I find it difficult to compare five documents in parallel. I think it's very difficult, especially if we were to do it online. But it's certainly worth doing and looking at, but as has been mentioned earlier, for us to completely coordinate our bylaws with the other RALOs is going to be really hard. We might want to pick a few things from the other RALOs, rather than writing our own, but we also have to be aware of the requirements under Swiss law for the form of bylaws that we're putting together.

OK, so next steps—I think we've got quite a few action items, and I don't know if we should have a call next week. It might be a little bit

short time. Florian, I don't know how much time you and Erich and Wolf and others need to focus on this. In two weeks' time, it's going to be difficult, because people will start traveling towards the ICANN meeting that takes place in Abu Dhabi. ICANN Abu Dhabi starts in two and a half weeks, so the next week is still probably available. The week after that, people start traveling. I certainly will be starting, will be on the road, at that point, so I can't do any meeting at that point, which might take us until after the ICANN 60 meeting, which I guess we probably have time to proceed with. Any thoughts on this? Florian, did you wish to have a meeting next week, another call next week, or you'd rather have it after the Abu Dhabi meeting, give it a little more time?

FLORIAN HULE: For me, both is fine, actually.

OLIVIER CRÉPIN-LEBLOND: OK, any other preferences, anybody else?

ERICH SCHWEIGHOFER: We could wait for another month. We'd have more time for drafting.

OLIVIER CRÉPIN-LEBLOND: There'd be more time, OK, yeah. OK, so Erich Schweighofer prefers waiting a little more time, and I see a green tick from Wolf Ludwig at this point. So, great, we'll give it a little more time. We're not going to set the next call. Let's follow up on the email. Let's try and not make it three or four months until our next call. Let's try and aim towards a call

a couple of weeks after—like, say, two weeks after the ICANN meeting, so that’s two weeks until the ICANN meeting, and then another two weeks, so it gives us a month. So, Silvia, if you could please record this as an action item, the next call will happen two to three weeks after the end of ICANN 60.

SILVIA VIVANCO: OK, will do.

OLIVIER CRÉPIN-LEBLOND: Excellent, and with this, I would like to thank you all. I really apologize that it’s taken us a bit more time than originally anticipated, but I think we made some excellent progress. I wanted to thank Florian, in particular, for all of this work in proposing these documents over to us, and I just look forward to following up on this. So, thanks, everyone, for having been on the call, and for having been very constructive. Have a very, very good night, everyone, very good evening and good night. Take care. This meeting is adjourned.

SILVIA VIVANCO: Thank you. Bye.

WOLF LUDWIG: Good night.

ROBERTO GAETANO: Thank you. Good night. Bye.

YEŞİM NAZLAR: This meeting is now adjourned. Have a lovely rest of the day. Bye.

[END OF TRANSCRIPTION]