
YESIM NAZLAR: Recording. Good morning, good afternoon and good evening to everyone. Welcome to the EURALO Bylaws Taskforce call taking place on Thursday, 7th of December 2017 at 15:00 UTC. On our call today we have Olivier Crépin-Leblond, Wolf Ludwig, Sébastien Bachollet, Roberto Gaetano, and Erich Schweighofer.

We have received apologies from Andrei Kolesnikov, Matthieu Camus, Matthias Markus Hudobnik, Oksana Prykhodko, and Yrjö Länsipuro. And from staff, we have Silvia Vivanco and myself, Yesim Nazlar. I will be managing today's call. And before we start, I would like to remind everyone to state their name for the transcription purposes please. And back to you, Olivier. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thank you very much, Yesim. Welcome to this EURALO Bylaws call. It's been a while since our last call. We're going to go through our action item shortly, and then Florian Hule prepared for us a latest draft for us to consider and to go through. So that's the overall call today.

Are there any additional items that anybody would like to consider? I'm not seeing anyone putting their hand up. I note that we have quite a reduced group today, but it seems to have become the core group of people that are working on the Bylaws. That kind of starts telling me that we really need to get a move on and finalize them soon as the interest which started with a lot of people has somehow faded as time went on.

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Okay, so the agenda is adopted as it is. Let's have a look at the action items. There is a wiki page which is linked from your agenda that goes to the action items. I think for future reference, it would be good to separate strict action items from positions or points or action points which we have decided to pursue by consensus on the call. For example, seat proposal in Switzerland, advantages are fulfill all the criteria for legal personality with rights, duties and no need for legal incorporation. That I believe would have to be separated from the action items. That is not an action item per se.

Now, with regards to the action items, the first real action item that is listed here is the form of ICANN engagement office in Geneva, and whether this address could serve as the address for EURALO. Silvia Vivanco, you have that action item next to your name, so have you managed to get a response from Geneva?

SILVIA VIVANCO:

Actually, Olivier, I asked our Legal department and unfortunately, I haven't received a reply on this yet. But I am following up and will try to get an answer as soon as possible.

OLIVIER CRÉPIN-LEBLOND:

Okay. Thanks very much. Next, "Members should be asked what is the preference to have a seat in Switzerland or not." I haven't seen the e-mail being sent out. I think it's a case of everyone thinking someone else would do it. Perhaps, can we rewrite this one as, "Olivier should ask members on whether they would have a preference for a seat in Switzerland?" I'm a little concerned in that if we ask this of our wider

At-Large Structures, they're not going to know the ins and outs of what it means to have a seat in Switzerland. I'm a little concerned that we might just get useless answers. Ask a question from people who don't know the topic, then you're not going to get very good responses.

Should we send this out, or send it just to our own mailing list? Wolf Ludwig, you have put a green tick. I gather you agree with me that it's not going to be very helpful to send something out to the members. Should I just send this note to our own EURALO Bylaws mailing list? Maybe we can do that.

WOLF LUDWIG: Yes, please.

OLIVIER CRÉPIN-LEBLOND: Okay, Wolf. Thank you. Much appreciated. Alright, so let's do that then. So let's rewrite, please, this action item as, "Olivier should send an e-mail to members of the working group asking them what is the preference, having a seat in Switzerland or not?" "Florian Hule to add the wording on voting proposed by Oksana: The General Assembly consist of all "Members." Every "Member" has an equal vote, except for cases specified in the Rules of Procedures" Florian, I'm not sure whether you've done that. I'm going to let you answer this.

FLORIAN HULE: Yes, I did that, right under voting. Where was this? General assembly, the General Assembly may take place. Every member has an equal vote,

except if it has been [sent] according to Rules of Procedure. That is right under 9.2.1.2 on page five.

OLIVIER CRÉPIN-LEBLOND: Perfect, thank you, and I've put a tick next to your name on that. So that's done. "Agreed notices for the General Assembly shall be three weeks." That to me again sounds like something we need to separate from the action items, have a separate section of the consensus that we've received.

And then the last four are done, so we don't need to go through these. And I guess we just need to move on then. Are there any questions or comments on any of the action items? I'm not seeing anyone putting their hands up, so let's get going to Agenda Item #3, review of the latest draft.

In your agenda, there is a link to the latest draft with full PDF of that latest draft, full seven pages. I hand the floor over to Florian Hule who has been holding the pen on this one and will be able to take us through the changes that he is now proposing. Florian, you have the floor.

FLORIAN HULE: Thank you very much. Yes, I changed the required parts for the quorums, so I introduced the new paragraph 9.2.3 on page five, the last sentence or paragraph. "Quorums of the General Assembly. At a General Assembly, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting." That is an optional clause. I usually find it quite helpful because it helps defining boundaries

between a meeting where we don't get the quorum but people are eager to do something, and a meeting where we fulfill the quorum.

The second subsection of that paragraph is "The quorum for a General Assembly, regardless of being a funded face-to-face meeting, a nonfunded face-to-face meeting or an online meeting is at least half of the members." This is more or less a placeholder clause which tries to incorporate the different ideas of quorums and different opinions of quorums based in the table which has been provided. Thank you very much again for that.

The ordinary General Assembly we have already defined in calls in the past. Newly introduced is the paragraph on decisions and resolutions of the General Assembly, which is on page six. "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." Again, the delivered votes is a placeholder.

OLIVIER CRÉPIN-LEBLOND: Florian?

FLORIAN HULE: Yes.

OLIVIER CRÉPIN-LEBLOND: Florian, sorry, I've just lost you. What page are you on now? Number six?

FLORIAN HULE: Sorry, yes, number six in paragraph 2.9.2.6, subsection 1.

OLIVIER CRÉPIN-LEBLOND: Okay, so please slow down a little bit, because we obviously need to – we have a full hour for this, you don't need to present all that in six minutes or less.

FLORIAN HULE: Okay.

OLIVIER CRÉPIN-LEBLOND: So that we can also digest it at the same time, because this is the first time we're now seeing the amendments. That's why I would please urge you to slow down a little bit down so we can also [inaudible]

FLORIAN HULE: Okay, no problem.

OLIVIER CRÉPIN-LEBLOND: So 9.2.6, back to you, Florian.

FLORIAN HULE:

Yes. Again, subsection one is the basic rule for decisions and resolutions of the General Assembly. They require a simple majority of the delivered votes. If not stated otherwise in the articles before us, all votes are open, secret votes have to be requested by a simple majority of all delivered votes. Again, the delivered votes is a convenient phrase to circumvent the problem of abstaining votes or members not participating. "A simple majority is reached by 50%+1 vote of the delivered votes. Decisions and resolutions in the General Assembly in form of a funded face-to-face meeting require two thirds of the delivered vote." Again, this is in accordance with the table of the quorums.

"In case of a resolution regarding any transaction, legal act or litigation between the Association and a member, that member is excluded from voting on that matter." That is also a helpful clause, but not a mandatory one under Swiss law.

Then the next paragraph would be paragraph 10 which I have left blank for now because I'm not entirely sure, was there an agreement for changes on the articles to require two thirds of the votes, or am I imagining things?

OLIVIER CRÉPIN-LEBLOND:

Thanks very much, Florian. I note Wolf Ludwig.

WOLF LUDWIG:

Thanks, Olivier. Well, according to Swiss standards, there needs to be a two thirds majority as a minimum. So you cannot change the articles of

association with simple majority. You need at the minimum a two thirds majority, or it can be even tougher, up to three fourths. But two thirds is the minimum. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Wolf Ludwig. Any other thoughts on this? I don't see anybody else putting their hand up. I totally agree, I think it's to obviously remain there. So I think that the question comes to being at two thirds or three quarters. If the minimum is two thirds, I would say that probably two thirds is the most workable solution for this. It's a supermajority, it's not a super supermajority. Are we okay with this?

WOLF LUDWIG: And it's the same regulation that we have in our current Bylaws.

OLIVIER CRÉPIN-LEBLOND: It would be the same [vote.] Thanks for reminding us of that. That would be helpful, yes. Erich Schweighofer.

WOLF LUDWIG: Yes.

OLIVIER CRÉPIN-LEBLOND: Erich Schweighofer? I think Erich is currently muted. Oh, here we go.

ERICH SCHWEIGHOFER: Yes, can you hear me?

OLIVIER CRÉPIN-LEBLOND: Now we can hear you. Yes, welcome.

ERICH SCHWEIGHOFER: Thanks. I'm for a two thirds majority. It's a good compromise. And I may also just [inaudible] some other topic. I looked also to the NARALO rules, and they also have provision concerning the exclusion of members if they're not active. It's quite an interesting clause. I might tell you about that later. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Erich. Next is Roberto Gaetano.

ROBERTO GAETANO: Yes, this is just a double checking. I'm sure that this 50% plus one is a normal formulation that corresponds to common sense. [inaudible] that we have a General Assembly with 20 people. Actually, no, that's a bad example. With 21 people. 50% is therefore 10.5. 50% plus one is 11.5. Now, the common sense is that on an assembly of 21 people, 11 people is the majority. 11.5, does it mean that there will be the need for 12 people in favor, or 11 is sufficient? It's just a problem that I'm not a lawyer and I am a mathematician, and sometimes my opinion differs, [inaudible] differs from that of a lawyer. I just want to make sure that 50% plus one means that if we have a body of 21, 11 will be the majority and we don't need for 12. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much, Roberto. Any other thoughts?

FLORIAN HULE: Yes, just to take the point right after Roberto, we can add a section in that that we round it down. So in case of a not equal number of members participating, we take 11 and won't go up for 12. I can add that.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this, Florian. I think this is taking shape quite well. So the quorum and the voting levels seem to have now come together after all of the discussions that we've had, so we can probably move on. I personally don't have any other points to make on this. I know we've had some serious discussions on what size of a quorum we need, etc., but it does make sense to have 50% plus one or whatever it is, no matter whether it's a face-to-face, online or other type of assembly, funded or nonfunded General Assembly.

And the reason that has convinced me is the fact that if we are going to be tightening the screw on our ALSes – in other words, to have a more engaged community – we need to be quite ruthless in two things. First, on the one side, the engagement of our At-Large Structures and the activity of our At-Large Structures. The AGMs only happen once a year, and if they can't even be bothered to send someone, or a proxy or someone else, then is that really an At-Large Structure?

And then secondly, the whole thing of having different quorum levels would mean that it might be in the future that the system is gamed by a

leadership that wishes to pass decisions with only a subset of people and decides to go for an online assembly rather than a face-to-face assembly or can stay with the way things are done. It just didn't make sense, so that's why I was swayed by this, and I think a number of people also said they can live with the levels now.

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

WOLF LUDWIG: Thanks, Oliver. I think they're [good] questions. We are talking now still about Article 10, a change of the articles of association, or we moved already ahead to another point?

OLIVIER CRÉPIN-LEBLOND: Yes, Wolf. I thought we had finished the whole section 10, so I wanted to just summarize on both the contents of section 9 and section 10. So you're very welcome to continue talking about Article 10 if you wish to, if you have a comment.

WOLF LUDWIG: No, for me, I think there is nothing to discuss about modalities or options for Article 10, because this is simply a prescribed and we cannot go for many other options.

OLIVIER CRÉPIN-LEBLOND: Okay. Yes, exactly.

WOLF LUDWIG: Therefore, this is simple.

OLIVIER CRÉPIN-LEBLOND: Yes, and it's pretty much done. Okay, back to you, Florian.

FLORIAN HULE: Okay. Yes, the next point –

OLIVIER CRÉPIN-LEBLOND: Oh, just one moment, sorry to interrupt you. I just noted Erich Schweighofer has his hand up. Erich, you have the floor.

ERICH SCHWEIGHOFER: Shall we include a clause that ALS may lose its voting rights, or not? I've seen it in NARALO, they've had it for a long time. It may be quite helpful to achieve the necessary quorum. Thank you.

OLIVIER CRÉPIN-LEBLOND: Yes. Thanks very much, Erich. Now, that I think might need to be in an adjunct document that is not our Bylaws document but an operational procedures document. Wolf Ludwig, was that your recollection as well of our proposal?

WOLF LUDWIG: Yes.

OLIVIER CRÉPIN-LEBLOND: And the reason for that being that we might wish to make changes to this, because once you start saying, “Well, what’s the minimum participation criteria?” If you say you have to be in 10 hours of calls every two years and then a lot more happens, then it might have to be 10 hours of calls every two months, or 10 hours of calls every month, or 10 hours every week. I don’t know. But it would mean if we had these levels that would then bring the procedure for suspending voting rights and so on, it would be very difficult for us to change them afterwards whilst the operating procedures have less difficulty of being improved as time goes on. Does that make sense, Erich?

ERICH SCHWEIGHOFER: Sorry, I assume that we should have a clause in the Bylaws, and then also I think [inaudible] of the assembly to decide on that, on the details.

OLIVIER CRÉPIN-LEBLOND: Okay, so a clause on what then? What would you say should be in that clause?

ERICH SCHWEIGHOFER: Like when an ALS representative [inaudible] – can you hear me?

OLIVIER CRÉPIN-LEBLOND: Yes, go ahead.

ERICH SCHWEIGHOFER: When an ALS representative [does not] participate in elections or calls in this period, maybe 12 months, it automatically loses its voting rights and active status within EURALO, and then the ALS would be notified of the status change. It may regain voting rights and active status if in the next 12 months if it participates in – and that has to be defined by the Board or by the assembly.

OLIVIER CRÉPIN-LEBLOND: Thanks, Erich. So it would have to be worded if it was to be in the Bylaws as a general thing that puts things in the Bylaws that provides the ability to suspend voting or suspend an ALS, but not actually say what the conditions would be, and refer to the adjunct document for what the conditions should be.

ERICH SCHWEIGHOFER: Yes, the Rules of Procedure.

OLIVIER CRÉPIN-LEBLOND: Yes, that makes sense. Wolf Ludwig.

WOLF LUDWIG: Well, to my memory, we already agreed to make a separation between the basics in the Bylaws and further procedures which go to the rules of operation. To keep the Bylaws as simple and stupid as possible, and also more sophisticated rules we should put in the rules of procedure because they can be more easily changed as you argued already, Olivier. So I think we should stick to this principle.

OLIVIER CRÉPIN-LEBLOND: Thanks, Wolf. So what about just having in the Bylaws the fact that an At-Large Structure is – I’m just making it on the fly here, but some text which would say an At-Large Structure’s voting capability could be suspended or an At-Large Structure could be decertified according to rules specified in the Rules of Procedure document. So that then links the articles of association, the Bylaws with the rules of operation, and therefore one could not say, “Well, this is the rules of operation but there’s nothing in the articles that say that this can happen, and therefore because the articles overrule the rules of operation, you can’t kick me out or you can’t kick the ALS out. You can’t suspend my voting, because it’s not mentioned in the articles.” You know, if things become difficult.

I note a green light from Erich Schweighofer, and a green light, green tick from Wolf Ludwig as well, and one also from Roberto. Okay, so let’s do that then. Florian, have you managed to catch this?

FLORIAN HULE: Yes, I did, and we already have a sort of hint. It’s not a really explicit hint, but we have in the first paragraph I read to you today about suspending the votes. Every member has an equal vote, except if it has been suspended according to the rules of procedures on page five. And I can work that into an explicit paragraph in the chapter on rights and duties.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks. That would be great.

FLORIAN HULE: That would be also a good point to start talking about that, because if you want some deviation or there is a need for changing the structure of the rights and duties from the existing rules.

OLIVIER CRÉPIN-LEBLOND: Okay, so we're in your hands, so when do you want to do that? Do you want to do that now, or do you want to first finish the –

FLORIAN HULE: I would [need to know] what your needs and wishes are so that I can work it in until the next call.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this. And I'm going to provide you with a little bit of background on this. We have a working group, an At-Large working group that includes members from the five RALOs that is currently working – or should currently be working – on a set of ALS criteria and expectations. Their work has been very slow, there was at Abu Dhabi a will to restart this working group very quickly, and I believe it's in the hands of the ALAC Chair to find a suitable leadership for this. I don't know, maybe I should ask ICANN staff whether there was any – At-Large staff, has there been any, from memory or from what you've seen, [with Alan,] has there been any movement on this ALS criteria and

expectation taskforce? Because that I believe is the group that will set the actual criteria.

At present, the RALOs are all running different criteria in an ad-hoc way. The difficulty that we have with that is that the At-Large Structures are going to be selected to go to the next At-Large summit very soon. And by very soon, we're talking the next couple of years. And so one of the things is that with an ever growing number of At-Large Structures, 300, 350, who knows how many there will be? By the time we reach that face-to-face meeting for the summit, there are not enough spaces for everyone. And therefore, there will need to be some selection of the At-Large Structures and of their involvement, and only those At-Large Structures that have been actively involved in various At-Large activities – and of course policy being the primary activity, but perhaps some are working with mentors, mentorship and other things. All of that has to be defined. These ones will travel, and others will not travel. It's practically assured. At present, we have 250 seats that have been allocated as far as the funding of this – or forecast, sorry, as far as this funding is concerned. If we have any more than that – and we are likely to have more than that – some will not travel.

So at present, I think we're kind of stuck in being able to set criteria and expectations. What we can do as a placeholder is to discuss what we think for our region would be good criteria and expectations, and then we can take that to the At-Large Working Group on this and perhaps push for the EURALO perspective. How does that sound?

Apologies for the lengthy explanation of it, but that's where we are.
Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I think we had already some extensive discussion on such a possible criteria for suspension, and I think we discussed [in the line] of the current NARALO rules. And to my memory, the current NARALO rules specify that members who do not participate regularly in monthly calls and who do not as an additional criteria participate in voting during the year, this gives enough justification for announcing a suspension. And in the last year when we had different votings – to my memory – for the Board Director and for the ALAC member when Bastiaan came in.

In that voting, I can recapitulate there was a number of minimum five members who didn't participate in both votings, and therefore this in my opinion is nothing very complicated. We just can more or less adopt the rules of NARALO and take them as our own standards. That would be my recommendation. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much for this, Wolf. How do others feel about the NARALO rules? There is a link in the chat on those. Two links, actually, I think. And thank you for cut and pasting this into the chat, Silvia. So let me just read them to the record. That's really helpful. "An ALS must meet at least two of the following performance criteria."

WOLF LUDWIG: [inaudible]

OLIVIER CRÉPIN-LEBLOND: Performance standards. So “Participation in any two NARALO elections and/or votes within a three-year consecutive period, participation in a NARALO working group or special purpose committee, or an At-Large or ICANN working group through at least one contribution or comment during a 12-month period, comment or collaborate on ICANN policies through the ICANN discussion list or other means at least once in a 12-month period, or participation that leads to two NARALO – in at least two NARALO calls and meetings within a 12-month period. These requirements may be waived by the NARALO leadership based on evidence of active participation in other NARALO, At-Large or ICANN activities.”

May I ask, of those people in the call, if we’re all okay with adopting these, cut and paste, having these in our rules of operation and referring to them in our articles of association? So we wouldn’t have that in our articles of association, we will have that in our rule of operation. Are we okay with this? Erich Schweighofer.

ERICH SCHWEIGHOFER: Thank you. I find this version – seems to be the last one – the best of the [previous. As seen,] it’s a description of positive commitments and engagements, and I guess it’s a bit complicated to handle [inaudible] and it’s a quote good description of kind of the [inaudible] you can do and should do. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much for this. Next is Roberto Gaetano.

ROBERTO GAETANO: Yes. I think that those are pretty – I would say if we apply them to the EURALO are going to be pretty tough requirements, but I think that we have to, at a certain point in time, make a decision on whether we prefer to go forward with a limited amount of members or to stay put with a large amount of members. And I think that history of the last few years has shown that we need to really renew, change the way we are operating. I have always been in favor of strict rules and discontinuing the inactive members. I'm actually – just as a side note – going to apply this also to the EURALO individual association internally where I have about a dozen [inaudible] instead of members. And I think it's helping.

We have to go through this in particular now that we are critically revising the review that has been done by an external party. We need to go through a healthy association, and if we are losing the dead leaves or the dead branches, that should not frighten us. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Roberto. And I've responded to your concerns about having less At-Large Structures. I think someone has left their microphone on while the speaker is speaking. Okay. Thanks, Roberto.

Yes, my view on this – and I'm just airing my views since no one else has put their hands up – is that we of course risk having a handful of ALSes left. That said, I can see significant growth in the number of individual users that are registering. I am concerned – I think is the word I should use – to see that the EURALO Board positions are being sought after mostly by individual users and that so many At-Large Structures are not

even considering putting someone on the EURALO Board. So that somehow is a kind of sign of the times. I see it as a sign of the times that it might well be that the balance of power between the ALSes and the individual members will work itself out naturally by less involvement of At-Large Structures and more involvement by individual users as time goes on. Things seem to point in that direction for the time being.

I don't know why. One could probably do a PhD thesis on this and find out what's the reason for this thing. But I think that it's important to note that we shouldn't be scared about losing At-Large Structures if they are dead wood. And I'm certainly in agreement with everyone who said here you have to be considered and committed. So unless anybody objects to having tight rules, which is likely once we put this over to the wider vote, I think that we need to put this there, and then see where we go from it.

I certainly am concerned when I look at At-Large and other RALOs. I'm a lot more worried about RALOs that are currently adding more and more At-Large Structures that have nothing to do with the ICANN mission whilst NARALO and EURALO seem to be taking a stance where we're basically tightening our screw and making sure that our At-Large Structures that we have are actually active. Wolf Ludwig.

WOLF LUDWIG:

Thanks, Olivier. I just want to underline one comment from Erich. When we are discussing our rules, to add a sentence like the Board has the option of accepting other forms of active participation. Such a sentence gives us a certain flexibility in application strict rules. There may be

cases – you cannot always find one rule fits all, so you have to look into individual cases, and this gives us a little bit more flexibility. Therefore, I’m strongly in favor of adding such a sentence at the end.

OLIVIER CRÉPIN-LEBLOND: Thank you, Wolf. The sentence being – do you have the wording for the sentence?

WOLF LUDWIG: As Erich suggested, “The Board has the option of accepting other forms of active participation.”

OLIVIER CRÉPIN-LEBLOND: Okay, perfect. And that would leave it to the Board’s discretion whether to enforce or not enforce, or how to enforce.

WOLF LUDWIG: Exactly.

OLIVIER CRÉPIN-LEBLOND: Perfect.

WOLF LUDWIG: So we have a little bit more flexibility. I agree it’s a very tough rule to take over the NARALO standards, and as Roberto mentioned already, he was always more on the tough side, whereas I was on the weak side or on the more general side. But I see a certain need that we have to

tighten our rules, and should go into the direction of NARALO. But it would be good to have, when we adopt such new Rules of Procedure, to have a certain flexibility.

OLIVIER CRÉPIN-LEBLOND: Excellent. Thanks, Wolf, for this. Next is Erich Schweighofer.

ERICH SCHWEIGHOFER: Thank you. Nothing to add to the comments of Wolf. There is a clause in the NARALO rules, the last sentence, [that I find] the new version more flexible, so I support it. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Erich. And just to add, whilst Wolf was speaking, there was a green tick from Roberto on the points [inaudible] was making. Okay, back to you, Florian.

FLORIAN HULE: Okay. Just to clarify this, so in the chapter in point eight, rights and duties of members, we should put general clause referring to the Rules of Procedure which in turn will be based on NARALO and which will have a sentence in it with the support option of the Board to determine other forms of active participation. Is that right?

OLIVIER CRÉPIN-LEBLOND: I'd be inclined to put a green tick to this. I know you're not online, so there's certainly a green tick from me. Everyone else okay with this?

WOLF LUDWIG: Yes.

OLIVIER CRÉPIN-LEBLOND: Just say yay if you are and no if you're not, because Florian is not on the Adobe Connect room. So that's why it's a little difficult. Alright, I hear no objections, so it's yes, Florian.

FLORIAN HULE: Okay, fine. Are there, besides the standard rights, every member one vote, are there any other rights which members should definitely have? Or duties.

OLIVIER CRÉPIN-LEBLOND: Anyone? Roberto Gaetano?

ROBERTO GAETANO: Sorry, that was a wrong hand. I was just asking what kind of rights actually, I don't really understand the question. Thank you.

FLORIAN HULE: Rights within the association, like special rights, I don't know, to ask for a seat on the Board or anything. This can really be anything. If you have like special rights for messaging with each other or special rights for requesting the attention of the Board on a topic.

OLIVIER CRÉPIN-LEBLOND: Wolf Ludwig?

WOLF LUDWIG: Thanks, Olivier. As a matter of principle, members in an association have many rights, or almost all rights. As an example, a certain number of members can even ask for the disillusion of the association. Members can ask when they do not agree with a policy of the Board or the activities of the Board at the next General Assembly, members can bring up a motion to kick out the Board or to reelect the Board, etc. So they have plenty of rights so to say, and it would be, in my opinion, very difficult and not really productive to specify them here in detail, because then you might overlook or forget one right. Just keep it in your mind as a matter of principle. Members usually in an association have a variety of rights.

FLORIAN HULE: If I may jump right in there just for clarification, those were not the type of rights I meant. I meant additional rights. Those rights we have covered in the rest of the article, and I'm right with Wolf, we shouldn't put a definite list of them right into the front page. That's unnecessary. But the question was some additional rights. Do we have a need for that? Sometimes there is a need for it, sometimes because of the structure of an association there's a need for special rights for some members or other rights for others. So that's the whole point of the question. Or duties. Should someone add something that mustn't be monetary in the strict sense? It could be anything else, like time or part of the infrastructure, or I don't know.

OLIVIER CRÉPIN-LEBLOND: Wolf, did you wish to respond?

WOLF LUDWIG: No, I agree with Florian.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks. Eric Schweighofer.

ERICH SCHWEIGHOFER: Thank you, Olivier. I propose to make a reference to the roles and responsibilities of the ALSes in the ICANN Bylaws. I will just check what's the best reference for this, a list or standard what ALSes should do, and we should simply take it over so it kind of rides in those obligations ALSes have.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks very much for this. Do you mean the ICANN or the At-Large Bylaws?

ERICH SCHWEIGHOFER: We can use both, actually. I don't know where's the best description?

OLIVIER CRÉPIN-LEBLOND: I think that would be the At-Large.

ERICH SCHWEIGHOFER: Okay.

OLIVIER CRÉPIN-LEBLOND: I believe that would be the At-Large, because the ICANN Bylaws do not have any rights and responsibilities for the ALAC. But the ALAC itself has adjunct documents, including one that looks at the responsibilities and so on, and of course the rights of [this.] So what I would suggest then, hearing everyone speak about this, I would suggest that we have again a reference in the Bylaws document that basically says in addition to the statutory rights of members – I don't exactly know, it has to be rewritten, but something that basically says in addition to the statutory rights that a member usually has, members may have rights as described, have other rights and responsibilities as described in the adjunct document of operational procedures.

And then that means that on our operational procedures, we can change the rights that our members have. And I think one of the rights, for example, might be that in the exercising of any official function in ICANN, a member might be offered travel support or might be offered legal support, or might be offered whatever it is. I don't know. These sort of things. But that would be all in the operationals.

FLORIAN HULE: May I just jump in there –

OLIVIER CRÉPIN-LEBLOND: [inaudible] Erich Schweighofer, and a green tick from Wolf Ludwig. And Florian Hule, of course, you may jump in.

FLORIAN HULE: Okay. I'm absolutely certain that we can do that with rights. I will have to check it up if we can do that for responsibilities or duties. I'm not entirely sure if that's possible, but I will look it up.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks. We're still back to you, Florian.

FLORIAN HULE: Oh, that was everything I had to say.

OLIVIER CRÉPIN-LEBLOND: Oh, that's all there is. Okay.

FLORIAN HULE: That's it.

OLIVIER CRÉPIN-LEBLOND: Excellent. Right, so now the question then comes as to what else do we need to discuss on today's call. We've made some pretty good, significant progress. Is there anything else that we need to add at this very moment, apart from our action items to find out about the responsibilities and the ALS criteria and expectations?

One point which has been sent to me by Yesim I believe – no, it was Evin, actually, was that Alan Greenberg, the ALAC Chair, is looking at repopulating different working groups, and the ALS criteria working group is one of them. Does anybody here wish to be part of that working group? I think I definitely will be part of it. I'm not going to chair it, because I'm already doing so many things, but would anyone wish to [here] participate in taking part in this group? I see Sébastien Bachollet put his hand up. Sébastien, you have the floor.

SÉBSATIEN BACHOLLET.

Thank you, Olivier. It was before you changed topic. But I didn't have a deep look at the document that just arrived now, but I was wondering if the writing of the President of the Board, what is linked with Chair of EURALO, or it's another title you will wear? You will be Chair and President? This is a question of a [wording] or it's also a question of how we want to organize, because I think the Chair of EURALO must be the Chair of the Board of EURALO.

And the other point I wanted to raise is, yes, you talk about NARALO. I just want to remind you that the way the individual users are organized in NARALO is quite different form the way it is organized in EURALO. And if now people disagree with the fact that it's one ALS amongst all the other ALS in EURALO, it's time to discuss it. But I strongly believe that it was a good decision of EURALO, and I want to still support the decision. And we have really to take care of what you were explaining about individual users, and if it's needed to be, open a discussion on that. Thank you very much.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Sébastien. So the question of the Chair of the Board and the Chair of EURALO, Florian, is it just language that you called it President, and it could have been Chair?

FLORIAN HULE: Yes, that's just language. We can call it Chair, we can call it President, there is no legal thought behind that.

OLIVIER CRÉPIN-LEBLOND: Thanks. Well, please, because I think we've worked mostly with Chairs in the ICANN, I've not seen many Presidents in the ICANN structure, perhaps just do a quick read over of the Chair versus President. Sébastien Bachollet.

SÉBSATIEN BACHOLLET. Yes, just to complete that, the Chair of EURALO and the Chair of the Board is the same people. We need to fix that, and he's elected by the General Assembly. That's something I hope that one can take into account. Our colleague, Roberto, just said we have another call starting one minute ago. I'm sorry for that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much, Sébastien. We have run out of time indeed, and all of us – or many of us – have another call now, so thanks, everyone. Florian, when should we schedule the next call?

FLORIAN HULE: I would say at the beginning of January.

OLIVIER CRÉPIN-LEBLOND: Beginning of January.

FLORIAN HULE: I can have the changes ready pretty much at any time, but I do think it would be convenient at the beginning of January because we have the holidays right in front of us.

OLIVIER CRÉPIN-LEBLOND: Thanks for this, Florian. Second week of January, let's have a Doodle, please. So the second week of January. The first week is always a little bit tight, but the second week, people are usually back. So start a Doodle on the second week of January, please.

Any Other Business? Seeing no one putting their hands up, and we're just two minutes late. Thanks, everyone, and this call is adjourned. And thank you so much for this great movement forward, Florian. It's great. Excellent. Thank you, have a very good day. Bye-bye, everyone.

UNIDENTIFIED MALE: Thank you. Goodbye, everyone.

SILVIA VIVANCO: Thank you. Bye.

YESIM NAZLAR:

Thank you, all. This meeting is now adjourned. Have a lovely rest of the day. Bye-bye.

[END OF TRANSCRIPTION]