

# At-Large Draft Restated Articles of Incorporation Workspace

| Comment Close Date | Statement Name   | Status       | Assignee (s) | Call for Comments Open | Call for Comments Close | Vote Open | Vote Close | Date of Submission | Staff Contact and Email  | Statement Number |
|--------------------|--|--------------|--------------|------------------------|-------------------------|-----------|------------|--------------------|--|------------------|
| 2016/07/06         | <a href="#">Draft Restated Articles of Incorporation</a> | No Statement | n/a          | n/a                    | n/a                     | n/a       | n/a        | n/a                | Samantha Eisner, Associate General Counsel<br><a href="mailto:samantha.eisner@icann.org">samantha.eisner@icann.org</a> | n/a              |

For information about this Public Comment, please click [here](#) >>

- [Comments Forum](#)

## Brief Overview

**Purpose:** This Public Comment period seeks community input on the Draft Restated Articles of Incorporation developed to reflect the recommendations contained in the proposals by the IANA Stewardship Transition Coordination Group (ICG) and Cross Community Working Group on Enhancing ICANN Accountability (CCWG-Accountability) as provided to the ICANN Board on 10 March 2016 and transmitted to NTIA. (See Resolutions [2016.03.10.12-15](#) and [2016.03.10.16-19](#))

**Current Status:** The proposed draft of the Restated Articles of Incorporation was developed collaboratively by the ICANN legal team and the independent counsel hired to advise the CCWG-Accountability and the Cross Community Working Group to Develop an IANA Stewardship Transition Proposal on Naming Related Functions (CWG-Stewardship). Both the independent counsel to the community groups and ICANN's General Counsel agree that the draft Restated Articles are consistent with the community proposals relating to the IANA Stewardship Transition.

**Next Steps:** Any interested party may review and provide feedback on the draft Restated Articles during the public comment period. The comments will be analyzed and incorporated for the ICANN Board prior to its consideration of the adoption of the Restated Articles. Restated Articles must be adopted as part of the implementation planning process. Once adopted, the Restated Articles are expected to be filed and go into effect in the event NTIA approves of the IANA Stewardship Transition Proposal and the IANA Functions Contract expires.

## Section I: Description, Explanation, and Purpose

The Draft Restated Articles of Incorporation were drafted in order to reflect the changes necessary as a result of the recommendations contained in the proposals by the IANA Stewardship Transition Coordination Group (ICG) and Cross Community Working Group on Enhancing ICANN Accountability (CCWG-Accountability) as provided to the ICANN Board on 10 March 2016 and transmitted to NTIA. Taken together, the proposals call for significant governance changes, some that are already reflected in new ICANN Bylaws, and some that must be reflected within ICANN's Articles of Incorporation, which is a formal document required for ICANN to operate.

The ICG and CCWG-Proposals were developed through public processes, including multiple opportunities for public comment. The Draft Restated Articles are just part of how ICANN is planning to implement these publicly-supported proposals. The full scope of implementation planning efforts can be tracked at <https://www.icann.org/stewardship-implementation>.

Because these Draft Restated Articles are drafted to the publicly vetted proposals, this comment period is designed to solicit inputs from the broader community on how those proposals were brought into the Articles and if there are areas seen as inconsistent with the IANA Stewardship Proposal package. Of note, counsel for the CWG-Stewardship and CCWG-Accountability have already confirmed that the Draft Restated Articles are consistent with the community proposals relating to the IANA Stewardship Transition, and ICANN's General Counsel has confirmed the same. This public comment period is not intended to be a forum for the reconsideration of those transition-related proposals.

Because this is a key governance document, public comment is appropriate prior to Board consideration and adoption.

## Section II: Background

## The IANA Stewardship Transition

For almost two decades, ICANN has performed the IANA functions under a zero-dollar contract with the U.S. Government, implementing policies developed by the multistakeholder community. The U.S. Government always envisioned its role as steward of the IANA functions as temporary, and, in March 2014, [announced](#) its intention to transition that stewardship to the global multistakeholder community. This transition will not affect how the identifiers are coordinated nor will it affect the functionality of the Internet or our ability to access it. In fact, the transition is nothing more than the final step in an 18-year process to privatize the management of the IANA functions.

The National Telecommunications and Information Administration (NTIA) asked ICANN to convene an inclusive, global discussion that involved the full range of stakeholders to collectively develop a proposal for the transition. NTIA stated that the transition proposal must have broad community support and meet the following criteria:

- Support and enhance the multistakeholder model;
- Maintain the security, stability, and resiliency of the Internet DNS;
- Meet the needs and expectations of the global customers and partners of the IANA services; and,
- Maintain the openness of the Internet.

NTIA also specified that it would not accept a proposal that replaces NTIA's role with a government-led or intergovernmental organization solution.

## Developing the Community Proposals

Two sets of recommendations comprise the package provided to the ICANN Board for the IANA Stewardship Transition. One set of recommendations involved the proposal from the direct operational customers of the IANA functions. This proposal was prepared by the IANA Stewardship Transition Coordination Group (ICG). The ICG, comprised of thirty individuals, representing the broad range of Internet stakeholder interests, were nominated by their respective communities. The ICG assembled input from three global multistakeholder communities with direct operational relationships with the IANA functions to develop a proposal to transition NTIA's stewardship of the IANA functions.

- Read the final ICG proposal [here](#) [PDF, 2.31 MB].

The other set of recommendations related to enhancing ICANN Accountability in relation to the IANA Stewardship Transition. This proposal was prepared by the Cross Community Working Group on Enhancing ICANN Accountability (CCWG-Accountability), made up of members from ICANN's Supporting Organizations and Advisory Committees, and over 200 participants, developed a separate proposal for enhancing ICANN's accountability in light of the changing historical relationship with the U.S. Government. Together with ICANN's existing structures, the group recommended mechanisms to ensure ICANN remains accountable to the global Internet community.

- Read the final CCWG-Accountability proposal [here](#) [PDF, 6.02 MB].

## Delivering the Proposals

On March 10, 2016, the ICANN Board of Directors [transmitted](#) the IANA Stewardship Transition and Accountability Proposals to NTIA for its review and approval.

## Preparing the Bylaws

Another key implementation item was the drafting of New ICANN Bylaws to meet the Transition Proposals. Those Bylaws were posted for a 30-day public comment, and after consideration of comments, were adopted by the Board on 27 May 2016. The Restated Articles depend upon ICANN's Mission as stated in those New Bylaws.

The adopted Bylaws were provided to NTIA as part of its review of the proposals.

For further information on the process, please see: <https://www.icann.org/stewardship-accountability>.

## Section III: Relevant Resources

- [Draft Restated Articles of Incorporation](#) [PDF, 78 KB]
- ICANN's Current Articles <https://www.icann.org/resources/pages/governance/articles-en>.
- [Comparison of draft Restated Articles to Current Articles](#) [PDF, 75 KB]
- [New ICANN Bylaws, adopted 27 May 2016](#) [PDF, 1.41 MB]
- [IANA Stewardship Transition Implementation Website](#)
- [ICG Proposal](#) [PDF, 2.31 MB]
- [CCWG-Accountability Proposal](#) [PDF, 6.02 MB]

## Section IV: Additional Information

N/A

## Section V: Reports

### Staff Contact

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## **FINAL VERSION TO BE SUBMITTED IF RATIFIED**

*The final version to be submitted, if the draft is ratified, will be placed here by upon completion of the vote.*

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## **FINAL DRAFT VERSION TO BE VOTED UPON BY THE ALAC**

*The final draft version to be voted upon by the ALAC will be placed here before the vote is to begin.*

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## **FIRST DRAFT SUBMITTED**

*The first draft submitted will be placed here before the call for comments begins.*