

Relatório da Participação do Conselheiro Nivaldo Cleto do CGI.br na 58ª ICANN em Copenhague – Dinamarca – Período de 11 à 16 de março de 2017.

Enviado em 01/02/2017 às 15:53 horas um e-mail para o Professor Glaser com as Motivações para minha participação na 58ª ICANN, como membro da delegação brasileira do CGI.br e da Business Constituency.

Business Constituency

A Business Constituency representa usuários empresariais que usam a Internet para realizar negócios relacionados ao comércio eletrônico em seu sentido amplo. E, quanto à ICANN, os membros são clientes das empresas que fornecem nome de domínio, endereço de Protocolo de Internet e serviços relacionados que são tipicamente “registries”(RySG) e “registrars”(RrSG), membros do “Contracted Parties House”

BC Private Meeting

Monday, 13 March 2017 | 12:15 – 13:45

Room: HALL B4.2

Agenda

1. Introduction
 2. BC/CSG Meeting Schedule this week
 3. Issues of Concern
 - a. CCT-RT Update (Waudu)
 - b. Charter Update (Steve)
 - c. Board Seat 14 Process (Steve)
 4. AOB
-
- I. Apresentação da Agenda da semana, **Anexo I;**
 - II. Apresentação de Waudu Siganga, do Quênia, representante da Aficta, ex membro da CCT-RT - Competition, Consumer Trust and Consumer Choice Review Team - Equipe de Revisão de Concorrência, Confiança e Escolha do Consumidor com as Recomendações para Novos gTLDs. Siganga apresentou os trabalhos desenvolvidos pela equipe do CCT-RT com a finalidade de avaliação da eficácia do processo de aplicação de novos gTLDs. E também as salvaguardas que foram postas em prática para mitigar os riscos associados com a expansão dos novos gTLDs. Falou da pesquisa do impacto dos novos gTLDs para os proprietários de marcas registradas.(Vide Recomendações da CCT-RT no **Anexo V**)
 - III. Charter Update (Steve Del Bianco) Discutimos sobre as sugestões a serem aplicadas à Revisão do Estatuto da Business Constituency que será encaminhado ao board da

ICANN. Após o consenso os comentários e respostas serão encaminhado ao Board da ICANN nos próximos 40 dias. Anexamos (Anexo II) a Versão 3.0 (concluída em 04.03.2017), isto é, a última atualização, (33 páginas) enviada aos membros do BC, durante a reunião em Copenhagen. Foram discutidas as respostas às consultas públicas que serão encaminhadas ao Staff da ICANN, tais perguntas e respostas da BC foram traduzidas por mim e anexadas (Anexos III e IV)

- IV. Observações importantes na consulta pública e nas respostas do BC referiram-se à participação de representantes de entidades RySG, RrSG e Revendedores de Domínios com limite de faturamento com ou sem direito a participar no corpo diretivo da BC, com direito de voto para que não haja conflito de interesses, isto é, um representante não possa votar em mais de uma constituinte, conforme incisos 5.3 e 5.4 da proposta de revisão do Estatuto da BC.(Anexo II).
- V. Steve Del Bianco informa sobre a renovação da 14ª Cadeira do Board da ICANN – No final de 2017 vence o mandato do Conselheiro Markus Kummer. Esse mandato pertence ao GNSO, porém, existe uma regra que até seis meses antes do término do mandato temos que ou renovar a escolha do Conselheiro que já exerce o mandato ou escolher outro candidato para concorrer a uma eleição. Na reunião de lideranças do CSG foi acordado que há um descontentamento do atual representante com as principais questões. Ele não mergulha em questões políticas, não consegue arregaçar as mangas e trabalhar nas controvérsias reais que afetam a GNSO, em particular a CSG. Portanto, Del Bianco informou que houve um nível geral de crença de que poderíamos fazer melhor, portanto, escolher outro candidato. Foram suscitados nomes como Julf Helsingius, Heather Forrest e Matthew Shears . Convidado Matthew Shears para uma Sabatina na manhã do dia 14/03/2017.
- VI. Outro ponto levantado na reunião do dia 14/03/2017, foi o pequeno nº de representantes do GNSO que temos no board da ICANN, das 15 cadeiras, temos apenas dois representantes, sendo que 98,6 % da receita da ICANN provém do GNSO. A proposta do BC seria para a GNSO ter quatro representantes, isto é, mais dois representantes, porém isso levará algum tempo.
- VII. 14/03/2017 – Resumo da Sabatina com o candidato Matthew Shears – por Christopher Wilson: Queria informar para vocês (membros do BC) sobre a discussão contínua da CSG sobre a 14ª Cadeira que será renovada em 2018. A CSG realizou uma reunião ad-hoc esta manhã em Copenhague, onde os presentes tiveram a oportunidade de se envolver com Matthew Shears, que está concorrendo ao assento contra o atual membro Markus Kummer. Matthew fez um resumo sobre sua experiência comercial (trabalhando para AT & T e Cisco) e considera-se um "híbrido" com ambos, comercial e não comercial (CDT, ISOC) e acredita que esta experiência combinada conduzirá à consideração medida de questões que viriam antes dele como um membro do Conselho. Adicionalmente, nós soubemos hoje que Heather Forrest não estará procurando preencher este assento do Board. Com tudo isso em mente, os dois únicos candidatos à CSG para consideração são Markus e Matthew. É improvável que isso mude. Com base em conversas que tivemos com membros do BC em Copenhague, minha impressão é que a maioria dos membros do BC apoiam a candidatura de Matthew sobre a de Markus. No entanto, na preparação para uma chamada da CSG Excomm na segunda-feira ou na terça-feira da próxima semana,

gostaria de poder apresentar a abordagem confirmada do BC a este respeito (ou seja, o apoio de Matthew sobre Markus). O ISPCP já manifestou sua preferência por Matthew. Por favor, deixe-me saber até o fim do dia domingo, 19 de março, se vocês tem preocupações com o BC apoiando Matthew para o assento do Conselho. Muito Obrigado. Chris

14/03/2017

Commercial Stakeholder Group (CSG) Public Meeting [open]

Room: Hall B4.1

Time: 09:00 – 10:30

Adobe Connect: <https://participate.icann.org/cph58-hallb41>

ICANN58 Schedule Link: <http://sched.co/9nqS>

Agenda: <https://community.icann.org/x/2JjRAw>

Adobe Connect: <https://participate.icann.org/cph58-hallb41>

ICANN58 Schedule Link: <http://sched.co/9nqS>

Agenda: <https://community.icann.org/x/2JjRAw>

Agenda

09:00 – 09:10	Welcome & Introductions	Greg Shatan, IPC President
09:10 – 09:40	ICANN CEO, Göran Marby	Göran Marby, ICANN CEO
09:40 – 10:00	Policy Discussion	
10:00 – 10:20	Finance Presentation High level overview of FY18 draft publication (15 min) <ul style="list-style-type: none">▪ Current Status▪ Next Steps Q&A Topics (5 min) <ul style="list-style-type: none">▪ Reserve Fund▪ Transition Costs▪ Auction Proceeds	ICANN Finance Staff
10:20 – 10:30	AOB	

-
- I. Apresentação do CEO, Göran Marby;
 - II. Apresentação do Budget para o ano fiscal de 2018 pelos operadores da gestão financeira da ICANN, conforme Slides Anexo IV - Resumo 2017 /2018
 - III. 2017 – Superávit de US\$141,8 milhões – obs US\$154 milhões novos gTLDs
 - IV. 2018 – Superávit de US\$8,6 milhões
-

in Millions, USD	FY18 Draft Budget			FY17 Forecast ⁽¹⁾		
	Total ICANN Ops	New gTLD*	ICANN Org.	Total ICANN Ops	New gTLD*	ICANN Org.
Funding	\$142.8	\$19.5	\$162.3	\$135.9	\$154.1	\$290.0
Personnel	69.5	\$2.5	72.0	\$60.4	\$4.6	\$65.0
Travel & Meetings	17.6	0.7	18.3	18.0	\$1.0	19.0
Professional Svcs.	27.6	7.0	34.6	27.2	11.4	38.6
Administration ⁽²⁾	18.7	0.7	19.3	17.0	1.1	18.1
Capital	3.6	0.0	3.6	7.7	0.0	7.7
Contingency ⁽³⁾	5.8	0.0	5.8	0.0	0.0	0.0
Baseline Cash Expenses	\$142.8	\$10.9	\$153.7	\$130.4	\$18.0	\$148.3
Increase/ (Decrease) to Net Assets	\$0.0	\$8.6	\$8.6	\$5.5	\$136.2	\$141.7
Average Headcount	413.8	0.0	413.8	358.2	9.0	367.2

Date: Thursday, 16 March 2017

CSG & RrSG (Registrars) closed meeting

Room: Hall C1.4

Time: 13:00 – 13:45 local time

Resumo:

Em linhas gerais, o assunto e o público alvo das discussões da sessão foi o relacionamento entre Registradores (Registrars- RrSG) e Comercial Stakeholder Group, tendo em vista uma tentativa de diminuir os problemas mais recorrentes, a tentativa de infringir as leis de direitos de marca registradas e abusos de sites na internet.

Dentre outros assuntos, uma outra preocupação que foi levantada é do que alguns países se sentem prejudicados ou negligenciados pela falta de uma maior difusão linguística nas discussões (essa foi uma reclamação que já vem sendo discutida no BC há algum tempo, tendo sido levantada pelos responsáveis pelos domínios .fr.

Greg Shatan chegou a disponibilizar algumas das decisões que o grupo de conselho do GAC levantou. O ponto de vista – ao menos da BC – é de o que se enfatiza não seja procedente, apesar de serem apresentadas diretrizes para apreciação de questões pertinentes por grupos específicos. Um aspecto que ficou claro da reunião é a necessidade de maior engajamento e uma maior clareza das diretrizes (bem como um trabalho de ‘evangelização’ tanto dos registrantes como de revendedores

com o objetivo de diminuir os abusos. Um dos participantes relatou que ao que tudo indica os abusos e infrações vem diminuindo, mas ainda é necessário um aperto maior para que não sejam criadas nem brechas legais nem alegações de desconhecimento para servir de desculpa para o descumprimento das diretrizes que regem o relacionamento Registradores (Registrars) e Comercial Steakeholder Group. Chegou também a mencionar que houve uma apresentação na noite anterior onde foi explicado o que se espera dessa relação Registradores (Registrars) e Comercial Steakeholder Group quais as diretrizes que devem ser obedecidas. A apresentação foi disponibilizada para consulta.

James, coordenador da GNSO relatou que houve um processo perceptível de conscientização dos CSG, que vem tomando a iniciativa de questionar os registradores quanto aos procedimentos e padrões esperado, tal comportamento pode ser consequência de uma maior abrangência de redes de proteção (como da comunidade europeia, como ele enfatizou). Essa nova mentalidade fez com que o prazo para o conhecimento de infrações tenha diminuído consideravelmente.

Basicamente foi enfatizado o papel do Registradores (Registrars) como o conhecedor das regras de registro de domínio e como o ente capaz de diminuir o número de infrações e litígio na internet.

Outras questões pendentes

Outra questão que se apresenta como transversal para toda a comunidade é a proteção de acrônimos de organizações intergovernamentais, esforço focado no *PDP (Policy Development Process) Protection of IGO and INGO Identifiers in All gTLDs*. A questão é derivada particularmente de problemas observados após grandes desastres naturais, nos quais domínios falsos utilizando o nome da Cruz Vermelha e suas entidades relacionadas são criados para enganar usuários e praticar diversos golpes e ataques, se aproveitando de uma tragédia internacional para tal.

Certamente, essa não é a única razão para a proteção, no entanto. Particularmente da perspectiva da BC, fica claro que existe um interesse na continuidade da proteção das marcas de uma instituição como a Cruz Vermelha, que é particularmente preocupada com a manutenção de sua propriedade intelectual, tanto em relação a seu famoso símbolo quanto ao próprio nome. Aqui se mostra um caso no qual existe uma questão humanitária legítima interagindo com os interesses comerciais de uma instituição.

Além da questão da proteção desses acrônimos, um sentimento ecoa dentro da BC relativo ao interesse aparente da ICANN em fazer algo similar a um *bailout* para ajudar domínios do programa de novos gTLDs que não tiveram o mesmo sucesso que aqueles que já alcançaram seu *payback*. No centro desse conflito estão Steve Del Bianco e --+6, que discutiram abertamente em mais de uma oportunidade a respeito do tema.

Para Del Bianco não é aceitável que “os empreendimentos bem-sucedidos paguem por aqueles que estão falhando”, e dentro da BC são discutidos mecanismos para intervir perante a Board da ICANN caso medidas desse tipo sejam levadas à cabo, fazendo uso inclusive de provisões ainda não exploradas dentro das novas Bylaws para conseguir isso.



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Anexo I



ICANN58 - Copenhagen GNSO/CSG/BC MEETING SCHEDULE SATURDAY, 11 MARCH – THURSDAY, 16 MARCH 2017

NOTE: This schedule is subject to change.

The complete ICANN58 Meeting Schedule can be found here: <https://schedule.icann.org/>.

Remote Participation details for all public GNSO meetings can be found here: <https://community.icann.org/x/HqfRAw>.

SUNDAY, 12 MARCH

CSG- GNSO Board Members meeting [Closed]

Room: Hall C1.4

Time: 08:00 – 09:00

Adobe Connect: <https://participate.icann.org/cph58-hallc14-c>

ICANN58 Schedule Link: <http://sched.co/9npQ>

Passcode for Phone Bridge: CSG BOARD

Commercial Stakeholder Group (CSG) Private Meeting [closed]

Room: Hall B4.1

Time: 17:00 – 18:30

Adobe Connect: <https://participate.icann.org/cph58-hallb41-c>

ICANN58 Schedule Link: <http://sched.co/9pjU>

Passcode for Phone Bridge: CSG CLOSED

MONDAY, 13 MARCH

ICANN58 Opening Ceremony [open]

Room: HALL A1

Time: 09:00 – 10:30

Adobe Connect: <https://participate.icann.org/cph58-halla1>

ICANN58 Schedule link: <http://sched.co/9kQe>

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Business Constituency Private meeting [members only]

Room: HALL B4.2

Time: 12:15 – 13:45

Adobe Connect: <https://participate.icann.org/cph58-hallb42-c>

ICANN58 Schedule Link: <http://sched.co/9nmk>

Welcome Lunch for Business Stakeholders

Room: HALL C1.1

Time: 12:15 – 13:45

Adobe Connect: <https://participate.icann.org/cph58-hallc11>

ICANN58 Schedule Link: <http://sched.co/9nnb>

Cross Community Session: Towards Effective DNS Abuse Mitigation: Prevention, Mitigation & Response

Room: HALL A2 (GAC)

Time: 13:45 – 15:00

Adobe Connect: <https://participate.icann.org/cph58-halla2>

ICANN58 Schedule Link: <http://sched.co/9now>

Cross Community Session: Discussion with Data Protection Commissioners

Room: HALL A1

Time: 15:15 – 16:45

Adobe Connect: <https://participate.icann.org/cph58-halla1>

ICANN58 Schedule Link: <http://sched.co/9nnl>

Or

Cross Community Session: Underserved Regions in the ICANN Community – How to Better Engage?

Room: HALL A2 (GAC)

Time: 15:15 – 16:45

Adobe Connect: <https://participate.icann.org/cph58-halla2>

ICANN58 Schedule Link: <http://sched.co/9nox>

Public Forum 1

Room: HALL A1

Time: 17:00 – 18:30

Adobe Connect: <https://participate.icann.org/cph58-halla1>

ICANN58 Schedule Link: <http://sched.co/9kOf>

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TUESDAY, 14 MARCH

Commercial Stakeholder Group (CSG) Public Meeting [open]

Room: Hall B4.1

Time: 09:00 – 10:30

Adobe Connect: <https://participate.icann.org/cph58-hallb41>

ICANN58 Schedule Link: <http://sched.co/9ngS>

Agenda: <https://community.icann.org/x/2JjRAw>

Joint Meetings: ICANN Board & CSG Stakeholders Group [open]

Room: HALL A1

Time: 11:00 – 12:00

Adobe Connect: <https://participate.icann.org/cph58-halla1>

ICANN58 Schedule Link: <http://sched.co/9nvt>

Business Constituency Open Meeting [open]

Room: HALL B4.1

Time: 13:45 – 16:45

Adobe Connect: <https://participate.icann.org/cph58-hallb41>

ICANN58 Schedule Link: <http://sched.co/9ngR>

Agenda: <https://community.icann.org/x/44PRAw>

CSG – GAC Reception [CSG & GAC Members only]

Room: Terrace

Time: 19:00 – 20:00

ICANN58 Schedule Link: <http://sched.co/9nmZ>

RSVPs requested to chantelle.doerksen@icann.org

WEDNESDAY, 15 MARCH

GNSO Public Council Meeting [open]

Room: HALL C1.4

Time: 11:00 – 13:00

Adobe Connect: <https://participate.icann.org/cph58-hallc14>

ICANN58 Schedule Link: <http://sched.co/9npf>

CSG-CPH Executive Leadership Meeting [closed to leadership only]

Room: MR 18/19

Time: 15:15 – 16:45

ICANN58 Schedule Link: <http://sched.co/9nmJ>

Adobe Connect: <https://participate.icann.org/cph58-mr1819-c>

Passcode for Phone Bridge: CSG CPH

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THURSDAY, 16 MARCH

CSG – Registrar Joint Meeting [Closed for CSG & RrSG members only, as this overlaps during the lunch period]

Room: HALL C1.4

Time: 13:00 – 13:45

Adobe Connect: <https://participate.icann.org/cph58-hallc14-c>

ICANN58 Schedule Link: <http://sched.co/9npg>

Passcode for Phone Bridge: RR CSG

Public Forum 2

Room: HALL A

Time: 13:45 – 16:45

Adobe Connect: <https://participate.icann.org/cph58-halla1>

ICANN58 Schedule Link: <http://sched.co/9oMw>



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Business Constituency Charter (v3.0)

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Business Constituency Charter (v3.0)

1.0 Mission and Principles.

1.1 ICANN Bylaws.

The Commercial and Business Users Constituency (CBUC), hereafter “Business Constituency,” represents commercial users under the auspices of the Internet Corporation for Assigned Names and Numbers (ICANN), California, USA. The Business Constituency is organized under the Commercial Stakeholder Group (CSG) of the Generic Names Supporting Organization (GNSO) as specified within Article X.5 of the ICANN Bylaws.

1.2 Mission.

The mission of the Business Constituency is to ensure that ICANN is accountable and transparent in the performance of its functions and that its policy positions are consistent with the development of an Internet which:

- Is committed to a multi-stakeholder, bottom-up, consensus-driven model of engagement;
- Is technically stable, secure, and interoperable;
- Promotes user confidence in online communications and business interactions; and
- Offers choice in the supply of registry, registrar, and domain name-related services and such services are offered in a reasonable and pro-competitive manner for the benefit of the business community and users.

1.3 Principles.

The Officers, Designated Representatives, and Members of the Business Constituency are committed to:

- 1.3.1 Carrying out its mission in a fair, open and transparent manner and ensuring that new participants may easily access and understand its operations and processes;
- 1.3.2 Establishing and maintaining standards for leadership positions including impartiality, accountability, and disclosure of conflicts of interest;
- 1.3.3 Establishing and maintaining professional standards of behavior for all participants including:
 - a. Adhering to ICANN Bylaws, policies, and “[Expected Standards of Behavior](#)”;
 - b. Supporting the bottom-up consensus model and acting in a thoughtful, reasonable, and informed manner when participating in policy development and decision-making processes;



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Business Constituency Charter (v3.0)

- c. Treating all members of the ICANN community equally, irrespective of nationality, gender, racial or ethnic origin, religion or beliefs, disability, age, or sexual orientation;
- d. Treating others fairly and in good faith with dignity, respect, courtesy, and civility;
- e. Acting in a reasonable and informed manner when participating in policy development and decision-making processes; and
- f. Maintaining good community standing.

1.3.4 Promoting ICANN as a unique global and multi-stakeholder community. Those who take part in the ICANN process are expected to acknowledge the value of all stakeholders by listening attentively, seeking to understand other points of view, and working in good faith to build consensus in finding solutions to the issues that fall within the areas of ICANN's responsibility.

2.0 Constituency Leadership: Executive Committee.

2.1 Composition.

The Business Constituency will have an Executive Committee (EC) comprised as follows:

2.1.1 Voting Officers.

- a. A Chair;
- b. A Vice-Chair for Finance and Operations;
- c. A Vice-Chair for Policy Coordination; and
- d. A Representative to the Commercial Stakeholder Group (CSG).

2.1.2 Additional Non-Officer Voting Members: GNSO Council Representatives (CR).

2.1.3 Non-Voting Officer: General Counsel.

- a. The BC shall maintain a non-voting officer position of General Counsel. The General Counsel shall be appointed by the EC and empowered to act on behalf of the BC solely as directed by the EC. The General Counsel shall not have the power to vote with the officers of the EC on any BC matters.
- b. Charter provisions §2.2 through §2.4 do not apply to the General Counsel position.

2.2 Eligibility and Elections.



Business Constituency Charter (v3.0)

To be eligible for an EC officer position:

- a. The Member must be in good standing according to the provisions in §5.6.2;
- b. The Member may not be owned by, or under common ownership or affiliated with, any entity which holds an elected position in another Stakeholder Group or Constituency within ICANN;
- c. A candidate must be a Member Representative (MR) or Alternate Member Representative (AMR) (see §5.2) of the Business Constituency; and
- d. An otherwise eligible MR or AMR may not concurrently hold an elected office or Council Representative (CR) position within the Business Constituency. Each Member may only fill one elected position within the Business Constituency simultaneously.

All EC positions shall be elected by the Members as provided in Chapter 6.0.

2.3 EC Term Limits.

- 2.3.1 Officers of the EC will be elected for one-year terms.
- 2.3.2 An officer may be reelected for up to three (3) consecutive terms in one position, but no more than five (5) consecutive years in any EC position with exceptions granted when no other candidates exist.
- 2.3.3 CR term limits are defined in the ICANN Bylaws and GNSO Operating Procedures.

2.4 Vacancies.

- 2.4.1 If at any point in time an officer or CR of the EC (a) leaves the Business Constituency, (b) is terminated for cause, or (c) has his/her membership rights/privileges suspended, he/she shall vacate the office upon the effective date of the action.
- 2.4.2 If the office of the Chair becomes vacant, then the Vice-Chair for Finance and Operations shall become acting Chair until the end of the current term or, at the EC's discretion, until an election for the Chair can be held. If the Vice-Chair for Finance and Operations is unable or unwilling to serve in this capacity, then the EC shall select another EC member to serve as acting Chair.
- 2.4.3 If a vacancy occurs with respect to an officer other than the Chair, with:
 - a. Six (6) or more months left in the term, the Chair shall direct the EC to hold an election to replace the individual in accordance with the procedures described in §6.2; or



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- b. Less than six (6) months left in the term, the Chair, in consultation with the EC, shall appoint an individual to fill the vacancy until the term is expired.
- c. For any CR vacancy, pending replacement as outlined above, a Temporary Alternate may be named to the GNSO Council per the provisions contained in §3.3.5 and in the GNSO Operating Procedures.

2.5 Officer Duties.

2.5.1 On behalf of the Business Constituency membership, the Chair will:

- a. Organize and conduct meetings and teleconferences of the Business Constituency in an open and transparent manner, including a meeting of all Members during the ICANN public meetings on a day selected by the EC;
- b. Determine the agenda and meeting schedule of the EC and the Business Constituency;
- c. Be responsible for collaborating with the EC in coordinating the overall activities of the Business Constituency;
- d. Be a spokesperson for the Business Constituency;
- e. Serve as the alternate representative to the Commercial Stakeholders Group (CSG) Executive Committee in the absence of the CSG representative;
- f. Serve as the alternate representative to the Credentials Committee (CC) in the case where a CC member must recuse him/herself from deliberations or in the case of a temporary absence or removal pursuant to §5.6.2 of a CC member;
- g. Liaise with other Stakeholder Group representatives, Advisory Committees, the ICANN Board, and ICANN Staff on administrative and substantive matters;
- h. Request the membership to replace any member of the EC who is inactive;
- i. Participate in outreach, recruiting, and networking efforts; and
- j. Ensure that timelines and standards for the work of the officers and committees are set and met.

2.5.2 On behalf of the Business Constituency membership, the Vice-Chair for Finance and Operations will:

- a. Chair the Finance Committee (see §4.3);
 - i. Manage the Business Constituency budget, banking relationship, and membership fee collection;
 - ii. Seek sources of support from ICANN, grants, and other donations pursuant to Chapter 10.0;



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- iii. Ensure that the financial operations of the Business Constituency conform to generally accepted accounting practices and that any Secretariat function administers expenditures in accordance with the budget and funding; and
 - iv. Report to the Members of the Business Constituency at the end of each annual budget period concerning all funding and expenditures during that year and post to the Business Constituency website such graphs, tables, charts, and/or summaries as approved by the EC. Provide ad hoc financial status reports when called upon to do so during interim formal reporting periods.
- b. Arrange for the following Secretariat functions to be provisioned, which may include being performed by contracted services, ICANN Staff, or one or more EC Officers:
- i. Establish and manage all public and private communications facilities as described in Chapter 7.0;
 - ii. Establish and maintain the Business Constituency web presence(s) including publication of Member information as prescribed in §7.1.1;
 - iii. Provide timely notice on (a) the Private List (see §7.2.2) of all Business Constituency meetings, agendas, and minutes or other reports; and (b) the Public List (see §7.2.1) of all formal Business Constituency positions and/or statements;
 - iv. As directed by the EC, manage elections according to the provisions stipulated in §6.2 including the posting of Notices of Election and Requests for Nominations on the Private List;
 - v. Take minutes of public meetings and EC meetings pursuant to §8.1.3;
 - vi. Maintain all records, databases, and documents, including archives, of the Business Constituency for at least a four-year period or as specified by ICANN;
 - vii. Administer membership fees and the routine management of budgeted expenditures including periodic financial reporting to the Vice-Chair for Finance and Operations;
 - viii. Support Business Constituency committees and/or working groups as and when established according to this Charter;
 - ix. Support the Executive Committee and Credentials Committee;
 - x. Coordinate in-person and telephone meetings and associated outreach activities;
 - xi. Coordinate with the GNSO Secretariat;
 - xii. Act as liaison between ICANN Staff and Business Constituency participants in ICANN groups; and



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xiii. Respond to Member and prospect inquiries.

2.5.3 On behalf of the Business Constituency membership, the Vice-Chair for Policy Coordination will:

- a. Choose policy areas/issues to propose to Members as priorities and manage the discussion/debate on such matters during Business Constituency meetings;
- b. Appoint an Issue Manager and solicit volunteers from within the Business Constituency to initiate policy development research and develop written positions on policy issues;
- c. Ensure Business Constituency positions developed and put forward to the larger ICANN community meet the prescribed timelines;
- d. Strive to develop consensus among Members while creating mechanisms to properly and accurately reflect minority positions in Business Constituency policy development;
- e. Recommend the formation of new working groups to the EC, when appropriate, as well as the dissolution of completed and/or redundant groups;
- f. Assist with the identification and recruitment of Business Constituency Members and supporters to serve on GNSO working groups or drafting teams;
- g. Keep the EC and Members informed on the work of:
 - i. Issue Managers;
 - ii. Working groups convened by the EC to address policy issues; and
 - iii. The activities of the CRs as well as important GNSO Council discussions and decisions affecting the Business Constituency's policy interests.
- h. Coordinate with the CRs to be aware of any upcoming GNSO Council motions for which a CR will be unable to vote or intends to abstain and be prepared to recommend to the Chair whether a voting remedy should be exercised as described in §3.3.5;
- i. Recommend to the Business Constituency membership practical policy and voting strategies for its elected CRs; and
- j. Coordinate with the Business Constituency CSG Representative on policy coordination with the Commercial Stakeholder Group and the Non-Contracted Parties House.

2.5.4 The Representative to the Commercial Stakeholder Group (CSG) will:

- a. Represent the Business Constituency on all matters within the responsibility of the CSG Executive Committee; however, the Vice-Chair for Policy Coordination will have primary responsibility for the specific area of policy coordination;



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- b. Keep EC and Members informed of CSG discussions and decisions; and
- c. Perform other duties as requested by the CSG Executive Committee.

2.5.5 The General Counsel is empowered to:

- a. Incorporate the BC as a non-profit entity in the District of Columbia;
- b. Process and forward the BC's postal mail;
- c. Register and secure an Employer Identification Number (EIN) for the BC;
- d. File and sign the BC's applicable tax returns; and
- e. Utilize his/her registered address to facilitate his/her duties herein.

2.6 Executive Committee (EC) Duties.

The Executive Committee is tasked with fulfilling the Business Constituency mission via administrative supervision and coordination. The Executive Committee will:

2.6.1 Conduct Elections. In accordance with provisions in §6.2, the EC will:

- a. Direct the Vice-Chair for Finance and Operations to:
 - i. Announce a call for candidate nominations;
 - ii. Establish a list of the Members eligible to vote in such election including their status/vote allocation, and
 - iii. Collect and post, via the Private List, statements of qualifications and intentions of all candidates on the ballot.
- c. Establish and oversee a secure, confidential, and accurate balloting procedure; and
- d. Notify Members of the results in a timely and transparent manner.

2.6.2 Manage Funding and Expenditures. The EC will:

- a. Approve and monitor Business Constituency funding from ICANN, Members, individuals and organizations that are not Members, and other sources;
- b. Approve a budget proposed by the Vice-Chair for Finance and Operations at least annually and approve reports on expenditures at the end of each budget period; and
- c. Ensure that records and accountings are maintained, as necessary, to satisfy the requirements of any funding source and/or ICANN.

2.6.3 Make Appointments. The EC will confirm appointments or establish elections for Business Constituency candidates, as requested, to serve on, or liaise with, other



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ICANN structures, including the ICANN Nominating Committee. A candidate for a Nominating Committee position may be either a representative of a paid-up Member or someone who is nominated by an MR of the Business Constituency.

2.6.4 Establish Additional Committees and Working Groups.

- a. The EC, acting on its own or upon a request from a Business Constituency Member, may, at its sole discretion, propose to the membership the establishment of additional temporary or permanent committees or working groups. The EC shall post such a proposal on the Private List. The proposal will:
 - i. Explain the need for and intended purpose of such group;
 - ii. Describe group formation criteria, participation and eligibility requirements, functions, and procedures;
 - iii. State a date, not less than thirty (30) days after the proposal is posted, on which such group will be formed. If three (3) or more Members request in writing on the Private List that the EC's decision to create a new committee or working group be put to Member vote, the EC shall conduct a vote in accordance with the procedures set forth in §6.1.
- b. Volunteers. The EC will direct the Secretariat to post, via Private List, a call for volunteers to serve on newly created committees or working groups before the first meeting is scheduled.

2.6.5 Resolve Disputes. The EC will hear and resolve Member disputes in a timely manner including conflicts of interest and any appeal from a decision of the Credentials Committee.

2.6.6 Perform with Diligence and Loyalty. EC members have a duty to perform their roles with diligence and loyalty to the Business Constituency and will promptly disclose any and all conflicts of interest in a timely fashion, recusing themselves from discussions and decisions whenever there is an actual conflict or offering to recuse themselves in situations which could be perceived to be a conflict.

2.6.7 Support Outreach and Education. The EC will:

- a. Devise and conduct recruitment and outreach programs; and
- b. Cooperate to create and support opportunities for the Members to keep current with literature, research, and discussion of Internet policies being developed in the GNSO.

2.6.8 Decisions. All members of the EC will participate faithfully in making decisions. A quorum of at least two-thirds (2/3) of the members of the EC is required for making decisions not otherwise delegated to an individual officer. Wherever possible, decisions will be made by consensus; however, if the EC cannot resolve a matter



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through consensus, the Chair shall conduct a vote in which a simple majority will prevail. All members of the EC, including the Chair, have a vote. In the case of a tie, the Chair's vote is decisive; however, at the Chair's option, the EC may conduct a vote of the Members.

- 2.6.9 Additional EC Duties. The Executive Committee will also be responsible to:
- a. Facilitate policy development in the Business Constituency and advocate for its policy positions within the GNSO, GNSO Council, and before the ICANN Board;
 - b. Actively communicate with Members;
 - c. Ensure timely notification of relevant ICANN and GNSO decisions to the Business Constituency;
 - d. When present in whole or in part at an ICANN public meeting, issue statements on behalf of the Business Constituency that are consistent with existing Business Constituency positions;
 - e. Oversee the work of all chairs, officers, committees, working groups, CRs, and Secretariat functions.

2.7 Executive Committee Accountability.

If a Business Constituency Member files a complaint or the Chair is notified by ICANN Staff that an EC member or CR has failed to faithfully perform the duties of the office, including satisfying attendance and/or participation requirements, the EC shall conduct an investigation requesting supporting information with respect to the alleged deficiency.

- 2.7.1 As an initial step, the EC will communicate in writing with such leader outlining the deficiency and providing an opportunity for the leader to respond to the particulars, including rationale and/or remedy, within fourteen (14) days.
- 2.7.2 If the leader fails to respond or the response (a) does not commit to remedy the deficiency or (b) does not provide a rationale convincing to the EC, the EC will ask the leader to voluntarily resign from office within fourteen (14) days.
- 2.7.3 If the leader does not resign within the prescribed period, the EC, except the individual being investigated, will take a vote to recall such leader. If two-thirds (2/3) of the EC supports the recall:
 - a. The EC shall formally notify the individual of removal from office;
 - b. A message may be copied to the Private List stating that the individual is being removed pursuant to this provision; and
 - c. The EC shall call an election to fill such vacancy.



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3.0 GNSO Council Representatives (CRs).

3.1 Positions and Eligibility.

- 3.1.1 As specified in the ICANN Bylaws and the CSG Charter (§2.3.2), the Business Constituency, in cooperation with the other recognized Constituencies within the CSG, will select two (2) Council Representatives (CR) to serve a two-year term on the GNSO Council.
- 3.1.2 The Business Constituency's CRs will act on the GNSO Council as representatives of and spokespersons for the Business Constituency and CSG.
- 3.1.3 Eligibility criteria for GNSO CRs are the same as those for an EC Officer position except in the case of a conflict with the CSG Charter which shall take precedence.

3.2 CR Terms and Regional Representation.

- 3.2.1 The Business Constituency's CRs will be elected to serve staggered two-year terms under the rules for elections in §6.2. In any transitional phase, the natural term of an elected representative shall be served in full.
- 3.2.2 The Business Constituency shall seek to recruit and elect CRs from a variety of global regions as defined by ICANN. Determination of which regions are represented by CRs is made by the Credentials Committee subject to the CSG Charter provision (§4.2.1) that no more than three of the six Council Representatives may be domiciled in the same Geographic Region as defined by ICANN.

3.3 CR Duties and Obligations.

- 3.3.1. Constituency Participation. Each CR shall actively and faithfully participate in developing administrative and policy positions as members of the EC and the Business Constituency at large.
- 3.3.2 GNSO Council Participation. Each CR shall actively and faithfully participate in the activities of the GNSO Council and in advancing the goals of the Business Constituency in every aspect of the GNSO's administrative and policy development processes. In particular, CRs are expected to adhere to the following obligations:
 - a. Active participation: A CR is expected to actively participate in the regular affairs of the GNSO Council including, inter alia, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), voting responsibly on all matters before the Council, and, when requested, periodically reviewing the performance of the Council Chair and Vice-Chairs.



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- b. Reasonable inquiry: CR's shall request and receive sufficient information, including support from the Business Constituency, as appropriate, so that they may carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a Councilor has a duty to inquire into the surrounding facts and circumstances and seek guidance from available Business Constituency resources (e.g. Chair, Vice-Chair for Policy Coordination, Members), in advance of any consequential discussions, decisions, or votes.
- 3.3.3 Communication. Each CR shall inform the Vice-Chair for Policy Coordination, in a timely manner, of:
- a. The initiation of a new working group or Policy Development Process (PDP) within ICANN;
 - b. The content of working group charters;
 - c. ICANN Public Comments solicitations and timeframes;
 - d. Any formal motion made by a GNSO Council Representative, wherever practicable, at least seven (7) calendar days in advance of the scheduled vote; and
 - e. Any other matter reasonably pertinent to permitting the full involvement in ICANN policy development by Business Constituency Members.
- 3.3.4 Constituency Positions. Each CR shall represent on the GNSO Council the goals and priorities of the Members to the best of his/her ability and in accordance with the following principles:
- a. Positions that are formally adopted within the Business Constituency, as described in §6.1 and §6.3, are presumptively binding on CR votes. This presumption may be rebutted only with the consent of the Members and in the event of very significant countervailing concerns, which concerns must be disclosed to the Members.
 - b. On motions, votes, and other matters for which a Business Constituency position has not been formally established, CRs are required to proactively consult with the EC as far in advance as is practicable. The EC shall determine if specific guidance should be provided to CRs consonant with the Members' interests.
 - c. In the absence of a formally adopted position or specific direction from the EC, CRs are authorized to vote on GNSO Council matters as they think best with a reasonable effort to reflect the positions held by Members of the Business Constituency.
- 3.3.5 Abstention, Absence, and Vacancy. It is important that votes of the Business Constituency be registered, through its elected CRs, on every matter of significance that comes before the GNSO Council for action. For CR occurrences of abstention, planned absence, and vacancy, the Business Constituency intends to utilize the voting



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remedies provided in the GNSO Operating Procedures (GOP) which include Voting Direction, Proxy, and Temporary Alternate.

- a. Abstention. In the event that a CR experiences a circumstance requiring a volitional or obligational abstention, as described in the GNSO Operating Procedures (§4.5.2), the CR must notify the EC as far in advance as practicable. The EC, coordinating with the appropriate Vice-Chair, will decide whether or not to utilize a prescribed remedy of Voting Direction or Proxy. For these two remedies, there is a requirement that the Business Constituency establish a position on the matter at issue. In the event that the Business Constituency does not have a formally adopted position (§3.3.4-a) and there is insufficient time to develop one using its normal procedures (§6.3):
 - i. For matters involving policy positions, the Chair, with the concurrence of the Vice-Chair for Policy Coordination, may interpret the Business Constituency's position using their best judgment so that a voting remedy may be exercised.
 - ii. For non-policy motions/votes, the Chair, with the concurrent of the Vice-Chair for Finance and Operations, may interpret the Business Constituency's position using their best judgment so that a voting remedy may be exercised.
- b. Planned Absence. When a CR expects to be unable to attend a GNSO Council meeting, in whole or in part, the CR is expected to notify the EC as far in advance as practicable. Consistent with the provisions in §3.3.5-a, the EC will determine whether to utilize the Proxy voting remedy as provided in the GNSO Operating Procedures (§4.5.3-b).
- c. Extended Absence or Vacancy. Under circumstances which will cause a CR to miss multiple GNSO Council meetings or otherwise be unable to fulfill his/her duties and obligations for an extended period, the EC may identify one or more Members who satisfy the GOP criteria and can be called upon to serve as a Temporary Alternate (§4.5.3-c).
- d. Unplanned Absence. Because unplanned absences, by definition, do not permit sufficient opportunity or time to apply a voting remedy, they are to be minimized. CRs who more than occasionally fail to attend GNSO Council meetings in whole or in part, for any reason, without providing the EC sufficient advance notice to evaluate and, at its option, execute a voting remedy, may be subject to removal per the provisions in §2.7.
- e. Communication to Members. Any EC judgment(s) applied under §3.3.5 must be communicated to the Members as soon as practicable after the decision is made.



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4.0 Other Committees.

4.1 General Provisions.

- 4.1.1 Chair Responsibilities. As set forth in §2.5.2(a), the Vice-Chair for Finance and Operations will serve as Chair of the Finance Committee; otherwise, the members of each committee shall elect a Chair annually who, among other duties mentioned elsewhere in this Charter, will:
- a. Schedule meetings and develop agendas;
 - b. Conduct deliberations consistent with the consensus provisions in §6.1;
 - c. Keep and publish (or direct others to keep and publish) minutes of committee meetings and records of committee actions, which shall be made available on the Private List (§7.2.2); and
 - d. Involve Business Constituency Members in the activities of the committee, as appropriate.
- 4.1.2 Conflicts of Interest. Committee members have a duty to perform their roles with diligence and loyalty to the Business Constituency and will promptly disclose any and all conflicts of interest in a timely fashion, recusing themselves from discussions and decisions whenever there is an actual conflict or offering to recuse themselves in situations which could be perceived to be a conflict.

4.2 Credentials Committee (CC).

- 4.2.1 Purpose. The CC is responsible for administering the Business Constituency's membership requirements including (a) approval or rejection of new or amended applications, (b) conducting eligibility/status reviews when warranted, (c) suspending rights/privileges of a Member or its Designated Representative(s), and (d) recommending permanent termination of a Member's status to the EC.
- 4.2.2 Composition. The Credentials Committee will be comprised of the Chair and 4 Business Constituency Members (5 total) if there are sufficient volunteers; otherwise, composition will be the Chair and 2 Business Constituency Members. If more than 4 members of the Business Constituency volunteer for service on the CC, an open election of the Business Constituency membership will be held. Volunteers will be elected or affirmed by the membership for a term of up to two years with a single one-year term extension possible. The composition of the CC should endeavor to achieve geographic diversity.
- 4.2.3 Duties. The Credentials Committee will:



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- a. Administer and enforce, where necessary, the Business Constituency's membership eligibility provisions as provided in Chapter 5.0.
- b. Receive and review new Member applications and, if the information in the application is insufficient to warrant acceptance, notify the applicant and request additional information;
- c. Establish and monitor compliance with the new Member application process assuring itself of the qualifications of any applicant both at the time of submission, and at any time thereafter based on presentation of documented concerns about eligibility to the CC as described in §5.6.2-a;
- d. Accept and welcome new Members who qualify in accordance with this Charter;
- e. Coordinate with the Vice-Chair of Finance and Operations to ensure that a list (or database) of Members, including appropriate contact information, is maintained and published on the Business Constituency's web presence(s);
- f. Determine the voting status of Members as defined in Chapter 5.0 including assessment of the number of geographic regions in which a Member is based as specified in §5.3.2;
- g. Conduct reviews upon request (see §5.6.2) or if there is a change in the circumstances of the Member that may impact on eligibility status or if the Member or any of its Designated Representatives allegedly engages in behavior inconsistent with this Charter; and
- h. Recommend amendments, when deemed appropriate, to Member eligibility criteria, voting status, the membership application form/process, the nature and amount of information necessary to evaluate Member eligibility/status, membership categories (§5.3.2), and any other provisions pertaining to Business Constituency membership.

4.3 Finance Committee (FC).

- 4.3.1 Purpose. The purpose of the Finance Committee is to provide financial oversight to the Business Constituency and to coordinate with Secretariat functions including the routine administration of expenditures in accordance with approved budgets.
- 4.3.2 Composition. The Finance Committee shall be comprised of the Chair and 4 Business Constituency Members (5 total) if there are sufficient volunteers; otherwise, composition will be the Chair and 2 Business Constituency Members. If more than 4 members of the Business Constituency volunteer for service on the FC, an open election of the Business Constituency membership will be held. Volunteers will be elected or affirmed by the membership for a term of up to two years with a single one-year term extension possible. The composition of the FC should endeavor to achieve geographic diversity.



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- 4.3.3 Duties. The Finance Committee is responsible for:
- a. Adopting the annual budget including the level of membership fees;
 - b. Recommending the annual budget to Members for their review and acceptance;
 - c. Establishing a reserve for operating costs that are borne by the Business Constituency.
 - d. Ensuring that the budget is balanced;
 - e. Delegating to the Secretariat the routine management of budgeted expenditures;
 - f. Authorizing exceptional expenditures not foreseen in the budget upon affirmation of the Executive Committee;
 - g. Recommending to the Executive Committee any action related to an application of hardship concerning Business Constituency membership fees; and
 - h. Assisting in Member retention. The Secretariat shall notify the FC of Members whose dues are outstanding at the time of the first reminder invoice. The FC will make contact with those Members to help ensure their retention.

5.0 Membership.

5.1 Eligibility.

- 5.1.1 Eligible Organizations. To be eligible to be a Member of the Business Constituency, an applicant must:
- a. Be a legally recognized for-profit entity which uses the Internet to conduct business related to electronic commerce (“Business User”); a trade association (whether non-profit or for-profit) which represents the interest of Business Users; or a consultant advising Business Users; and
 - b. Fully subscribe to the Business Constituency’s mission (§1.2) and principles (§1.3).
- 5.1.2 Ineligible Organizations. The purpose of the Business Constituency is to represent the interests of Business Users as described in §5.1.1. To avoid conflicts of interest, the following is a non-exhaustive list of entities which are not eligible to be a Member:
- a. Not-for-profit entities excepting trade associations or coalitions representing for-profit entities;
 - b. Entities which derive more than 30 percent of annual revenue as a registry operator, registrar, or domain name reseller (collectively, “Contracted Parties”);
 - c. Political organizations whose primary purpose is to elect government officials;



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- d. Individuals or entities that represent governments in any way or in any capacity at ICANN;
- e. Other groups not chartered to support Business Users as described in §5.1.1.

An entity which does not fall within the non-exhaustive criteria set forth above may nonetheless be ineligible to be a Member based upon a review and determination by the Credentials Committee in accordance with the provisions contained in §5.6.

- 5.1.3 Non-Voting Members: An otherwise eligible Member according to §5.1.1 that is owned, controlled by, or under common ownership with any entity that votes in the Business Constituency or another Stakeholder Group or Constituency in either house of the GNSO is ineligible for Voting status within the Business Constituency; however, such Member may be accorded Non-Voting status subject to the following:
 - a. A representative of a Non-Voting Member may not hold an elected position, including Officer or GNSO Council Representative, within the Business Constituency; and
 - b. With the exception of restrictions specified in §5.1.3, all other rights and privileges of membership apply to Non-Voting Members.
- 5.1.4 Representation. Whether Voting or Non-Voting, Members must agree to represent the interests of Business Users for all business and matters addressed inside the Business Constituency.

5.2 Member Representation.

- 5.2.1 Member Representative (MR). Each Member, whether it has Voting or Non-Voting status, shall appoint one Member Representative (MR) to act on its behalf and serve as its principal point-of-contact. At its discretion, each Member may also appoint an Alternate Member Representative (AMR) to serve in the capacity of the MR whenever circumstances warrant (e.g., scheduled or incidental absence); however, the AMR must satisfy all of the conditions and specifications below:
 - a. The designated MR must be either a director or employee of that Member or majority-owned subsidiary and whose position aligns with the purpose and mission of the Business Constituency. An association will ordinarily designate a staff member as its MR, but may choose a director or employee of one of its member companies.
 - b. An individual is ineligible to serve as an MR if s/he holds (a) executive office in a current or prospective ICANN Contracted Party, or (b) a 30% or greater ownership stake in such entity, or (c) derives more than 30% of income from one or more ICANN Contracted Parties.
 - c. Each MR shall have the power to speak publicly on behalf of the Member organization within the Business Constituency.



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- d. Unless otherwise provided in this Charter, the MR or acting AMR is the only person able to vote on behalf of a Voting Member. A Voting Member may appoint a proxy for a specific meeting of the Business Constituency. The proxy must fulfill the conditions of appointment as an MR or be another Member's MR within the Business Constituency. A formally designated AMR, when serving in the capacity of MR, is assumed to have and is not required to pre-register a voting proxy. Notification of a proxy must be made in writing to the Secretariat at least 48 hours before the start of the meeting.
- e. A Member may change its MR if the departing MR or other qualified individual, as noted herein, of the organization:
 - i. Notifies the EC of the change; and
 - ii. Authorizes a new MR following the departure of the prior representative.
 - iii. A new MR appointed in accordance with this Charter does not assume an elected or appointed office within the Business Constituency held by the prior representative. The EC will fill any office vacancy created by a departing MR according to applicable provisions in this Charter.

5.2.2 Additional Contacts. A Member may request that a reasonable number of additional contacts be subscribed to Business Constituency email and/or publication lists for information purposes:

- a. Additional contacts do not vote on behalf of the Member organization; however, they may participate in Business Constituency discussions, meetings, committees, and working groups. Such contacts must identify themselves as affiliated with the Member when participating in Business Constituency affairs.
- b. The EC may establish eligibility guidelines for, and limits on the number of, additional contacts that will be applicable to all Member organizations.

5.2.3 The MR, AMR, and a Member's additional contacts are hereinafter collectively referred to as "Designated Representative(s)."

5.3 Fees and Member Voting Categories.

5.3.1 Fees. The Business Constituency has the right to require membership fees, which shall be established by the Finance Committee in accordance with the fiscal needs of the Business Constituency.

5.3.2 Member Voting Categories. Members will be assigned to one of three categories of declining fee and voting eligibility:



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- a. Category 1: (i) macro enterprises defined as companies which have 10 or more employees or annual revenue of at least US\$500,000; or (ii) associations with members based in more than one ICANN region [3 votes];
- b. Category 2: associations with members based in only one ICANN region [2 votes]; and
- c. Category 3: micro enterprises defined as companies which have fewer than 10 employees and annual revenue less than US\$500,000 [1 vote].

5.4 Applications for Membership and Eligibility Renewal.

- 5.4.1 Member Application and Eligibility. All prospective and existing Members must complete and maintain a **Member Eligibility and Application Form**, which shall be used by the Credentials Committee in evaluating new membership applications as well as renewals of existing Members for the purpose of confirming eligibility and voting status. This form, once initially approved by the Credentials Committee, will represent a permanent Member record and shall be updated whenever a Member's circumstances change materially or at any other time as specifically directed by request of the Executive Committee or Credentials Committee.
- 5.4.2 Effective Date. Membership and voting status are effective upon written notification from the Credentials Committee posted on the Business Constituency's Private List.

5.5 Member Rights/Privileges

The rights and privileges documented in this section apply to the Member and, where applicable, its Designated Representatives. They are subject to various restrictions and/or provisions contained elsewhere in this Charter; otherwise, each Member of the Business Constituency in good standing shall have the right to:

- 5.5.1 Vote. Vote in all general elections of the Business Constituency including, but not limited to officers and CRs; and, whenever a general membership vote has been called by an authorized officer of the Business Constituency.
- 5.5.2 Participate in Leadership Elections. Run for, or nominate other Members to, elected positions of the Business Constituency by complying with the procedures described in §6.2 and as determined by the Vice-Chair for Finance and Operations;
- 5.5.3 Receive Communications.
 - a. Have access to the Business Constituency web presence(s), Public and Private Email Lists, and any other communications mechanisms established pursuant to Chapter 7.0;
 - b. Be given timely notice of all policy development initiatives being considered by the Business Constituency; and



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- c. Be provided timely information concerning meetings, significant actions, and decisions of the Executive, Finance, and Credentials Committees as well as relevant matters occurring within the GNSO Council.

5.5.4 Participate. Be afforded the opportunity to participate in Business Constituency discussions, whether via teleconference, e-mail list, website, or in person, on all policy and administrative issues for which notice is given on the Private List.

5.5.5 Submit Agenda Items. Submit agenda items for Business Constituency meetings. If there are too many agenda items to include in the time available, the Chair may limit the agenda excepting any items (a) submitted at least ten (10) days prior to the scheduled meeting and (b) seconded by a Member.

5.6 Determinations and Reviews of Member Eligibility, Status, and Rights/Privileges.

5.6.1 Determination of Eligibility and Status. The Credentials Committee is responsible for evaluating Business Constituency membership applications and determining Member eligibility and voting status consistent with Chapter 5.0.

5.6.2 Reviews of Member Eligibility, Status, and Rights/Privileges

- a. Any Member may request that a review be conducted of another Member, its Designated Representatives, or itself by submitting written documentation, including supporting rationale, to the Credentials Committee (CC). Requestors must be identified (i.e., not anonymous); however, the CC will maintain confidentiality of their identities until a disposition has been reached (see §5.6.2-c below). The CC will promptly notify the EC and the affected party or parties of the review's essential nature. Except in the case of a dismissal (§5.6.2-c-iv), in the interests of transparency, information concerning the review will be disclosed to the Business Constituency membership at its conclusion.
- b. Reviews will be conducted by the CC and must involve a thorough examination of all relevant facts including supporting documentation. A review is not limited to, but may be indicated when:
 - i. There is a potential conflict of interest;
 - ii. A Member or Designated Representative allegedly engages in behavior or activities which appears to be (a) inappropriate for or threatening to the stability, functionality, or reputation of the Business Constituency, or (b) is inconsistent with its Mission (§1.2) and/or Principles (§1.3);
 - iii. A Member's circumstance changes such that it would be grounds for refusal of an initial application; or
 - iv. A Member or prospective applicant may be involved in a violation §6.1.2(j) of the GNSO Operating Procedures which states, "No legal or natural



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person should be a voting member of more than one Group.” The Business Constituency discourages entities which might wish to switch voting status between multiple Stakeholder Groups or Constituencies over relatively short periods.

- c. After a review, the Credentials Committee may, by simple majority vote, apply the following actions, depending on the circumstances:
 - i. If a new membership denial, a formal written notice of the issue of concern, which will be sent through the Secretariat to the applicant.
 - ii. If an existing Member or Designated Representative, a defined period of suspension of some/all Business Constituency rights and/or privileges.
 - iii. Termination of membership in the Business Constituency. Such termination decisions must be reviewed by the Executive Committee. If a majority of the Executive Committee disagrees with the decision of the Credentials Committee, the members of both committees will meet together to discuss their respective viewpoints. If, after such discussion, agreement cannot be reached, the Executive Committee’s decision is final. Any affected Member should be notified that further appeal would be to the ICANN Ombudsman. Correspondence will be managed by the Secretariat. Except for instances where the Member would no longer qualify for membership, termination must be preceded by at least one other disciplinary action under this section.
 - iv. Dismissal of the review if, in the CC’s judgment, it is determined not to have merit or there are insufficient grounds for action. In such a case, with the concurrence of the EC, further communication of its nature shall remain confidential except to the originally affected party or parties.
- d. Before any action under this Section may take effect, the affected party or parties will have an opportunity to:
 - i. Review the cause of action and supporting rationale;
 - ii. Provide a written response to the CC; and
 - iii. Request reconsideration by the CC of any action if submitted within 21 days of notification.
 - iv. Appeal any decision of the CC to the EC (§2.6.5).
- e. CC or EC members who cannot maintain objectivity in conducting or evaluating a formal review of the alleged behavior or activity will recuse themselves from any denial/discipline process or related deliberation other than responding to direct communications with the Credentials and Executive Committees. A reviewed party may request the recusal of any such member by submitting a timely written statement including supporting rationale.



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- 5.6.3 Payment of Fees. Once approved by the Credentials Committee an applicant is expected to pay membership fees within a reasonable period of time in order to continue participating in the Business Constituency. Should exceptions be required, the Credentials Committee, Finance Committee, and Executive Committee should review the circumstances.

6.0 Decision-Making, Elections, and Policy Positions.

6.1 Decision-Making.

- 6.1.1 Commitment to Consensus. The Business Constituency, its various committees, working groups, drafting teams, and other deliberative bodies, shall endeavor to decide issues by general agreement whenever practicable. Formally chartered working groups, in particular, should follow the decision-making practices specified in the [GNSO Operating Procedures](#), Annex 1, entitled “GNSO Working Group Guidelines.” Except for elections (§6.2) and written policy development positions (§6.3), voting shall be relied upon only to the extent that is necessary in cases where general agreement cannot be reached.
- 6.1.2 Constituency, Committee, Group, and Team Voting. After all reasonable attempts to reach consensus have been exhausted, the presiding leader may call for a vote following these general guidelines:
- a. Before any vote may be taken, there must be a quorum of at least 50% of the Members registered as participants of the relevant entity. If an e-mail is forwarded to the entire Business Constituency list, it will be presumed to have met the quorum requirement.
 - b. A decision may be considered carried if at least 51% (simple majority) of those voting concur.
 - c. Voting shall normally be by a show of hands or call of Aye or Nay (For or Against) in a teleconference. Electronic voting shall also be permitted where the presiding leader indicates that this manner of voting shall be used.
 - d. When the result of a vote is in doubt, the presiding leader may take a second vote by a roll-call. A vote by roll-call shall also be taken if it is requested by not less than three (3) Members before the voting takes place.

6.2 Elections.

The EC shall authorize an election(s) for members of the EC, Nominating Committee delegates, and, subject to governing provisions in the CSG Charter, for CRs to represent the Business Constituency on the GNSO Council. Elections shall be generally supervised by the Vice-Chair for Finance and Operations; however, the EC shall arrange for a neutral third party (hereinafter “Elections Coordinator”) to administer the election process, which may be



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a Secretariat, ICANN Staff, or other contracted service as determined by the Vice-Chair for Finance and Operations. The timing of elections may vary depending upon the year, but shall be scheduled to ensure that published calendar requirements of ICANN, the Nominating Committee, the GNSO Council, and/or the CSG are satisfied.

- 6.2.1 Announcement. As directed by the EC, a Notice of Election and Request for Nominations will be posted on the Private List five (5) weeks before the start of the election.
- 6.2.2 Eligibility. Upon receipt from the EC of a notice of an upcoming election, the Vice-Chair for Finance and Operations will confirm the identity and status of Business Constituency Members eligible to vote and/or run for office at least four (4) weeks prior to the beginning of such election. In addition, the Vice-Chair for Finance and Operations will notify the membership if there are any constraints or restrictions pertaining to eligibility for an elected position.
- 6.2.3 Nominations and Candidates – Executive Committee.
- a. The election process for the Executive Committee will be initiated by a nomination period of two (2) weeks. The Chair, Vice-Chairs, and CSG Representative will be elected at the same time. Candidate nominations will be published to the Private List upon the close of this period.
 - b. Any Member of the Business Constituency may nominate one (1) other MR or AMR for each elected position. If, at the close of nominations, it would result that all Executive Committee officer nominees (excepting GNSO Council Representatives) are from the same geographic region, the nomination period may be extended to improve diversity.
 - c. At the close of the nomination period, the Vice-Chair for Finance and Operations will (i) conduct a review to confirm that all nominated candidates satisfy the eligibility requirements for their respective positions and; (ii) within one week of the close, report any discrepancies to the candidates and the EC.
 - d. If more than four (4) nominations are received for any office, the Vice-Chair for Finance and Operations will direct the Elections Coordinator to hold a runoff election, according to the voting provisions of this Charter, sufficient to determine the top four (4) candidates to be included on the ballot. In the case of a dispute about this determination, any interested party may appeal the decision to the EC.
 - e. The Vice-Chair for Finance and Operations will notify the Elections Coordinator of the names of the candidates for each office at least one (1) week prior to the deadline for providing ballots to Business Constituency Members eligible to vote in such election.
- 6.2.4 Nominations and Candidates – Nominating Committee.



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- a. The election process for the Nominating Committee will be initiated by a nomination period of two (2) weeks. The Business Constituency shall nominate two candidates, one candidate representing Category 1 businesses ("Large Business"), and one candidate representing Category 2 and 3 businesses ("SME") as set forth in §5.3.2. Both positions will be elected at the same time. Candidate nominations will be published to the Private List upon the close of this period.
- b. Any Member of the Business Constituency may nominate one (1) other MR or AMR for each elected position. If, at the close of nominations, it would result that all Nominating Committee delegate nominees are from the same geographic region, the nomination period may be extended to improve diversity.
- c. At the close of the nomination period, the Vice-Chair for Finance and Operations will (i) conduct a review to confirm that all nominated candidates satisfy the eligibility requirements for their respective positions; and (ii) within one week of the close, report any discrepancies to the candidates and the EC.
- d. If more than four (4) nominations are received for either the Large Business or SME position, the Vice-Chair for Finance and Operations will direct the Elections Coordinator to hold a runoff election, according to the voting provisions of this Charter, sufficient to determine the top four (4) candidates to be included on the ballot. In the case of a dispute about this determination, any interested party may appeal the decision to the EC.
- e. The Vice-Chair for Finance and Operations will notify the Elections Coordinator of the names of the candidates for each position at least one (1) week prior to the deadline for providing ballots to Business Constituency Members eligible to vote in such election.

6.2.5 Voting.

- a. Immediately following the nomination period, a one (1) week discussion period may be scheduled (time permitting) to engage with the candidates about their qualifications.
- b. The Elections Coordinator will open an election period of one (1) week during which it will receive votes from Members of the Business Constituency electronically. During this time, advocating and/or campaigning for any candidates, whether on the Business Constituency's Public or Private List, shall be suspended.
- c. Business Constituency members are accorded 3, 2 or 1 vote(s) depending on membership category as specified in §5.3. Votes are cast as a block and are not divisible.
- d. Proxy votes are allowed subject to written notification to the Elections Coordinator by the Member Representative after the nomination period and



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before the start of the voting period and subject to the proxy conditions contained in §5.2.1.

- e. The winner(s) will be candidates receiving the largest number of votes.
- f. In case of a tie among those candidates receiving the most votes, a new one-week election period will be held among the tied nominees. Such additional election shall occur no later than one week after the tie is determined.

6.3 Developing a Written Policy or Position.

From time-to-time the Executive Committee, on the advice of the Vice-Chair for Policy Coordination, will appoint members as Issue Managers to work with other Business Constituency volunteers to develop positions on policy matters. This role involves drafting and consultation with the Members and the Vice Chair for Policy Coordination. Additionally, any Member of the Business Constituency is entitled to propose a position paper and, if there is sufficient support, be asked by the Executive Committee to take on this role.

Wherever possible, the Business Constituency will produce written positions on relevant issues following this procedure:

- 6.3.1 Discussion draft. The Issue Manager is responsible for preparing a draft of a Business Constituency position or other paper and thereafter coordinating comments within the Business Constituency and, where appropriate, with other Constituencies of the CSG through the Vice-Chair for Policy Coordination.
- 6.3.2 Consultation and approval. The draft position will be circulated and Members will be notified that there will be at least a 7-day period for comment from the day of circulation.
 - a. If no substantively opposing comments are received within the time allotted, the position will be deemed approved by the Members of the Business Constituency.
 - b. If any Member substantively opposes the draft position and seeks amendment(s) s/he should submit an alternative proposal in writing to the Vice-Chair for Policy Coordination. If the Vice-Chair for Policy Coordination determines that there exists at least 10% of Members who support the proposed alternative, it will then be forwarded to the Business Constituency e-mail list for a vote to be completed within 7 days, but at least a minimum of two business days. Only designated Member Representatives will be eligible to vote (non-weighted) unless otherwise delegated by proxy as described in §5.2.1. Members will be asked to vote for either the original draft or the alternative language. Whichever version receives a majority of the votes submitted will be deemed the official Business Constituency position.



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c. In the event that the losing version is supported by at least 10% of Members, it shall be noted as a significant minority disagreement in the Business Constituency final position statement.

6.3.3 Updates. From time to time, as determined by the Vice-Chair for Policy Coordination, updates may be needed to position papers. In such instances, the Executive Committee will appoint an Issue Manager to coordinate any revision(s) and the above procedure will be followed.

6.3.4 Solidarity. In discussions or communications outside of the Business Constituency, when an MR declares himself/herself as representing the Business Constituency (as opposed to speaking in an individual capacity), the MR shall remain faithful to approved positions. While fulfilling their official roles, Executive Committee members will be required to support such positions.

7.0 Communications.

7.1 Web Presence.

7.1.1 Member Information. The Vice-Chair for Finance and Operations will maintain a public record in the Business Constituency web presence(s) including the following current, accurate information about each Member:

- a. Name and contact information;
- b. Status (i.e., Category 1, 2, or 3 Member);
- c. Listing of all elected and appointed positions within ICANN structures, including Supporting Organizations (e.g., GNSO), Stakeholder Groups (e.g., CSG), Constituencies, Advisory Committees, and the Business Constituency; and
- d. Name of Member Representative, Alternative Member Representative (if designated), and additional contacts, if applicable, to the Business Constituency.

7.1.2 Use of Site. Membership use of the web presence(s) must comply with the publication policies set forth in section §7.3.

7.2 Electronic Mailing Lists.

7.2.1 Public List. The objective of the Business Constituency Public List is to publish formal positions and/or statements and respond to any comments entered by a member of the public. The Public List shall be established by the EC and maintained by the Vice-Chair for Finance and Operations or, if so delegated, a Secretariat. The term Public List refers to any medium using email or equivalent means such as a



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web-based forum for group communication. The EC shall establish a mechanism to archive this list and make it accessible to the public.

- 7.2.2 Private List. The Business Constituency will also operate an internal (private) list to enable Members to engage in dialogue, via direct posting, concerning issues which may be developed into formal positions/statements as well as other matters including discussion of policies and practices, elections, policy issues, logistics; sharing of relevant news/information; and coordinating participation in ICANN-related events. Separate internal lists are also maintained, where warranted, for approved committees. The EC shall establish a mechanism to archive this list and make it accessible to all Members.

7.3 Publication Policies.

The following publication policies apply to all Business Constituency communications regardless of media:

- 7.3.1 Responsibility. The responsibility for posting accurate, appropriate, and authorized content will reside with the author. Only the MR, AMR, and/or designated Member additional contacts as specified in §5.2 are entitled to post to official Business Constituency media. Any Designated Representative's decision to post or submit content shall constitute acceptance of the Business Constituency publications policy as set forth in this section.
- 7.3.2 Supervision. The Executive Committee shall appoint the Vice-Chair for Finance and Operations to supervise the appropriate use of the Business Constituency's communications media in whatever form with the Secretariat serving in the capacity of administrator. Provisions related to the removal of inappropriate content (see §7.3.3) and/or the suspension of posting privileges are prescribed in §7.5.
- 7.3.3 Inappropriate Content. Inappropriate postings include, but are not limited to:
- a. Unsolicited bulk e-mail;
 - b. Discussions of subjects wholly unrelated to ICANN policy, meetings, activities, technical concerns, or other Internet policy matters;
 - c. Postings that are libelous, make personal allegations, speculate on personal motives, or are designed to harass, abuse, stalk, or threaten individuals or groups;
 - d. Derogatory or defamatory content about Business Constituency officers, members, employees or contractors;
 - e. Postings that are knowingly false, ad hominem, or misrepresentative of another person's statements or positions;
 - f. Postings that violate an obligation of confidentiality;



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- g. Content which constitutes a commercial solicitation;
- h. Content which is internal, but is inappropriately sent to the Public List;
- i. Content which is harmful to minors, is obscene, or otherwise objectionable;
- j. Content which infringes the intellectual property or privacy of third parties; and
- k. Content which intentionally interferes with a due process of the Business Constituency such as an election or vote.

7.4 Protection of Member Data.

The EC, the Secretariat position, and Members of the Business Constituency shall ensure reasonable care of Member data and, in particular, shall not utilize such data beyond what is necessary for its originally intended purposes.

7.5 Limits on Communication Privileges.

In addition to the above obligations and consequences, the Chair or Vice-Chair for Finance and Operations has the right to suspend or restrict a Designated Representative's posting privileges to or on any of the Business Constituency's communications mechanisms and to direct that posted material not conforming to the provisions of this Charter be removed. Any such action must be approved by a majority of EC members.

- 7.5.1 Delete. Before exercising the right to delete, a good faith effort must be made to determine that such Designated Representative has posted material that is inappropriate as specified in §7.3.3.
- 7.5.2 Suspend or Restrict. Before exercising the right to suspend or restrict, a good faith determination must be made that such Designated Representative's posting of inappropriate material represents an egregious violation of §7.3.3 or a pattern of abuse.
- 7.5.3 Notice. The EC must give notice to such Designated Representative if action is taken to suspend, restrict, or delete. Upon request, a statement of rationale will be provided. All formal communications related to this provision will also be communicated to the Member.
- 7.5.4 Appeal. Any determination to suspend, restrict, or delete may be appealed to the full EC and/or to the ICANN Ombudsman.

8.0 Meetings.

8.1 General Membership Meetings.



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- 8.1.1 Format. The Business Constituency will meet in person at all ICANN meetings and, additionally, the Chair will schedule virtual (electronic) sessions at least once per month, wherever practicable, via the Business Constituency Private List and/or Calendar. Such sessions are intended to:
- Share information among Members;
 - Discuss relevant Business Constituency and ICANN matters;
 - Establish consensus on policy positions;
 - Plan Business Constituency participation at ICANN meetings; or
 - Address other topics, issues, and business as determined by the EC.
- 8.1.2 Members Not in Attendance. When Members cannot attend meetings, they may provide their written positions/views on agenda topics in advance via the Business Constituency Private List.
- 8.1.3 Minutes. The Vice-Chair for Finance and Operations will authorize and the Secretariat function will post to the Private List the transcript, chat room discussions, and audio recording from any general membership meeting within seven (7) days of such meeting. Whenever possible, for the convenience of Members, the Secretariat function will take minutes at Business Constituency meetings for the purpose of summarizing what transpires including the agenda, attendance, and any decisions or actions items that stemmed from discussions. If votes or consensus calls are taken at a meeting, the minutes shall indicate the outcomes as well key discussion points.
- 8.1.4 Private. Except for specifically designated public sessions held at ICANN meetings, Business Constituency meetings shall be private unless the Executive Committee decides that circumstances warrant an open invitation to the public.
- 8.1.5 Procedure. At the discretion of the Chair, meetings may be conducted informally or as appropriate for the size of the group and topic being discussed. Concerns or issues regarding the manner in which a meeting is conducted may be appealed to the EC.
- 8.1.6 Translation and Remote Participation. Upon request, the EC will make a reasonable effort to facilitate translation and remote participation services.

8.2 Committee Meetings.

The Chair of any standing or ad hoc committee shall consult its members when making determinations as to how its meetings are to be conducted including compliance with Section 8.1.

- 8.2.1 Format. Committee meetings may be conducted using electronic means.



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8.2.2 Appeals. Concerns or issues regarding the manner in which a meeting is conducted may be appealed to the EC.

9.0 Outreach.

9.1 Outreach Policies.

9.1.1 Commitment. The Business Constituency is committed to being inclusive and representative of commercial Internet users globally and will conduct outreach to qualifying for-profit entities eligible for membership as outlined in §5.1.

9.1.2 Objective. Recruiting will be focused on assuring representation from each ICANN geographic region with emphasis in areas historically under-represented in ICANN structures.

9.2 Primary Officers.

The Chair and Vice-Chair for Finance and Operations are primarily responsible for allocating funds, proposing plans/programs, and encouraging Member participation in activities designed to achieve the Business Constituency's outreach and recruitment goals.

9.3 Outreach Opportunities.

The Chair and Vice-Chair for Finance and Operations will seek opportunities at each ICANN public meeting to recruit new Members and educate interested attendees about the Business Constituency and ICANN.

9.4 Special Committees/Groups/Teams.

Consistent with the Business Constituency's commitment to global outreach, the Executive Committee may create temporary or permanent committees/groups/teams (see §2.6.4) to focus on broadening geographic and participatory diversity including, but not limited to: (a) taking advantage of ICANN funding/programs targeted at outreach; (b) recruiting new members into the Business Constituency from under-represented regions; and (c) evaluating proposals to allocate internal funds designated for outreach activities not covered by other programs.

10.0 Finances.

10.1 Reasonable Fees.

The EC may propose and approve membership fees including granting exceptions for extenuating circumstances.



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10.2 Funding Sources.

10.2.1 The Chair and Vice-Chair for Finance and Operations are primarily responsible for identifying non-dues financing sources and procuring such funding for the Business Constituency with the assistance of Members upon request.

10.2.2 Any prospective funding from external non-dues sources must be given without an obligation to support a particular policy position and must be free of conflicts of interest. The Vice-Chair for Finance and Operations shall disclose any proposed funding source to the membership for a period of not less than two (2) weeks before accepting it.

10.3 Invoicing.

The Business Constituency's membership cycle operates on a calendar year with fees invoiced annually for existing Members. A new Member joining during the first six months of a year will be invoiced for an entire year. A new Member joining during the last six months of a year will be invoiced on a pro-rata basis.

10.4 Delinquency.

10.4.1 Failure to Pay. A Member not paying a renewal invoice shall have its membership revoked and lose all rights and benefits of membership as specified in this Charter on the 14th day following the date on which the second reminder is sent. A membership revoked due to a failure to pay fees may be reinstated if payment is made within 30 days after revocation. If payment delinquency continues beyond 30 days, the Member will be required to re-apply unless an exception is granted per §10.4.2.

10.4.2 Exception: Upon a vote by the Executive Committee, the Vice-Chair for Finance and Operations may implement a special arrangement for a Member who asserts extenuating circumstances. Such arrangement may include a short extension or lowered dues within the applicable category. Exceptions are singular events and do not establish precedence.

10.5 Refunds.

No refund of membership fees will be given to a Member due to resignation or removal as a result of disciplinary action as specified in §5.6.2.

10.6 Accounting and Transparency.

The Business Constituency's accounting period is a calendar year. The proposed budget for each year and the year-end summary of accounts will be posted on the Private List.



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11.0 Amendments, Revisions, and Version Control

11.1 Amendments.

This Charter may be amended from time-to-time, in whole or in part, subject to a two-thirds affirmative vote (super-majority) of Members. Any Member proposal for a Charter amendment that is not supported by the Executive Committee requires the support of 25% of Members before being put to a vote.

11.2 Interpretation.

If any dispute arises regarding the interpretation of this Charter, such interpretation will be decided upon solely by the Executive Committee without prejudice to the right of any Member to file a complaint to the ICANN Ombudsman.

11.3 Effect and Transition.

All articles of any revised Charter shall take effect immediately following an affirmative super-majority vote of the Business Constituency membership.

Version	Date	Name	Description
1.0	Jun 2003	Philip Shepard	Business Constituency organized in 1999; however, first formal charter was approved in 2003.
2.0	Jan 2009	Marilyn Cade	Changes made to be consistent with the GNSO Improvement Initiatives resulting from the 2008 GNSO Review, which included a GNSO restructure, a bicameral Council, and updated nomenclature.
3.0	June 2016	Jimson Olufuye	Complete redraft to update and modernize provisions, improve language across the document, and incorporate new sections (e.g., Outreach, Finance) recommended by ICANN Staff.

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Business Constituency (BC) Response to public comments on proposed BC Charter Updated version, 4-Mar-2017

Dear ICANN Staff,

The ICANN Business Constituency (BC) welcomes the opportunity to recap and respond to comments filed during the public comment period regarding the proposed BC Charter, opened on 6-Jan-2017 at <https://www.icann.org/public-comments/bc-charter-amend-2017-01-06-en>. This Charter represents the culmination of extensive research and drafting work since the previous version was approved by the Board in November 2009 subsequent to the GNSO Improvements initiative and the GNSO restructure. Since then, three separate working groups have taken on the task of improving the Charter, with the latest group merging new language with a comprehensive “best-of-breed” document created by Staff.

We provide these responses in order to help facilitate Staff’s report to the Board during ICANN58 in Copenhagen. If Staff has further questions regarding the Charter or these responses, please do not hesitate to contact us.

Public comment by Philip Sheppard:

- Delightful to see a new BC charter of 33 pages.
- I am confident it will serve the BC much better and be a longer read than the 6 page v1 to which reference is provided in article 11.3.
- I would be terribly grateful for this amendment to article 11.3 in the interests of historical accuracy: DELETE Philip Shepard, ADD Philip Sheppard

BC response to Mr. Sheppard’s comment:

The BC will gladly correct the spelling of Mr. Sheppard’s name, with apologies for that mistake.

Public comment by Mathieu Weill:

- Afnic is the ccTLD manager in charge of .fr and several other ccTLDs. Afnic is also a registry service provider for 14 new gTLDs, and represents its clients in the RySG. Afnic is an open, multistakeholder not for profit designed to foster the development of the Internet in France.
- Afnic has no interest in joining the BC (and would not be eligible), but would like to see greater participation of its constituents (French businesses) within the BC. We are convinced that the main area for improvement in the BC is increasing diversity within its membership, and especially within its leadership.
- In June 2016, Afnic realized a study regarding diversity within ICANN’s leadership :
- <https://www.afnic.fr/en/about-afnic/news/general-news/9954/show/afnic-reveals-figures-on-diversity-within-icann.html>
- Applying this standard to the Business constituency reveals that the current Excom is composed of 5 representatives from the United States of America and 1 from Nigeria. Both countries have English as an official language. This can hardly be acknowledged as

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representative of today's businesses relying on the Internet unique identifiers to establish and grow their ventures.

- As a consequence, we are strongly concerned that the new Charter does not demonstrate any stronger commitment towards diversity. The only references to diversity within the Charter call for extending application deadlines when all applicants are from the same region, or a vague endeavor to achieve geographic diversity.
- This obvious imbalance also raises concerns regarding potential capture by companies from a single country or Region.
- We urge the Board and the BC to include firmer commitments to diversity within the BC's membership and leadership before approving any change of its Charter.
- Considering the ongoing work of the CCWG-Accountability to enhance ICANN's diversity, as one of the Work Stream 2 items, we encourage the BC to reach out to the relevant group in order to find out how a stronger commitment to diversity could materialize.

BC response to Mr. Weill's comment:

During the public comment period, the BC posted this initial response to Mr. Weill:

The Business Constituency (BC) prides itself on its continued commitment to increase diversity, especially geographic diversity. Among our general membership and within the BC leadership we have made significant efforts to expand representation from regions around the world, including outreach to SMEs and businesses from regions historically under-represented in ICANN. We have made much progress, and we embrace outreach as an ongoing priority of our constituency.

Within the BC, many regions and languages are represented. And many BC businesses work around the world in multiple geographies and languages. In direct response to the comment from Afnic expressing concern about French language representation in the BC, the BC counts among its members many representatives from many language groups – including a number of French and French-speaking businesses, as well as associations with geographically and linguistically diverse memberships.

Our goal is to represent businesses large and small, and reflect the depth and regional diversity of the global business community. The BC actively welcomes Business representatives from all regions, and will continue to encourage BC members from diverse regions and backgrounds to run for leadership positions.

As explained in our response above, the BC does not specifically target linguistic groups in our considerable efforts at outreach. Our Charter requires us to represent interests of global business registrants and users; accordingly, our outreach is focused on achieving diverse geographic coverage for businesses both large and small. BC outreach efforts have been wide and varied, including group, individual and conference activities. Our efforts over just the last 18 months include:

- Outreach events, lunches and breakfasts for new potential BC members as part of ICANN meetings in Marrakech and Hyderabad

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- Production and translation of BC newsletters and wide dissemination both online and in hard copy at various events around the world with a special focus on regionally diverse audiences
- BC representation at newcomer events/booths at ICANN and IGF Mexico 2016 and other related events such as the WSIS Forum
- BC members speaking to and mentoring ICANN fellows at ICANN and other events
- BC Outreach support for and speaking at the AfICTA Summits in Africa and the Asia - Oceania Computing Industry Organisation (ASOCIO) events in Asia

The BC is very proud of these outreach efforts, and will continue to maintain its commitment to diversity, as reflected in our revised Charter. For these reasons, we respectfully disagree with Mr. Weill's request that the BC charter be further amended to explicitly target linguistic diversity.

Public comment by John Berard:

- I am a member in good-standing of the Commercial and Business Users Constituency (and will be even if the new charter is approved), but I oppose one specific section of the proposed new charter that will make participation harder for all small business in every global region.
- I refer to section "5.1.2 Ineligible Organizations" and its sub-section (b) which sets new limits on who can and cannot participate. It will deny membership to "Entities which derive more than 30 percent of annual revenue as a registry operator, registrar, or domain name reseller (collectively, 'Contracted Parties')."
- The current Charter has a limit of 50 percent of such revenue. It is understood, though not clear, that the limit is not just on revenue derived as a "registry operator, registrar or domain name reseller" but in support of such contracted parties.
- The proposed charter change creates three problems that serve to disadvantage small business and will likely slow the growth of membership diversity, a key ICANN and community goal.
- First, it ignores the nature of the work. A consultant may have subject matter expertise (e.g., I have long worked on matters of privacy) which can be valuable to a contracted party without being related to the sale and management of domain names. The proposed charter draws no such distinction. It should.
- Second, it ignores the fact that economic self-interest (which is harder to measure but a more meaningful metric of intent) often has less to do with annual revenue than with potential financial benefit derived from warrants or shares held in client companies.
- For larger companies, this may not much of a consideration, but for small consultancies, these are the bets we make on ourselves. They are not reflected in annual revenue until they are paid. But they certainly are motivation and a measure of economic self-interest. The proposed charter draws no such distinction. It should.
- Third, a small business consultancy is, by definition, more susceptible to shifts in opportunity. The normal mix of project and on-going work makes it difficult, year-over-

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year, exactly to predict its revenue totals or know its client mix. Because of this, almost any revenue limit runs the risk of being too high, whipsawing eligibility. That is not a recipe for growth or stability.

- The proposed charter draws no such distinction. It should.
- The legacy revenue limit of 50 percent offered, at least, a degree of assurance against this instability. A limit of 30 percent more likely guarantees that instability.
- It is my request that the Board of ICANN reject the proposed charter until the charter eliminates any revenue limit on participation or, at the least, retains the previous revenue limit of 50 percent.

BC response to Mr. Berard's comment:

The BC wishes to thank Mr. Berard for his participation in the BC Charter drafting team, where he shared the same views expressed in his public comment.

Following the launch of the new gTLD program, which created a situation in which many entities would potentially have interests in multiple stakeholder groups and constituencies, a determination was made by an earlier iteration of the Charter drafting team to reexamine the previous revenue threshold for membership eligibility. A majority of the team settled upon a 10% threshold; however, given the sensitivity of the issue and the lack of unanimity, the provision was flagged for further consideration by the entire BC membership. Upon presentation of the revised Charter by the drafting team to the membership, the BC held two calls devoted solely to discussion of the Charter. During these calls as well as on a membership-wide email chain, Mr. Berard made the points set forth in his public comment. His views were supported by several other members of the BC and opposed by others.

The BC Executive Committee determined that further data was needed on this issue, and worked with the drafting team to send out an anonymous survey to the full membership asking: (1) What do you prefer as the new revenue threshold? and (2) What percentage of your revenue is made from registry and registrar-related services? The results were as follows:

- 6 BC members preferred to keep the revenue threshold at 50%.
- 10 BC members preferred to lower the revenue threshold to 40%, 30%, 25%, or 10% (the new proposed threshold).
- 14 BC members reported revenues from registry and registrar-related services at 10% or less.
- 2 BC members reported revenues from registry and registrar-related services at between 10% to 30%.
- 0 BC members reported revenues from registry and registrar-related services at greater than 30%

Based on this data demonstrating that (a) a majority of BC members supported lowering the revenue threshold and (b) no current members would be adversely affected by lowering the threshold to 30%, the Executive Committee decided to select a new threshold of 30% as a compromise between the previous 50% figure and the proposed 10% figure.

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Public Comment by the Registries Stakeholder Group:

- The Registries Stakeholder Group (RySG) would like to compliment the Business Constituency (BC) and its Charter drafting team with a well written, thorough and nicely structured proposed new version of the BC Charter.
- 5.1.2 Ineligible Organizations: The membership eligibility criteria state that ‘Entities which derive more than 30 percent of annual revenue as a registry operator, registrar, or domain name reseller (collectively, “Contracted Parties”)’ are ineligible for BC membership.

A domain name reseller does not have a contract with ICANN, is not a registry and not a registrar and as such cannot be a member of the Registries Stakeholder Group or the Registrars Stakeholder Group. Resellers are not eligible for membership of any other stakeholder group of the Non-Contracted Party House. By excluding domain name resellers from BC membership they are denied participation in ICANN policy development.

- 5.1.3 Non-Voting Members: The proposed Charter clarifies that otherwise eligible Members that are owned, controlled by, or under common ownership with any entity that votes in the Business Constituency or another Stakeholder Group or Constituency in either house of the GNSO is ineligible for Voting status within the Business Constituency.

While the proposed Charter gives clear guidance in the case of ownership or control, there is no such guidance to clarify membership status and voting rights for trade associations which represent the interest of Business Users or a consultant advising Business Users in case their respective members or client(s) is (are) a(n) entity(ies) that vote(s) in the BC or another SG.

BC response to Registries Stakeholder Group (RySG) comment:

The BC wishes to thank the RySG for its thoughtful comment.

The RySG’s point regarding reseller eligibility for ICANN policy development participation is well taken, and we certainly encourage resellers to actively participate in ICANN. Entities that earn less than 30% of their revenues from the reseller business are eligible for BC membership, and we welcome their participation in the BC. The BC sympathizes with resellers who earn a greater percentage of their revenues from this business, as they may presently have no formal eligibility within ICANN stakeholder groups. However, we respectfully believe that a reseller’s relationship to the DNS is substantially the same as a registrar’s, and notably distinct from the position occupied by business users and registrants. The BC is tasked with representing the interests of businesses who *use* the DNS to conduct electronic commerce, as opposed to entities that earn revenues from the business of *selling* domain names. For this reason, we believe it may be more appropriate for resellers to seek amendment of the Registrar Stakeholder Group Charter in order to obtain eligibility for membership in the RrSG.

The RySG’s point regarding clarification of membership status and voting rights for trade associations is also well taken. It is the BC’s intent that a trade association be treated consistently with other BC member businesses. Thus, a trade association that is eligible for

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membership in the BC as well as in another constituency must expressly declare its choice to vote in a single constituency. To clarify this position, the BC proposes an amendment to Section 5.1.3 of its new Charter, so that it reads as follows:

- 5.1.3 **Non-Voting Members:** ~~Any~~ ~~an~~ otherwise eligible Member according to §5.1.1 that votes in another Stakeholder Group or Constituency in either house of the GNSO, or is owned, controlled by, or under common ownership with any entity that votes in the Business Constituency or another Stakeholder Group or Constituency ~~in either house of the GNSO~~, is ineligible for Voting status within the Business Constituency; however, such Member may be accorded Non-Voting status subject to the following:
- a. A representative of a Non-Voting Member may not hold an elected position, including Officer or GNSO Council Representative, within the Business Constituency; and
 - b. With the exception of restrictions specified in §5.1.3, all other rights and privileges of membership apply to Non-Voting Members.

Additional internal Charter Improvement on Section 2.5.5

Having concluded some non-recurring one-off events, Section 2.5.5 below is hereby amended:

2.5.5 The General Counsel is empowered to:

- a. Incorporate the BC as a non-profit entity in the District of Columbia;
- b. Process and forward the BC's postal mail;
- c. Register and secure an Employer Identification Number (EIN) for the BC;
- d. File and sign the BC's applicable tax returns; and
- e. Utilize his/her registered address to facilitate his/her duties herein

Amended version:

2.5.5 The General Counsel is empowered to:

- a. Maintain a continuous incorporation of "The ICANN GNSO Business Constituency LLC" in the District of Columbia;
- b. Process and forward the BC's postal mail;
- c. Maintain an Employer Identification Number (EIN) for the BC;
- d. File and sign the BC's applicable tax returns; and
- e. Utilize his/her registered address to facilitate his/her duties herein

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This comment was drafted by Andy Abrams, Andrew Mack, Jimson Olufuye, Marilyn Cade, Lawrence OlaWale-Roberts, and Steve DelBianco.

It was approved in accord with our charter.

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Business Constituency (BC) Resposta aos comentários públicos sobre proposta de BC Charter (Atualização do Estatuto da BC na ICANN)

Versão atualizada, 4-Mar-2017

Traduzida por Nivaldo Cleto em 22/03/2017

Caros Conselheiros da ICANN,

O ICANN Business Constituency (BC) agradece a oportunidade de recapitular e responder aos comentários apresentados durante o período de comentários públicos sobre a proposta de atualização (BC Charter) da Business Constituency, aos Estatutos da ICANN, aberta em 6-Jan-2017 em <https://www.icann.org/public-comments/Bc-charter-amend-2017-01-06-pt>.

Esta atualização de 33 páginas (Anexo II) representa o ápice de extensos trabalhos de pesquisa e redação, uma vez que a versão anterior foi aprovada pelo Conselho em Novembro de 2009 na sequência da iniciativa de Melhorias e reestruturação da GNSO.

Desde então, três grupos de trabalho distintos assumiram a tarefa de melhorar a redação, com o último grupo a fundir uma nova terminologia com um documento abrangente e mais moderno "best-of-breed" criado pela equipe da BC.

Nós fornecemos essas respostas para ajudar a facilitar o relatório do Staff ao Conselho durante a ICANN58 em Copenhague.

Se alguém tiver mais perguntas sobre a proposta de reforma do estatuto ou sobre essas respostas, não hesite em contatar-nos.

Comentário público por Philip Sheppard:

- Maravilhoso ver uma nova Reforma do Estatuto de 33 páginas.
- Estou confiante de que servirá ao BC muito melhor e será mais lida do que o documento de 6 páginas a que se refere no artigo 11.3.
- Estou extremamente grato por esta alteração ao artigo 11.3 no interesse da precisão histórica: apagar Philip Shepard, ADD Philip Sheppard

BC resposta ao comentário do Sr. Sheppard:

O BC terá prazer em corrigir a ortografia do nome do Sr. Sheppard, com desculpas por esse erro.

Comentário público por Mathieu Weill:

- Afnic é o administrador de ccTLD responsável pelo .fr e vários outros ccTLDs. A Afnic é também um provedor de serviços de Registries para 14 novos gTLDs e representa seus clientes no RySG (Registries). A Afnic é uma organização aberta e multi-stakeholder, não lucrativa, destinada a promover o desenvolvimento da Internet na França.

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- A Afnic não tem interesse em aderir ao BC (e não seria elegível), mas gostaria de ver uma maior participação de seus constituintes (empresas francesas) dentro do BC. Estamos convencidos de que a principal área de melhoria no BC é aumentar a diversidade dentro de seus membros, e especialmente dentro de sua liderança.
- Em junho de 2016, a Afnic realizou um estudo sobre a diversidade dentro da liderança da ICANN:
- <https://www.afnic.fr/pt/about-afnic/news/general-news/9954/show/afnic-reveals-figures-on-diversity-within-icann.html>
- A aplicação desta norma ao círculo eleitoral da empresa revela que o Comitê Executivo atual é composto por 5 representantes dos Estados Unidos da América e 1 da Nigéria. Ambos os países têm inglês como língua oficial. Isso dificilmente pode ser reconhecido como representante das empresas de hoje contando com os identificadores únicos da Internet para estabelecer e crescer seus empreendimentos.
- Como consequência, estamos profundamente preocupados com o fato de a nova Reforma do Estatuto não demonstrar um maior empenhamento em relação à diversidade. As únicas referências à diversidade na Reforma do Estatuto exigem o alargamento dos prazos de candidatura quando todos os candidatos são da mesma região ou um vago esforço para alcançar a diversidade geográfica.
- Este desequilíbrio óbvio também levanta preocupações quanto à captura potencial por empresas de um único país ou região.
- Exortamos a Junta e o BC a incluir compromissos mais firmes com a diversidade dentro da associação e liderança do BC antes de aprovar qualquer alteração de sua Reforma do Estatuto.
- Considerando o trabalho em andamento do CCWG-Accountability para aprimorar a diversidade da ICANN, como um dos itens do Work Stream 2, encorajamos o BC a entrar em contato com o grupo relevante para descobrir como um maior compromisso com a diversidade poderia se materializar.

BC resposta ao comentário do Sr. Weill:

Durante o período de comentários do público, o BC postou esta resposta inicial ao Sr. Weill:

O Business Constituency (BC) orgulha-se de seu compromisso contínuo de aumentar a diversidade, especialmente a diversidade geográfica. Entre nossos membros gerais e dentro da liderança BC, temos feito esforços significativos para expandir a representação de regiões em todo o mundo, incluindo o alcance de PMEs e empresas de regiões historicamente sub-representadas na ICANN. Nós fizemos muito progresso, e nós abraçamos o alcance como uma prioridade em curso de nosso círculo eleitoral.

Dentro do BC, muitas regiões e línguas são representadas. E muitas empresas associadas da BC trabalham em todo o mundo em várias regiões geográficas e línguas. Em resposta direta ao comentário da Afnic, expressando preocupação com a representação da língua francesa no BC, o BC conta entre seus membros com representantes de muitos grupos linguísticos - incluindo um número de empresas de língua francesa, bem como associações geográficas e linguísticas de diversas associações.

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Como explicado em nossa resposta acima, o BC não almeja especificamente grupos linguísticos em nossos esforços consideráveis no alcance. Nossa Reforma do Estatuto exige que representemos interesses de registrantes e usuários de negócios globais;

Portanto, nossa meta está focado em alcançar cobertura geográfica diversificada para empresas de grande, pequena e médio porte. Os esforços de extensão do BC têm sido amplos e variados, incluindo atividades em grupo, individuais e de conferência. Nossos esforços nos últimos 18 meses incluem:

- Eventos de divulgação, almoços e café da manhã para novos membros potenciais da BC, como parte das reuniões da ICANN em Marrakech e Hyderabad
- Produção e tradução de boletins informativos da BC e ampla divulgação online e em papel em vários eventos
- Representação do BC nos eventos e recepção para os recém-chegados na ICANN e no IGF México 2016 e outros eventos relacionados como o Fórum da WSIS
- Membros da BC que falam e orientam da ICANN na ICANN e outros eventos
- O apoio e apresentações da BC na cúpula de eventos da Aficta na África; e da Ásia - Oceania Computing Organisation (ASOCIO) na Ásia.

O BC está muito orgulhoso destes esforços de extensão, e continuará a manter seu compromisso com a diversidade, como está refletido na revisão de nossos estatutos. Por estas razões, estamos respeitosamente em desacordo com o pedido do Sr. Weill de que essa revisão seja novamente alterada para visar explicitamente a diversidade linguística.

Comentário público de John Berard:

- Sou um membro em acordo com Grupo de Usuários Comerciais e Empresariais – Business Constituency (e continuarei mesmo que a nova Reforma do Estatuto seja aprovada), mas eu me oponho a uma seção específica da nova Reforma do Estatuto proposta que fará a participação mais difícil para todas as pequenas empresas em cada região global.
- Refiro-me à seção "5.1.2 Organizações Inelegíveis" e sua subseção (b) que estabelece novos limites para quem pode e não pode participar. Ele negará a adesão a "Entidades que obtêm mais de 30% da receita anual como um operador de Registries, registrador ou revendedor de nomes de domínio (coletivamente, "Partes Contratadas").
- O Estatuto atual tem um limite de 50% . Entende-se, embora não seja claro, que o limite não é apenas sobre a receita derivada como um "operador de Registries, Registrars ou revendedor de nomes de domínio", mas em apoio a tais partes contratadas.
- Em primeiro lugar, ignora a natureza do trabalho. Um consultor pode ter conhecimentos especializados (por exemplo, eu tenho trabalhado por muito tempo em questões de privacidade), que podem ser valiosos para uma parte contratada, sem estar relacionado com a venda e gestão de nomes de domínio. A Reforma do Estatuto proposta não faz essa distinção.
- Em segundo lugar, ignora o fato de que o interesse próprio econômico (que é mais difícil de medir, mas uma métrica de intenção mais significativa), muitas vezes tem menos a ver com a receita anual do que com o benefício financeiro potencial derivado de garantias ou ações mantidas por clientes

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- Para grandes empresas, isso pode não ser uma grande consideração, mas para pequenas consultorias, essas são as apostas que fazemos em nós mesmos. Eles não são refletidos na receita anual até que sejam pagos. Mas certamente são motivação e uma medida de auto-interesse econômico. A Reforma do Estatuto proposta não faz essa distinção.
- Em terceiro lugar, uma consultoria de pequenas empresas é, por definição, mais suscetível a mudanças nas oportunidades. A combinação normal de projetos e trabalhos em andamento torna difícil, de ano para ano, exatamente prever seus totais de receita ou conhecer seu mix de clientes. Devido a isso, quase qualquer limite de receita corre o risco de ser muito alto. Isso não é uma receita para o crescimento ou a estabilidade
- A Reforma do Estatuto proposta não faz tal distinção.
- O limite legado de 50% oferecia, pelo menos, um certo grau de segurança contra essa instabilidade. Um limite de 30% mais provável garantirá essa instabilidade
- É meu pedido que a Diretoria da ICANN rejeite a Reforma do Estatuto proposta até que a Reforma do Estatuto elimine qualquer limite de receita de participação ou, pelo menos, retenha o limite de receita anterior de 50%.

BC resposta ao comentário do Sr. Berard:

O BC deseja agradecer ao Sr. Berard por sua participação na equipe de redação da BC Charter, onde compartilhou as mesmas opiniões expressas em seu comentário público.

Após o lançamento do novo programa de gTLDs, que criou uma situação em que muitas entidades teriam potencialmente interesses em múltiplos grupos de interessados e grupos eleitorais, foi decidida uma iteração anterior da equipe de redação da Reforma do Estatuto para reexaminar o limite de receita anterior para a elegibilidade da adesão. A maioria da equipe estabeleceu um limite de 10%; Entretanto, dada a sensibilidade da questão e a falta de unanimidade, a provisão foi marcada para maior consideração por todos os membros do BC.

Após a apresentação da Reforma do Estatuto revisada pela equipe de redação aos membros, o BC realizou duas convocações dedicadas exclusivamente à discussão da Reforma do Estatuto. Durante essas conferências, bem como em uma cadeia de e-mails de todo o grupo, o Sr. Berard fez os pontos estabelecidos em seu comentário público. Suas opiniões foram apoiadas por vários outros membros do BC e opostas por outros.

O Comitê Executivo da BC determinou que eram necessários mais dados sobre essa questão e trabalhou com a equipe de redação para enviar uma pesquisa anônima para todos os membros, perguntando:

(1) O que você prefere como o novo limite de receita? e

(2) Qual é a porcentagem de sua receita de serviços relacionados aos Registries (RySG) e aos Registrars (RrSG)?

Os resultados foram os seguintes:

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- 6 membros BC preferiram manter o limite de receita em 50%.
- 10 membros da BC preferiram baixar o limite de receita para 40%, 30%, 25% ou 10% (o novo limite proposto).
- 14 membros do BC relataram receitas de serviços relacionados ao Registries e Registrars com 10% ou menos.
- 2 membros do BC relataram receitas de serviços relacionados ao Registries e Registrars entre 10% e 30%.
- Nenhum dos membros do relataram receitas de serviços relacionados ao Registries e Registrars em mais de 30%

Com base nestes dados, demonstrou-se que (a) a maioria dos membros do BC apoiavam a redução do limite de receita e (b) nenhum membro atual seria prejudicado pela redução do limite para 30%. O Comitê Executivo decidiu selecionar um novo limite de 30% Como um compromisso entre o número anterior de 50% eo valor proposto de 10%.

Comentário público do Grupo de Partes Interessadas dos Registries (RySG):

- O Grupo de Partes Interessadas dos Registries (RySG) gostaria de elogiar a Constituição do Negócio (BC) e a sua equipe de redação da Reforma do Estatuto com uma nova versão proposta, bem escrita, completa e bem estruturada da Reforma do Estatuto do BC.

• 5.1.2 Organizações Inelegíveis: Os critérios de elegibilidade para membros indicam que as Entidades que obtêm mais de 30% da receita anual como um operador de Registries, Registrars ou Revendedor de nomes de domínio (coletivamente, "Partes Contratadas") não são elegíveis para membros do BC.

Um **revendedor de DNS** não tem um contrato com a ICANN, não é um Registries (RySG) e não um Registrars (RrSG) e, como tal, não pode ser um membro dos Grupos de Partes Interessadas dos Registries (RySG) ou dos Grupos de Partes Interessadas dos Registrars (RrSG). Os revendedores não são elegíveis para a adesão de qualquer outro grupo de partes interessadas não contratadas. Ao excluir os revendedores de nomes de domínio de membros BC, lhes são negadas participação no desenvolvimento da política da ICANN.

- 5.1.3 Membros Não Votantes: A Reforma do Estatuto proposta esclarece que os Membros elegíveis que pertençam, sejam controlados por, ou sob propriedade comum, com qualquer entidade que vote no Business Constituency ou outro Grupo de Partes Interessadas ou Constituinte em qualquer área da GNSO é Inelegíveis para escolha do status de eleitor no Business Constituency.

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Embora a Reforma do Estatuto proposta forneça orientações claras no caso de propriedade ou controle, não existe tal orientação para clarificar o estatuto de membro e os direitos de voto para as associações comerciais que representam o interesse dos Utilizadores Empresariais ou um consultor que aconselha os Utilizadores Comerciais caso os seus respectivos membros ou cliente (s) é (são) uma (s) entidade (s) que vota (m) no BC ou outro SG.

Resposta do BC ao comentário do Grupo de Partes Interessadas do Registries (RySG):

O BC deseja agradecer ao RySG (Registries) por seu comentário ponderado.

O ponto relativo da RySG (Registries) sobre a elegibilidade do revendedor para a participação no desenvolvimento de políticas da ICANN é bem aceito e certamente incentivamos os revendedores a participar ativamente da ICANN. As entidades que ganham menos de 30% de suas receitas com o negócio de revendedores são elegíveis para a adesão ao BC e agradecemos sua participação no BC.

O BC simpatiza com revendedores que ganham uma porcentagem maior de suas receitas com esse negócio, uma vez que atualmente não têm elegibilidade formal dentro dos grupos de partes interessadas da ICANN. No entanto, respeitosamente acreditamos que a relação de um revendedor com o DNS é substancialmente a mesma que a de um registrador e, em particular, distinta da posição ocupada por Business Constituency e Registries (RySG).

O BC é encarregado de representar os interesses das empresas que usam o DNS para conduzir o comércio eletrônico, ao contrário de entidades que ganham receitas do negócio de venda de nomes de domínio. Por esta razão, acreditamos que ele pode ser mais apropriado para os revendedores para obter a alteração da Reforma do Estatuto secretário Grupo de Partes Interessadas a fim de obter a elegibilidade para participação no RrSG (Registrars).

O ponto relacionado aos RySGs (Registries) quanto à clarificação do estatuto de membro e dos direitos de voto para as associações comerciais também é bem aceito. A intenção do BC é que uma associação comercial seja tratada consistentemente como outras empresas membros do BC. Assim, uma associação comercial que é elegível para a participação no BC, bem como em outro eleitorado deve declarar expressamente a sua escolha para votar em um único círculo eleitoral. Para esclarecer essa posição, o BC propõe uma emenda à Seção 5.1.3 de sua nova Reforma do Estatuto, de modo que se lê o seguinte:

5.1.3 Os membros não votantes: Qualquer membro de outra forma elegível de acordo com §5.1.1 que vota em outro grupo de partes interessadas ou Constituinte em qualquer grupo do GNSO, ou é controlada por ou sob propriedade comum com qualquer entidade que vota no Business Constituency, não é elegível para o estatuto de Voto dentro do Business Constituency; No entanto, tal Membro pode ser concedido o status de Não-Votante sujeito ao seguinte:

- a. Um representante de um Membro Não Votante não pode ocupar um cargo eleito, incluindo um Representante do Conselho da GNSO, dentro do Business Constituency; e
- b. Com exceção das restrições especificadas no § 5.1.3, todos os outros direitos e privilégios de adesão se aplicam aos Membros Não Votantes.

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Melhoria interna adicional da Reforma do Estatuto na Secção 2.5.5

Tendo concluído alguns eventos extraordinários não recorrentes, a Secção 2.5.5 abaixo é alterada:

2.5.5 O Diretor Geral tem poderes para:

- a. Incorporar o BC como uma entidade sem fins lucrativos no Distrito de Columbia;
- b. Processar e encaminhar o correio postal do BC;
- c. Registrar e garantir um Número de Identificação do Empregador (EIN) para o BC;
- d. Arquivar e assinar as declarações fiscais aplicáveis do BC; e
- e. Utilizar o seu endereço registado para facilitar as suas funções no presente

Versão alterada:

2.5.5 O Diretor Geral tem poderes para:

- a. Manter uma incorporação contínua de "O ICANN GNSO Business Constituency LLC" no Distrito de Columbia;
- b. Processar e encaminhar o correio postal do BC;
- c. Manter um Número de Identificação do Empregador (EIN) para o BC;
- d. Arquivar e assinar as declarações fiscais aplicáveis do BC; e
- e. Utilizar o seu endereço registado para facilitar as suas funções no presente

Este comentário foi escrito por Andy Abrams, Andrew Mack, Jimson Olufuye, Marilyn Cade, Lawrence Olawale-Roberts e Steve DelBianco.

Foi aprovado de acordo com nossa Reforma do Estatuto.

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Dear Colleagues,

Following my presentation on the CCTRT Draft Report at the BC Closed meeting, I am attaching annotated listing of the recommendations, with what I regard relates most to Business. There was a suggestion from a member to go along the thematic baskets in deciding what is important, which I think is another good idea, in which case I would rank them from most important as:

Data Analysis (1 recommendation); Consumer Trust (4 recommendations), Safeguards (26 recommendations) Competition (7 recommendations); Consumer Choice (4 recommendations); Application and Evaluation (8 applications).

Worth mentioning also that the CCTRT has also done yet another prioritization schedule in the report -relating to implementation timeframes.

My annotation is subjective, and certainly not part of the official documentation from the CCTRT to be used as input for formal comments. The CCTRT will certainly value freshness of perspective from without the CCTRT in comments received.

We look forward to the BC Comments.

Kind Regards,

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Annotated CCTRT Recommendations

No.	Recommendation	Annotation (bracketed number is my assessment of importance to Business, with 10 as the highest)
1	Formalize & promote ongoing data collection- <ul style="list-style-type: none">• Initiative to facilitate quantitative analysis of market & policy implementation•Dedicated Data Scientist	This is an over-arching recommendation. Timely, pertinent and accurate data is indispensable for policy and other decision-making processes within ICANN and this

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		has an impact on ICANN's interface with Business. Plus this data can also be available for BC use. (10)
2	Regularly collect wholesale pricing for legal gTLD (legacy and new gTLD) registries (confidentially)	This data is to help future CCTRTs. (1)
3	Regularly collect transactional pricing for gTLD marketplace from registries (confidentially)	This data is to help future CCTRTs. (1)
4	Collect retail pricing for marketplace & develop capability to analyse data	This data is to help future CCTRTs. (1)
5	Collect parking data, track parking rates at a TLD & identify trends	This data is to help future CCTRTs. (1)
6	Collect secondary market data	This data is to help future CCTRTs. This type of data is currently not being collected in a comprehensive way and it would lend light on true market values (1)
7	Collect TLD sales at a country level	This data is to help future CCTRTs; particularly in understanding competition between gTLDs and ccTLDs (1)
8	Create/support/partner with entities that collect TLD sales data at a country level. Enhance cooperation (standardization of research, methodology), to obtain comparable data	Working with relevant external entities will help future CCTRTs have access to more and better data (1)
9	Conduct periodic survey of registrants - collect registrant trends	Business are registrants and surveying them to get a better understanding of the dynamics in the market is of eventual benefit of the businesses themselves (8)
10	Consider if defensive registrations can be reduced for brands registering a large number of domains	Defensive SLD registrations is a concern for business as they constitute a cost(7)
11	Consumer/end-user/ registrant surveys to explore benefits of expanded number, availability & specificity of new gTLDs, such as: <ul style="list-style-type: none"> • Contributions to choice from geo TLDs, specific sector TLDs and IDN TLDs • Confusion 	Business falls in the grouping of consumer/end user/registrant (7)
12	Collection and processing personal data should be more strictly regulated within rules which are mandatory for all gTLD registries. Registries should not be allowed to share personal data with third parties without consent of that person or under circumstances defined by applicable law	The better word here could have been "sensitive" rather than "personal", in which case it is of high importance to Business. Could comment this way (9)
13	Conduct study on:	Business to be involved as part

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	<ul style="list-style-type: none"> • Which new gTLDs have been visited most • Reasons users visit to certain new gTLDs • What factors matter • How users behaviors explain how they trust new gTLDs 	of the population to be surveyed(3)
14	Incentivize registries to meet user expectations regarding: <ul style="list-style-type: none"> • Relationship of content of a gTLD to its name • Registration restrictions based upon implied trust • Safety and security of users' information Business interested in the trust in the system generated by these measures	Business interest draws from the fact that this enhances trust(6)
15	Repeat portions of global surveys to look familiarity with at new gTLDs, visitation & perceived trustworthiness	Business part of target population (4)
16	Commission Study on impact of restrictions on who can buy new gTLD domains: <ul style="list-style-type: none"> • Compare trust levels with varying degrees of registration restrictions • Correlations between DNS abuse and presence/absence of reg. restrictions • Costs and benefits of registration restrictions • How to enforce reg. restrictions 	Would interest Business to know the effect of registration restrictions as this reflects on trust(3)
17	Assess whether: <ul style="list-style-type: none"> • Significant % of WHOIS complaints relate to accuracy of identity of registrant • Difference in behavior between new/legacy gTLDs 	WHOIS accuracy is important for Business as it enhances trust(9)
18	Accuracy of data should be considered by upcoming WHOIS RT	Related to Recommendation 17 and specifically addressed to WHOIS RT and future CCTRT(0)
19	Repeat data collection comparing abuse rates in domains under new vs. legacy Registry/Registrar Agreements	Addressed to future CCTRTs. Objective is to enhance trust (5)
20	Next CCTRT to review proposed Registry Operator Framework and assess if clear/effective to mitigate	Addressed to future CCTRT; no Business input required(1)
21	Assess whether abuse reporting mechanisms led to more focused efforts to combat abuse	This is of interest to Business (6)
22	Assess if more efforts are needed to publicize contact points where abuse/illegal behavior complaints should go	Related to 21 (6)
23	Provide detailed information on the subject matter of Compliance complaints: <ul style="list-style-type: none"> • type of law violation • relates to protection of sensitive information? 	The utilization of this type of information is more ICANN-Internal (Compliance) (1)
24	Initiate stakeholder consultations on what constitutes reasonable and appropriate security measures commensurate with offering of services	Business will be a stakeholder in the consultations(9)
25-30	Study aspects of highly regulated new gTLDs: <ul style="list-style-type: none"> • Steps registry operators take to establish relationships with relevant gov/industry • # of complaints received by registrants from regulatory bodies and standard practices to respond 	Mainly addressed to ICANN organization (1)

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	<ul style="list-style-type: none"> • Sample websites to see if contact information to file complaints is easy to find • Enforcement of restrictions on necessary credentials by auditing registrars & resellers • # of complaints by seeking info from ICANN Contractual Compliance and registrars/resellers of highly regulated domains • Compare rates of abuse among those highly regulated gTLDs that voluntarily agreed to verify/validate credentials vs, those that don't <p>Some of these, such as .bank could be of interest to Business (3)</p>	
31	<p>Examine ICANN Compliance complaints for a registry operator's failure to comply w/ safeguards on:</p> <ul style="list-style-type: none"> • inherent governmental functions • cyber bullying 	(1)
32	Survey registries to determine how they enforce these safeguards in recommendation 31.	(1)
33	Collect data comparing subjective and objective trustworthiness of new gTLDs with restrictions on registration, to new gTLDs with few or no restrictions.	The data could be useful in improving trustworthiness (5)
34	Repeat/refine DNS Abuse Study to determine if the presence of additional reg. restrictions correlate to decreases in abuse in new gTLDs vs. new gTLDs w/o reg. restrictions, and as compared to legacies	The data could be useful in improving trustworthiness (5)
35	Collect data on cost/benefits of implementing reg. restrictions, including impact on compliance costs, costs for registries, registrars & registrants	Business could be interested if there are costs to business of the implementation (6)
36	Seek public comment on impact of new gTLD reg. restrictions on competition, including whether restrictions create undue preferences	The results could be of interest to Business (5)
37	Improve accessibility of voluntary PICs by maintaining a publicly accessible database	Useful for Business if they could easily access PICs from a central repository when required (6)
38	Future gTLD applicants to state goals of each voluntary PIC	Could be somewhat useful for Business to know the goal of a PIC on request (3)
39	Require all voluntary PICs to be submitted during application process so that GAC has sufficient opportunity to meet deadlines for community/ limited public interest objections	Addressed to applicants and for action of GAC (0)
40	A full impact study on the impact of new gTLDs on the cost/effort required to protect trademarks and repeat regularly to see the evolution	Very important for Business (10)
41	Full review URS and consider how to interoperate with the UDRP	For ICANN/Applicants (0)
42	Fully review TMCH and its scope to provide data to make recommendations & allow an effective policy review	Important for Business (10)

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43	Set objectives for applications from the global South, establish clear measurable goals, and define “Global South”	Important for roping in Business from the Global South (8)
44	Expand and improve outreach into Global South	Important for roping in Business from the Global South (8)
45	ICANN to coordinate the pro bono assistance program	(5)
46	Revisit Applicant Financial Support Program, and try to further reduce overall cost of application, including additional subsidies & dedicated support for underserved communities	(5)
47	GAC consensus advice to Board regarding gTLDs to be clearly enunciated, actionable & accompanied by a rationale. ICANN to provide template & Applicant Guidebook to clarify process & timelines	(0)
48	Review procedures & objectives for community-based applications. Reflect amendments revised AGB	(0)
49	Consider new policies to avoid potential for inconsistent results in string confusion objections. Consider: <ul style="list-style-type: none"> • Determine through initial string similarity review process that singular/plural versions of the same gTLD string should not be delegated • Avoid disparities in similar disputes by ensuring that all similar cases of plural/ singular strings are examined by same expert panelist • Introduce a post dispute resolution panel review mechanism 	For applicants (1)
50	Review results of dispute resolutions on all objections prior to the next CCT review	For ICANN/Applicants (1)