

Charter of the gTLD Registries Stakeholder Group

Adopted by RySG Vote on 4 November 2015

Approved by ICANN Board 15 May 2016

I. Mission and Principles

- A. The gTLD Registries Stakeholder Group (RySG) is a recognized entity within the Generic Names Supporting Organization (GNSO) formed according to Article X, Section 5 (September 2009) of the Internet Corporation for Assigned Names and Numbers (ICANN) Bylaws.
- B. The primary role of the RySG is to represent the interests of gTLD registry operators (or sponsors in the case of sponsored gTLDs) (“Registries”) who:
1. Are currently under contract with ICANN to provide gTLD registry services in support of one or more gTLDs;
 2. Agree to be bound by consensus policies in that contract; and
 3. Voluntarily choose to be members of the RySG.

The RySG may include Interest Groups as defined by Article IV. The RySG represents the views of the RySG to the GNSO Council and the ICANN Board of Directors with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system.

- C. The guiding principles for the RySG, including its leaders and Interest Groups are fairness, openness, and transparency in all RySG policies, practices, and operations. The service standards for leadership positions include impartiality, accountability, and conflicts of interest declarations. The behavioral expectations of all RySG Members, Interest Groups and participants include adhering to ICANN Bylaws and Policies; supporting the consensus model; treating others with dignity, respect, courtesy, and civility; listening attentively to understand others; acting with honesty, sincerity, and integrity; and maintaining community good standing.

II. RySG Membership

The RySG has two categories of membership:

- Membership by registries (“Registry Members”); and
- Membership by trade associations representing registries (“Association Members”).

Both categories of membership allow for either full membership or observer membership, depending on eligibility criteria.

A. Eligibility

1. Registries

All Registries are eligible for membership in the RySG upon the “effective date” set forth in the Registry’s agreement with ICANN. For all purposes under this Charter (including voting), each operator or sponsor shall be considered a single Registry Member of the RySG (whether providing registry services for one or more than one gTLD or IDN version of a gTLD). Further, in cases where an operator or sponsor has a controlling interest in another registry operator or sponsor, either directly or indirectly, the controlled registry operator or sponsor shall not be considered a separate Member of the RySG.

Membership shall be terminated if a Member’s agreement with ICANN is terminated or a Member voluntarily terminates its membership.

A Registry that is owned or controlled by, or under common ownership with, or affiliated with any entity that votes in another stakeholder group or constituency in either house of the GNSO is not eligible for voting membership in the RySG. Any question regarding eligibility or exceptions shall be determined by a vote of the RySG.

2. Associations

In order to join the RySG as a full Member with voting rights, the potential Association Member must meet the following criteria:

- The Association must be created primarily to represent registry operators;
- The Association’s voting membership must be composed only of gTLD registry operators;
- The Association may also allow applicants or potential applicants to be gTLD registry operators to become members of the Association, but these applicants/potential applicants may not have a vote within the Association; and
- At least one Association member must be a gTLD registry operator that is NOT a RySG Member.

The RySG would evaluate eligibility via the Executive Committee to vet applications. The Executive Committee has final decision-making authority on any association membership application and may use discretion if unique circumstances make it appropriate to do so.

B. Observer Status

The RySG provides observer status for entities that may not be eligible for full membership per Paragraph II.A. and for entities that have applied, or have demonstrated both the intention and the means to apply, for a contract with ICANN to provide gTLD registry services in support of one or more gTLDs. Such entities are referred to as “Observer Members”. Observer Members have no voting rights in the RySG and are subject to the Protocol for Observer Status adopted by the RySG, effective 16 May 2012, or as subsequently amended.

Associations that do not meet the eligibility criteria, but that include registry operators as a substantial portion of their membership, may join the RySG as Observer Members with no voting rights.

C. Applications

1. Entities applying for RySG membership must provide all required information on the application form provided by the RySG. Each eligible Member must identify at least one Voting Delegate on its application and may also identify alternate Voting Delegates if desired. Eligible Members may also designate up to five (5) non-voting delegates. Members may modify their delegations by written notice to the Secretariat or, absent a Secretariat, to the Chair. Applicants which satisfy the membership criteria will be accepted as members immediately upon receipt of the initial dues and satisfactorily completed application form.
2. Entities interested in applying for Observer status must provide all required information on the application form provided by the RySG. Each eligible Observer Member must identify at least one Delegate on its application and may also designate up to three (3) additional delegates. Observers may modify their delegations by written notice to the Secretariat or, absent a Secretariat, to the Chair. Applicants which satisfy the criteria for Observer status will be accepted as Observers immediately upon receipt of the initial dues and satisfactorily completed application form.

D. Membership Classification

Members shall be classified as “Active” or “Inactive.” An Active Member must meet eligibility requirements, must be current on dues, and must be a regular voter in RySG activities. A Member shall be classified as Active unless it is classified as Inactive pursuant to the provisions of this paragraph. Members become Inactive by failing to participate in three consecutive RySG voting processes. An Inactive Member shall continue to have membership rights and duties except being counted as present or absent in the determination of a quorum. An Inactive Member immediately resumes Active status at any time by voting.

E. Voting Rights

All Active Members have voting rights except as provided in Article II.G. Membership may be suspended if a Member does not pay its fees as previously invoiced within sixty (60) days after a written warning on nonpayment is sent to the Member; suspension shall continue until such time as the fees have been paid. Suspension of membership for nonpayment of dues shall be accomplished by vote of a majority of the Active Members upon a motion for that purpose. A Member may request verification of member status prior to the initiation of any vote.

F. Membership Lists

The RySG shall collect, maintain, and publish on its website a list of Active and Inactive Members, and Observers, with names identified by membership category or Observer status. The list shall be updated at least quarterly. In the case of corporate or organizational or Association Members or Observers, the list shall include contact information for the delegate(s) who represent each Member or Observer. Personal contact data of delegates shall not be made publicly available, but that information shall be provided to ICANN Staff when requested.

G. Member Participation

Each Member organization of the RySG may participate in the RySG in accordance with this Charter. Only delegates are eligible to participate in RySG activities. Spokespersons of Interest Groups may participate in a non-voting capacity in RySG meetings, but only the delegate, or alternate authorized to vote, of each Member of the RySG may vote as provided in Article X. No Member that is entitled to vote, or has voted within the preceding three months, in any other GNSO Stakeholder Group or Constituency shall be entitled to vote in any RySG proceeding. No Member that has transferred its voting rights from the RySG in the previous 6 months shall be entitled to vote in any RySG proceeding.

Each delegate who is affiliated, directly or indirectly, with another domain industry organization(s) in addition to the Member or Observer by which such delegate has been appointed must maintain and file with the RySG Secretariat a current statement of interest (Sol) describing all such affiliations. The RySG Secretariat shall distribute copies of the Sols to the delegate mailing list as they are filed. When the RySG is considering an issue that may be related to such affiliations, delegates must declare all associated interests before participating in the work.

At all times while participating in RySG activities, delegates are to represent the interests of their respective organizations and shall not compromise the ability of other delegates to do the same. Failure to comply with the provisions of this paragraph may result in exclusion from participation in some or all of RySG activities, including, but not limited to, exclusion from the mailing list, by vote of the RySG.

Each Active Member of the RySG shall have the right to:

Vote. Vote in all general elections of the RySG including, but not limited to officers and Council Representatives; and, whenever a general membership vote has been called by an authorized officer of the RySG.

Participate in Leadership Elections. Run for, or nominate other Members to, RySG elected positions by complying with the procedures described in Article VIII, Elections;

Participate in Working Groups. To join any GNSO Working Group (WG) in an individual capacity;

Participate in Committees. To join any committee formed by the RySG.

Receive Communications.

- a) Have access to the RySG Website, Public List, and any other communications mechanisms established pursuant to Article VII, Communications; and
- b) Be given timely notice on the Public List of all scheduled meetings, policy development discussions, position paper developments, and votes.

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

Submit Agenda Items. Submit agenda items for RySG meetings. If there are too many agenda items to include in the time available, the Chair may limit the agenda to items to those submitted at least ten (10) days prior to the scheduled meeting and those seconded by a member of the applicable committee; and

Receive Mentoring. Upon request, a new RySG Member will be assigned a mentor by the Chair to answer questions, offer guidance, and provide direction.

III. Structure of the RySG

A. Secretariat

The RySG shall have a Secretariat. The Secretariat will be responsible for ensuring that operational support is provided as needed for the RySG and the Executive Committee. Particular tasks may include but are not limited to:

- Processing membership applications
- Fulfilling administrative functions, including preparing and keeping minutes of meetings
- Coordinating email and web site service
- Coordinating and facilitating meetings
- Assisting with voting
- Maintaining Member and Delegate contact information
- Confirming Member status (Active or Inactive) prior to each meeting.
- Maintaining delegate and Member information for each Interest Group.
- Publishing on the RySG web site a list of all active and inactive Working Groups, Committees and Interest Groups and their minutes, action points, decisions, resolutions and final work products within a reasonable period of time after any given meeting.

Staffing of the Secretariat need not be from a Member. The Chair shall appoint the Secretariat upon authorization by vote of the RySG.

B. Working Groups

The RySG may appoint individuals to be responsible for representing the RySG on Working Groups (WGs). Such appointments will be open to the entire membership. The RySG will publish and advise its Members of calls for WG participants. Members designated to represent the RySG shall keep the RySG membership regularly apprised of the WG activity.

C. Committees

The RySG will advise its Members of the formation of committees and publish a call for participants if applicable. Committee members shall keep the RySG membership regularly apprised of the committee activity.

D. Interest Groups

For the purposes of collaborating on issues of common interest within the RySG and coordinating efforts within it, RySG Members may organize themselves into Interest Groups. A RySG Member may join more than one Interest Group simultaneously. Membership in an Interest Group is voluntary. One person and one or more alternates may be designated by each Interest Group as spokespersons to represent all members of the Interest Group in RySG matters other than voting. An Interest Group does not have voting rights in the RySG.

The internal structures, leadership positions, and operations of each Interest Group will be left to its membership and the charter it creates. Each Interest Group will be expected to conform to the general principles set forth in Article I of this Charter.

Each Interest Group shall have the following special rights and responsibilities:

1. Develop and issue policy and position statements with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system provided that opportunity is given to other RySG Members to comment in advance and provided that any statement that is not an RySG position is clearly identified as such; and
2. Participate in the GNSO policy development processes.

Each Interest Group shall:

1. Notify the RySG of the effective dates of its formation and dissolution;
2. Provide the following information to the RySG:
 - A list of its members;
 - The names of persons designated as spokespersons for the Interest Group and alternates;
 - A copy of its charter; and
 - Changes in membership at least quarterly.

E. Observer Interest Groups

An Interest Group formed by Observers ("Observer Interest Group") shall be subject to the same requirements as set forth in Paragraph III.D. above except for voting.

F. Rules of Procedure for Working Groups, Committees and Interest Groups

The procedures adopted by the GNSO Council for its Working Groups shall, to the extent applicable, be the rules of procedure for Working Groups, Committees and Interest Groups.

IV. Officers

A. General Provisions

Each officer of the RySG must be an authorized voting delegate (or alternate) of an Active Member.

Unless otherwise specified, each officer position shall be elected for a term of two years and shall hold office until a successor is elected or until the officer dies, resigns, is removed, becomes disqualified, or if the Member that the officer represents is suspended or terminated.

The officer positions will have staggered terms. The Treasurer and Vice Chair of Administration will be elected in odd-numbered years while the Chair and Vice Chair of Policy will be elected in even-numbered years.

In the event of a vacancy occurring with any officer position, an election shall be held to elect a successor; any alternate position does not automatically succeed to the post.

No officer may serve in the same position for more than two full consecutive terms. A term of 18 months or more shall be deemed a full term. An officer who has served for two consecutive terms in the same position shall not be eligible for re-election to that position until after the expiration of one full term.

B. Chair

The RySG shall have a Chair who shall be elected at the RySG meeting following the ICANN Annual meeting in even-numbered years. The Chair shall act as the chief executive officer of the RySG.

C. Vice Chair of Policy

The RySG shall elect a Vice Chair of Policy who shall be elected at the RySG meeting following the ICANN Annual meeting in even-numbered years. The Vice Chair of Policy shall assist the Chair in conducting RySG business. Such duties would include, but are not limited to: chairing conference calls when the Chair is unavailable; representing the RySG in Working Groups and other ICANN-related meetings as necessary; managing the drafting, approval and submission of RySG public comments; and working with other members of the Executive Committee on RySG business as appropriate.

D. Vice Chair of Administration

The RySG shall elect a Vice Chair of Administration who shall be elected at the RySG meeting following the ICANN Annual meeting in odd-numbered years. The Vice Chair of Administration shall assist the Chair in conducting RySG business. Such duties would include, but are not limited to: chairing conference calls and/or representing the RySG in meetings when either the Chair or other Vice Chair are unavailable; managing RySG ballots and elections; conveying information to the Members; performing the duties of the Vice Chair of Policy when necessary; and encouraging prospective Members to join the RySG.

E. Treasurer

The RySG shall have a Treasurer who shall be elected at the RySG meeting following the ICANN Annual meeting in odd-numbered years. The Treasurer will be responsible for ensuring that proper financial records are kept for the RySG, collecting membership fees assessed by the Members and preparing and managing annual budgets. The Treasurer shall prepare an annual draft budget and submit it to the RySG for approval by vote. The Treasurer shall make disbursements in accordance with the approved budget, and may, from time to time, make additional disbursements if authorized by vote of the RySG.

F. Assistant Treasurer

The RySG shall elect an Assistant Treasurer at any RySG meeting. The Assistant Treasurer shall be elected for a term specified at the time of election. The Assistant Treasurer shall not be considered an Officer of the RySG for the purposes of this Charter. The Assistant Treasurer will be responsible for assisting the Treasurer in the Treasurer's duties and responsibilities in such manner as the Treasurer shall direct.

V. Executive Committee

A. Composition

The RySG shall have an Executive Committee (EC) composed, ex officio, of the Chair, Vice Chair of Policy, Vice Chair of Administration, Treasurer, the RySG Representatives elected to the GNSO Council and the immediate past Chair of the RySG as a non-voting member for a term of one year following completion of his or her term as Chair.

B. EC Responsibilities

1. Hold EC Meetings

a) The Chair shall call meetings as necessary (but no less than one meeting per year) to address the duties of the EC set forth in this Charter, and shall:

- 1) Develop meeting agendas;
- 2) Schedule and conduct EC meetings;
- 3) Provide notice of meetings.

b) The RySG Secretariat shall:

- 1) Record EC meetings and decisions;
- 2) Make publicly available on the RySG website or other public communication vehicle information regarding the EC meetings, and decisions; and
- 3) Maintain an EC private communication vehicle if needed (e.g., mailing list, wiki, etc.) for administration purposes, which shall be archived and available to Members of the RySG.

- 4) Use the services of the GNSO Secretariat for the above functions, to the extent that such services are available.
- c) EC meetings may be conducted face-to-face, or through teleconference, email, wiki, or other online mechanisms.

2. Facilitate Policy Coordination Meetings

Upon request from a Member, the EC may invite all RySG Members to join in a meeting, held via whatever means is most convenient and allows all participants to communicate on an equal basis, to discuss GNSO policy development issues.

3. Manage and Administer Elections

When required according to the provisions of this Charter, the EC shall be responsible and accountable, with GNSO Secretariat assistance when available, for organizing, announcing, supervising, and operating elections for GNSO Council representative vacancies and RySG officer vacancies as prescribed in Article VIII, Elections.

4. Support the GNSO Council and the ICANN Board

The EC shall cooperate with and support the GNSO Council and the ICANN Board.

- a) If requested by the ICANN Board, select Nominating Committee delegate(s) as directed by the RySG membership through consensus or a vote if required;
- b) Encourage and support recruitment, outreach, and training efforts targeted at expanding the RySG through identification and introduction of new Members; and
- c) Request ICANN Staff assistance when necessary to facilitate the goals, objectives, and duties of the RySG.

5. Evaluate Membership Applications

The EC will evaluate all applications for membership to the RySG. The EC has final decision-making authority on any RySG or Association membership application and may use discretion if unique circumstances make it appropriate to do so.

C. **Executive Committee Rules of Procedure**

1. Decision Making Process

All members of the RySG EC will participate in making decisions.

- a) Decisions will be made by consensus whenever possible.
- b) All significant decisions, whether by consensus or vote, require the participation of the full RySG membership.
- c) Any RySG Member may request the EC to assess consensus or conduct a vote on any decision or representation of a RySG position.

- d) If the EC cannot resolve a decision by consensus, the Chair shall conduct a vote. If there is a tie, the matter shall be referred to the full RySG membership for a vote.

2. Announcement and Reporting of EC Meetings and Decisions

Wherever practicable, EC meetings will be recorded and posted in an easily accessible and identified manner on the RySG's public communication vehicle.

- a) EC decisions will be reported and published within two business days of the decision being fully ratified by RySG Members as applicable and duly documented;
- b) Each report will clearly reflect the EC members who participated in the process, their votes, and any supplemental statements they submitted for the record.

VI. Meetings

A. Scheduling

The RySG shall hold face-to-face meetings in conjunction with each public ICANN meeting unless otherwise decided by vote of the RySG. Other face-to-face meetings may be held if approved by vote of the RySG. The Secretariat shall provide at least thirty (30) days advance notice for all face-to-face meetings except in cases of urgent need. Whenever possible, the RySG shall provide the opportunity to participate in face-to-face meetings by teleconference from remote locations.

The RySG may also hold meetings by teleconference. Except in cases when the RySG votes to hold a meeting with shorter notice because of an urgent need to schedule a meeting, the Secretariat shall provide at least fourteen (14) days advance notice for all teleconference meetings. Any or all Interest Groups may consolidate all or a portion of any Interest Group meetings with the RySG.

B. Quorum

If 25% or more of the total number of all Active Members is present at a meeting, quorum has been attained and the meeting shall proceed. If a quorum is not attained, the meeting shall be adjourned. Whenever a vote is taken, Active Members not present at the meeting (or not voting) may vote by email for a period not to exceed seven days following the meeting (an "Extended Meeting"). At the end of the Extended Meeting, if the total number of Active Members voting (including recorded abstentions) on any matter is less than 50% of the total number of all Active Members, then the vote shall not be valid.

C. Record of Meetings

Minutes of all meetings shall be kept in electronic form or audio form, or both, if feasible, and copies of the minutes (if available) shall be sent to the membership as soon as conveniently possible after each meeting. Private deliberations and conversations need not be recorded.

The Secretariat shall publish on the RySG website a list of all active and inactive Working Groups, Committees and Interest Groups and their minutes, action points, decisions, resolutions and final work products within a reasonable period of time after any given meeting.

D. Record Retention

All records that the ICANN Board asks GNSO structures to maintain must be retained by the RySG for at least a four-year period to ensure that a full three-year record is available for each renewal or reconfirmation period.

VII. Communications

A. Notices

All notices shall be sent to the RySG email list.

B. Mailing List

The RySG shall have a mailing list that is limited to delegates of Members and Observers of the RySG. By vote of the RySG in any given case, the mailing list may be opened to Members of the public. The RySG may have reserved lists if needed. Delegates will be automatically enrolled on the RySG email list but may opt out by notifying the Secretariat. Delegates must make reasonable efforts to notify the Secretariat of any email changes. A list of delegates subscribed to the RySG e-mail list and their Member affiliations will be published by the Secretariat from time to time.

C. Publication

The outcome of all RySG policy decisions shall be open and publicly archived, with posting rights limited to Members unless otherwise determined by vote of the RySG. RySG business, work products, finance and accounts, and submissions to Staff and other ICANN entities shall be made available to the entire RySG membership unless there are valid grounds for restricting distribution as determined by vote of the RySG.

D. Public Meetings

The RySG shall publish reports concerning what transpires at its public meetings (both regular and ad hoc). Prior notice shall be provided via a public calendar made available on the RySG web site. Meeting reports may take the form of MP3 files or other recordings, transcripts, minutes, summaries, or action item reports as determined by the RySG. At a minimum, every meeting report shall include attendance, an agenda of planned and actually discussed topics, and any decisions or actions items that stemmed from those discussions. If votes or consensus calls are taken at a meeting, the report shall indicate the outcomes as well as those meeting participants who offered positions. Individual records of specific votes cast or positions articulated are not required to be maintained unless so directed by the RySG.

E. Office Holders

The RySG shall publish on its website and maintain a list of all office holders, past and present, to inform Members and to provide transparency for term limits.

F. Website

The RySG shall maintain a website on which it publishes the information as required in this Charter. The address of that website shall be publicized and linked to the main GNSO website. Information published on the website shall not include the mailing address, email address, physical address or telephone number of any person unless that person has given permission.

VIII. Elections

A. Nominating Procedure

Only an Active Member's authorized voting delegate (or alternate) may nominate a candidate for any RySG elected position. A different Active Member's authorized voting delegate (or alternate) must second the candidate within the publicized nominating period in order for that candidate to stand for election. The candidate must confirm their intention to run and offer a qualifications statement within the nominating period to be eligible to stand for election.

B. Officers

Elections shall be conducted in accordance with the voting procedures described in Article X below and in compliance with applicable provisions of the ICANN Bylaws then in effect, if any, including those relating to geographic diversity and eligibility. Officer terms are covered in Section IV.

C. RySG Representatives to the GNSO Council

The RySG shall elect such number of representatives (the "RySG Representatives") to the GNSO Council as is set forth in the Bylaws of ICANN. Elections shall be conducted in accordance with the voting procedures described in Article X below and in compliance with all applicable provisions of the ICANN Bylaws then in effect, including those relating to geographic diversity and eligibility. In order to promote broad representational diversity in accordance with principles contained in the ICANN Bylaws, no more than one (1) of the elected RySG Representatives may come from the same geographic region as defined in the ICANN Bylaws.

Each RySG Representative shall be elected for a term of two years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed, becomes disqualified, or if the Member that the RySG Representative represents is suspended or terminated. The Bylaws and Operating Procedures of the GNSO shall govern term limits and eligibility of RySG Representatives. No person may serve as a RySG Representative and as an Officer of the RySG at the same time.

RySG Representative terms shall begin and end at the end of an annual ICANN meeting. No more than two terms shall end in the same year. Any vacancy occurring in a RySG Representative position shall be filled by election in accordance with this Article and Article X below, and the term of the RySG Representative elected to fill a vacancy shall be for the remainder of the original term. In the case of an election for an expiring term, the election process must be initiated at least 90 days prior to the end of such term. If a vacancy occurs within such 90-day period, the RySG may elect a Temporary Alternate to complete the term.

As provided in the ICANN Bylaws, the RySG is allotted three seats on the GNSO Council; those seats will be elected as follows in accordance with the voting procedures in Article X:

1. In even numbered calendar years:
 - a) One RySG Representative will be elected by a simple majority of all Active Members where each Member receives one vote (Simple Vote).
 - b) A second RySG Representative will be elected by a simple majority of all Active Members using the RySG Weighted Voting Model.
 - c) Which voting method is used first shall be determined at random.
2. In odd numbered calendar years:
 - a) One RySG Representative will be elected by a simple majority of Active Members of both a Simple Vote and a Weighted Vote.
 - b) In the event there are opposing majorities on the Simple and Weighted Votes for the third councilor, the following will occur:
 - 1) A group of at least three and no more than five volunteers will form a working group and make every effort to identify a candidate that both the Simple Vote and Weighted Vote will support.
 - 2) While this search continues the outgoing RySG Representative will continue to present his or her vote in the GNSO Council on behalf of the RySG pursuant to Article X.
 - 3) The search will be limited to 10 calendar days. If after that time there is no agreement between the Simple and Weighted Vote on a new candidate, which shall be determined in a new vote, then the conflicting majorities will be resolved through the regular mechanism where the Simple and Weighted Vote are in conflict, i.e., the Weighted Vote shall prevail. However, the opposition of the Simple Vote will be noted and recorded in the RySG public record.

The RySG shall communicate the results of elections of RySG Representatives to the GNSO Council and to its Members.

D. Other RySG Positions

Elections of persons to hold other positions established by ICANN Bylaws, including, without limitation, RySG representatives to the ICANN Nominating Committee, shall be conducted from time to time as required by the applicable ICANN Bylaws. Elections shall be conducted in accordance with the voting procedures described in Article XI below and in compliance with all applicable provisions of the ICANN Bylaws then in effect, including those relating to geographic diversity and eligibility.

IX. GNSO Council Representative Responsibilities

A. Responsibilities

Each RySG Representative is responsible for communicating to the GNSO Council the full range of views of the Members of the RySG, including, but not limited to, RySG consensus positions.

If the RySG has not provided direction on a substantial issue, RySG Representatives shall either request deferral of the vote if possible or abstain from voting in the GNSO Council on that issue until direction is given by the RySG. In case of doubt whether an issue is substantial, each RySG Representative shall abstain from voting in the GNSO Council on that issue until direction is given by the RySG. In cases where a RySG position has not been formed or where there are minority positions, then an RySG Representative must state that and then share the minority positions as well as his or her own personal view (provided it is identified as such). The RySG Representative shall cast RySG votes as determined by the RySG if a vote has been taken. Article X, Voting, includes a table that identifies how RySG representatives are required to vote on the GNSO Council under various conditions.

RySG Council Representatives are expected to make best efforts to attend all RySG meetings, Executive Committee meetings, and GNSO Council meetings. In cases where they miss a RySG or Executive Committee meeting, they are responsible for obtaining the essential information from that meeting in a timely manner. In cases where they are unable to participate in a GNSO Council meeting, they are required to follow the GNSO Operating Procedures to ensure that all efforts are made to ensure that the RySG is represented in all votes for which the RySG has stated a position. Given the GNSO Council's size and the voting thresholds that have been defined, it is important that votes of the RySG be registered, through RySG elected representatives, on every substantial issue that comes before the Council for action.

Councilors are 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), asking questions that foster learning, voting responsibly on all matters before the Council, and periodically reviewing the performance of the Chair and Vice-Chairs.
- Request and receive sufficient information, including support from the RySG in order to 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.

B. Councilor Absences

1. Planned:

- a) If a GNSO Council member anticipates being unable to a regularly-scheduled GNSO Council meeting, the Councilor shall ensure that one of the applicable remedies in the GNSO

Operating Procedures are followed so that the RySG does not lose a vote in any actions before the Council.

- b) If a GNSO Council member anticipates being unable to attend two or more regularly-scheduled GNSO Council meetings consecutively, the Councilor shall notify the RySG and the GNSO Secretariat that a “Leave of Absence” is being requested and ensure that a remedy described in GNSO Operating Procedures is followed.

2. Unplanned:

When a GNSO Council member fails to attend two regularly-scheduled GNSO Council meetings consecutively without prior notification to the GNSO Secretariat, the GNSO Secretariat will advise the RySG that the Councilor has satisfied the conditions for an effective “Leave of Absence” at which time the remedy described in the GNSO Operating Procedures is available.

X. Voting

A. Consensus and Voting

In general, the RySG should operate using a consensus approach. Every effort should be made to arrive at decisions that most or all of the Members are willing to support. Voting should be used only in one or more of the following circumstances:

1. Reasonable effort has been made to reach consensus and there is agreement that it will not be possible to reach consensus in required timeframes.
2. An official vote is needed for the purposes of an election, action on a motion or determination of the level of support for a RySG position.

Whenever an election is to be held or a vote is to be taken on a RySG position, motion, Charter amendment or any other subject matter requiring a vote pursuant to this Charter, RySG voting will occur as follows except as noted elsewhere in this Charter for the election of GNSO Councilors:

1. There will first be a vote of all Active Members with each Member receiving one vote (**Simple Vote**). Except under urgent circumstances, a period not to exceed four calendar days will be allowed for email voting.
2. Immediately after the Simple Vote, any Active Member may request alternate voting procedures (**Weighted Vote**¹). Furthermore, the Chair, with general concurrence of the membership, may grant a period of time not to exceed four calendar days in which Members may request a Weighted Vote.
3. If no Member objects to the results of Simple Voting, then the Simple Vote will be used as applicable.

¹ Note that a Weighted Vote is not an option in the case of a vote for the GNSO Council seat that requires a Simple Vote.

4. If any Member requests a Weighted Vote, the Simple Vote will not be used and a Weighted Vote will occur as defined below.

B. Weighted Vote Procedures

The number of a Weighted Vote for each Member shall be determined by referring to the chart below for two separate numbers. First, a number shall be determined according to the quantity of that Member's domain names as set forth in the chart below, and second, a number shall be determined according to the total amount of that Member's annual ICANN fees paid as set forth in the chart below. An average of the two numbers will then be determined, and this will be the number of votes for that Member in a Weighted Vote.

Voting tiers shall be determined by using data from the previous calendar year or such other period as the RySG may decide (registrations and fees are aggregated to include all TLDs represented by the Member pursuant to Paragraph II.A. above).

Voting Tiers

Number of Registrations or Amount of ICANN Fees	Number of Member Votes (non-Association)	Number of Votes for Association Member²
< 10K	1	1
≥10K & <50K	5	5
≥50K & <100K	10	10
≥100K & <500K	15	15
≥500K & <1M	20	20
≥1M & <3M	25	25
≥3M & <5M	30	30
≥5M & <10M	40	40
≥10M	50	50

Non-Association Member Example:

If Registry A had 55,000 domain name registrations under management at the end of the previous calendar year and paid ICANN fees in the total amount of 110,000 for that year: 1) Registry A

² Voting tier determined by the single association member with the highest registration count that is not otherwise a member (voting or observer) of the RySG.

would be in the third voting tier for number of names registered (resulting in an assigned value of 10) and in the fourth voting tier for amount of fees paid (resulting in an assigned value of 15); 2) the average of 10 and 15 is 12.5 so Registry A would receive 12.5 votes under the Weighted Vote procedure.

Association Member Example:

If the largest association member organization of Association Member X that is not a Member (Voting or Observer) of the RySG has 60,000 domain name registrations and pays \$30,000 in fees to ICANN, then Association Member X would be in the ten-vote tier for registrations and the five-vote tier for fees, resulting in an average of $(10+5)/2 = 15/2 = 7.5$ weighted votes. Note that the number of votes for the association member would not be affected by any other factor except those of Association Member X; it would not matter how many total members the association had or how many registrations other members had or how many fees other association members paid.

C. Exceptions for Ten Largest Registries

The voting tiers set forth in the chart above are subject to revision to preserve a majority of voting rights for the "Ten Largest Registries," as determined by this paragraph. The "ten Largest Registries" are defined as the RySG Members that have the ten highest numbers when each Member's aggregated total number of domain names registered at the end of the period is averaged with the aggregated total amount of ICANN fees paid by that Member for the period. If, after this computation, or at any time in the future, for whatever reason, the Ten Largest Registries do not have (1) at least 50% of the total of the sum of the averaged numbers for all Members and (2) more than 50% of allocated votes, then the ranked voting weights shall be adjusted so that the Ten Largest Registries have a majority of the voting rights.

D. Voting Thresholds

1. Election of RySG Officers and RySG motions not otherwise covered below: a simple majority of Active Member Simple Vote; if necessary, a simple majority of both the Simple and Weighted votes
2. Council Representative S: simple majority of Active Member Simple Vote
3. Council Representative R: simple majority of Active Member Weighted Vote
4. Council Representative C: simple majority of Active Members of both Simple Vote and Weighted Vote (aka, Special Vote). If a vote does not result in one person receiving a simple majority of Active Member votes using both a Simple Vote and a Weighted Vote, then a special meeting should be held where all interested parties cooperatively work together to develop a solution for resolving the election. If after reasonable efforts it does not seem possible to resolve the election, then the seat will be filled as follows:

If a candidate receives a supermajority of a Weighted Vote, that candidate will be elected.

If no candidate receives a supermajority of a Weighted Vote and a candidate receives at least 75% of a Simple Vote, then the latter candidate will be elected.

If no candidate receives a supermajority of a Weighted Vote or at least 75% of a Simple Vote, then the candidate receiving a simple majority Weighted Vote will be elected.

1. Supermajority: 2/3 of Active Members
2. RySG Supermajority policy statements: 2/3 of Active Members of both the Simple and Weighted votes (Note: this is for reporting purposes only.)
3. RySG Simple majority policy statements: simple majority of Active Members of both the Simple and Weighted votes
4. Partial policy statements:
 - a) At least a simple majority of Active Member Simple Vote but not Weighted Vote.
 - b) At least a simple majority of Weighted Vote but not Simple Vote

The following table summarizes how RySG Representatives are required to vote on the GNSO Council in response to the following conditions:

Vote Type and Results	Rep S	Rep R	Rep C
Simple vote in favor	Yes	Yes	Yes
Simple vote opposed	No	No	No
Special RySG Supermajority	Yes	Yes	Yes
Special RySG Simple Majority	Yes	Yes	Yes
Special: Majority of Simple but Weighted Opposed	Yes	No	No
Special: Majority of Weighted but Simple Opposed	No	Yes	Yes
No RySG Direction	Abstain	Abstain	Abstain

XI. Finances

A. Members

Each Member shall pay (a) an initial membership fee upon joining the RySG, (b) a fixed annual membership fee, and (c) a variable annual membership fee according to a budget adopted by vote of the RySG no less frequently than on an annual basis. A Member joining after the beginning of a year shall pay a prorated portion of the annual fees.

An Association Member will pay the fee associated with the next highest tier; the fee tier will also be determined by the single association member organization with the largest number of registrations that is not otherwise a Member (Voting or Observer) of the RySG. In the event that an Association Member enters the top tier, a new payment tier will be introduced. The initial

one-time fee, annual fixed fee and voting under the simple voting scheme would all be identical for non-association Members and Association Members. Based on the 2015 RySG budget and current tiers, the following payment structure would exist for non-association vs. Association Members:

# of Registrations	RySG Member Fee	Association Member Fee ³
0 - 9,999	\$500	\$1,000
10,000 - 49,999	\$1,000	\$1,500
50,000 - 99,999	\$1,500	\$2,000
100,000 - 499,999	\$2,000	\$2,500
500,000 - 999,999	\$2,500	\$3,000
1,000,000 - 2,999,999	\$3,000	\$3,750
3,000,000 - 4,999,999	\$3,750	\$5,000
5,000,000 - 9,999,999	\$5,000	\$6,500
10,000,000 - 19,999,999	\$6,500	\$7,000
20,000,000 and greater	\$7,000	\$10,000

B. Records

The RySG shall maintain detailed records of funds received and disbursed on a calendar basis according to generally accepted accounting principles. That financial information shall be reported in a general way on the RySG web site (e.g., charts or tables as determined by the RySG) and updated at least annually. Specific requests for detailed financial information will be made available on a case by case basis to the ICANN Board or RySG members under appropriate nondisclosure terms.

XII. Amendments to Charter

The RySG may from time to time amend this Charter by vote as provided in Article X. Document change controls shall be used in circulating proposed amendments.

³ Fee tier determined by the single association member with the highest registration count that is not otherwise a member (voting or observer) of the RySG.

XIII. Transition Provisions

For the purposes of determining eligibility for election when this Charter takes effect, those Officers, RySG Representatives and any other persons holding positions established by ICANN Bylaws then holding office, who have not previously been subject to term limits, shall be deemed to be in their first terms in office.