



Business Constituency Charter

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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 11, Section 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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- 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.



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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. Maintain a continuous incorporation of “The ICANN GNSO Business Constituency LLC” in the District of Columbia as a non-profit entity 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.

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.



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- 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 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



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decisions not otherwise delegated to an individual officer. Wherever possible, decisions will be made by consensus; however, if the EC cannot resolve a matter 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: Any 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 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.



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- c. Each MR shall have the power to speak publicly on behalf of the Member organization within the Business Constituency.
- 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;



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- b. Be given timely notice of all policy development initiatives being considered by the Business Constituency; and
- 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



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- 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 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



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party (hereinafter “Elections Coordinator”) to administer the election process, which may be 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 Sheppard	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	Sep 2016	Chris Wilson	Complete redraft to update and modernize provisions, improve language across the document, and incorporate new sections (e.g., Outreach, Finance) recommended by ICANN Staff. Voted for adoption by BC Membership on 17 Oct 2016.
3.1	Mar 2017	Chris Wilson	Updates to ICANN Bylaws reference (§1.1), General Counsel provision (§2.5.5), and Non-Voting Members (§5.1.3)