

ICANN | GNSO

Generic Names Supporting Organization

Not-for-Profit Organizations Constituency (NPOC)

Section 1: Overview

Approved	9 May 2022
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Chair	Raoul Plommer
Website	https://npoc.org/
Resources	<ul style="list-style-type: none">• ICANN Bylaws• GNSO Operating Procedures• WS2 Rec. 6 Gap Analysis
Notes	The NPOC Operating Procedures (Annex A) referenced in this amended charter are not subject to Public Comment.

Section 2: Mission

1. Foundation

- The Not-for-Profit Organizations Constituency (NPOC) is part of the Non-Contracted Parties House (NCPH) of the Generic Names Supporting Organization (GNSO) and is a member of the Noncommercial Stakeholders Group (NCSG) as defined in the Bylaws of the Internet Corporation for Assigned Names and Numbers (ICANN).

2. Mission

- The mission of NPOC is to represent not-for-profit organizations by addressing their operational concerns with generic top-level domains (gTLDs). Operational concerns are defined as issues arising from the use of the gTLDs by the not-for-profit organizations to achieve their own mission.
- The NPOC also ensures 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 that is committed to a multistakeholder, bottom-up, consensus-driven model of engagement and that is technically stable, secure, and interoperable.

3. General Participation Principles

- a. The NPOC participates in the ICANN multistakeholder model in accordance with the following principles:
 - i. Acting in accordance with the ICANN Bylaws.
 - ii. Complying with the ICANN Expected Standards of Behavior, including but not limited to the need to treat all members of the ICANN community equally, to work toward building consensus, and to act fairly and in good faith.
 - iii. Abiding by the set of common participation rules laid out in the GNSO Operating Procedures, including without limitation, the principles of openness, accountability, transparency, inclusiveness, and representativeness.
- b. NPOC members commit to carrying out its mission in an accountable and transparent manner and to ensuring that new participants, the ICANN community, and the general public may easily access and understand its processes.
- c. NPOC is committed to diversity and building an inclusive environment for its Members based on ICANN best practices.

Section 3: Governance

1. Structure

- a. The NPOC will consist of:
 - i. Membership
 - ii. Executive Committee (EC)
 - iii. Policy Committee (PC)
 - iv. Other committees
 - 1. The NPOC EC may create additional committees at its discretion in accordance with the NPOC Operating Procedures (Annex A).

2. Membership

- a. Eligibility Criteria
 - i. Eligible Entities
 - 1. NPOC Members (“Members”) shall comprise not-for-profit organizations. NPOC requires organizations to be a registered legal entity, unless in exceptional circumstances, the EC allows an unregistered entity to become a Member on a case-by-case basis.
 - 2. Members will have been accepted for membership by the NCSG.
 - ii. Ineligible Entities
 - 1. The following is a non-exhaustive list of organizations that are not eligible to join NPOC:
 - a. Commercial entities.
 - b. Organizations that provide services under contract or Memorandum of Understanding with ICANN.
 - c. Political organizations whose primary purpose is to hold government office and/or elect government officials.
 - d. Individuals or entities that represent governments or government departments in any way or in any capacity in

ICANN.

- b. Application Process
 - i. NPOC shall publish its membership application process as outlined in the **NPOC Operating Procedures (Annex A)**.
 - ii. The NPOC membership application process shall include an appeals mechanism.
- c. Requirements
 - i. It is required that each Member:
 - 1. Fully subscribes to the NPOC mission.
 - 2. Agrees to instruct its Organizational Representative (OR) to provide consensus perspectives and recommendations to NPOC that have been developed internally; and
 - 3. Is a registrant of a domain name.
- d. Categories
 - i. Members will be assigned to one of two categories for voting purposes:
 - 1. A Member shall be classified as a “large organization” in Category 1 with three votes if it has:
 - a. more than 25 employees, or
 - b. more than 250 individual members, or
 - c. more than five organizational members.
 - 2. A Member shall be classified as a “small organization” in Category 2 with two votes if it does not qualify for Category 1.
- e. Administration
 - i. NPOC shall publish its Membership list.
 - ii. NPOC Membership does not expressly or implicitly imply any endorsement or approval by NPOC of the mission or activities of the Member.
- f. Organizational Representative
 - i. Each organization, in its application for NPOC membership, shall appoint one representative to serve as its principal point-of-contact. The Organizational Representative (OR) is authorized to:
 - 1. Represent the organization.
 - 2. Speak publicly on behalf of the organization within NPOC; and
 - 3. Vote on behalf of the organization.
 - ii. The OR may appoint a proxy for a general meeting of NPOC. Notification of the proxy must be made in writing to the EC at least 48 hours before the start of the meeting. The appointed proxy must fulfill the eligibility conditions for the appointment of an OR, or be another NPOC Member OR. An Alternative Representative formally designated according to Section 3.2.f.v, when serving in the capacity of OR, is assumed to be registered as a voting proxy, and therefore is not required to pre-register.
 - iii. A Member may change its OR at any time by providing the EC with the name of the new OR.
 - iv. A replacement OR appointed by a Member does not assume any elected or appointed office within NPOC held by the prior OR. The EC will fill any

office vacancy created by a departing OR.

- v. Alternative Representative
 - 1. A Member may designate one Alternate Representative (AR) to NPOC pursuant to the procedure for appointing an OR set forth in Section 3.2.f.i. Except when acting as the proxy for the OR as provided in Section 3.2.f.ii, the AR may not vote on behalf of the Member, but may otherwise participate in NPOC discussions, meetings, committees, teams, and working groups.
- vi. Eligibility of Representatives
 - 1. The following individuals are ineligible to serve as the OR or AR of their organization:
 - a. An individual who holds voting power in another constituency, stakeholder group, or on the ICANN Board, except those in the NCSG.
 - b. An individual who holds any form of permanent or temporary paid position with ICANN, including independent contractors who have served ICANN in paid positions within the last six months. If such an individual is identified at any time by any NPOC Member EC member, then the Chair shall provide notice to the Member requesting a replacement OR, AR, or proxy who satisfies the criteria in Section 3.2.f.ii. If such a replacement is not named at least seven calendar days prior to any vote or election, the NPOC Member will be ineligible to participate in that vote or election.
 - 2. Members should consider diversity criteria when appointing an OR or AR.
- g. Additional Contacts
 - i. A Member may request that up to five additional contacts be subscribed to NPOC email and/or distribution lists for information purposes.
 - ii. Additional contacts may not vote on behalf of the Member, but may participate in NPOC discussions, meetings, teams, committees, and working groups.
- h. Activity or Inactivity
 - i. Active members are organizations whose OR has participated in NPOC discussions or meetings at least once within a continuous twelve-month period.
 - ii. Inactive members are organizations whose OR has not participated in any NPOC discussions or meetings within a continuous twelve-month period. Inactive members will not have the right to vote. Inactive members can become active again through participation by its OR.
- i. Rights and Responsibilities
 - i. An active Member shall have the right to:
 - 1. Vote in all NPOC elections, including, but not limited to officers and amending this Charter.

2. Run for or nominate another active Member for election.
 3. Have access to NPOC resources such as mailing lists, calendars, timely notice of NPOC meetings, work sessions, requests for volunteers, policy development work, and other important NPOC matters affecting the Members.
 4. Participate in NPOC discussions on administrative and policy matters for which notice is provided.
 5. Submit agenda items for NPOC meetings; and
 6. Request NPOC financial information.
- ii. To be eligible to nominate candidates, vote in NPOC elections, and propose amendments to this Charter, the Member must have been an active Member as defined in Section 3.2.h.i.
 - iii. Upon request, a new OR will be assigned a mentor by the EC to answer questions, offer guidance, and provide direction.
 - iv. Active Members are entitled to apply for travel funding to attend ICANN Public Meetings or other Internet policy-related meetings.
 1. All travel funding requests will be reviewed and decided by the EC.
 2. To be eligible to receive travel funding, an individual must:
 - a. Belong to an active Member.
 - b. Play a role in supporting one or more currently ongoing NPOC activities.
 - c. Provide a reason for the travel funding request.
 - d. Present their travel funding request to the EC in a timely manner, which may vary depending upon the source of the funding.
 - e. Submit a brief report within 30 days after each funded event describing outcomes and how the travel benefitted NPOC.
- j. Dues
 - i. NPOC reserves the right to require membership dues as outlined in the **NPOC Operating Procedures (Annex A)**.

3. Executive Committee

- a. The NPOC EC shall consist of the following voting members:
 - i. A Chair
 - ii. A Policy Coordinator who is also chair of the Policy Committee
 - iii. An Outreach and Engagement Coordinator
 - iv. A Secretary
 - v. A Treasurer
 1. The EC may elect a Treasurer to be approved by a majority vote of the EC with at least three members voting.
 2. If two EC members fail to vote within two weeks of the nomination, the Chair shall appoint the Treasurer.
 3. The EC shall notify the NPOC Membership of the selection.
- b. The NPOC EC shall consist of the following non-voting members:

- i. Any NPOC delegate to the NCSG Executive Committee in an ex-officio capacity.
- c. A member of the EC is designated as Deputy Chair by a majority vote of the EC. The Deputy Chair will take over the duties of the Chair when the Chair delegates those responsibilities for a temporary period.
- d. The EC shall elect a new Chair when the current Chair resigns or is incapacitated or unaccountably absent for 30 calendar days or more.
- e. Eligibility
 - i. EC members must belong to active Members.
 - ii. The standards for performing the duties of EC positions include impartiality, accountability, and avoidance of conflicts of interest. EC members are expected to be fair and responsible stewards of NPOC.
 - iii. The Chair, in particular, is expected to look after the general interests of NPOC and to be responsive to all Members and EC members in their requests for information.
 - iv. Term limits and regular elections, as well as removal procedures for EC members who fail to perform their responsibilities, are intended to keep EC members accountable and responsive.
- f. Terms
 - i. Members of the EC shall be elected on an annual basis by the NPOC Membership.
 - ii. Members of the EC shall not serve in the same officer, chair, or coordinator position for more than two consecutive terms.
- g. Duties
 - i. Holding official meetings either in-person or by teleconference at least four times a year.
 - ii. Establishing, maintaining, and supporting procedures, policies, and governing rules concerning the management and operation of NPOC.
 - iii. Determining further procedures for nomination and voting.
 - iv. Reviewing and approving the budgets and expenditures of NPOC.
 - v. Appointing NPOC representatives to the ICANN Nominating Committee.
 - vi. Appointing representatives to fill any position in the NCSG, GNSO, or ICANN that requires NPOC representation.
 - vii. Filling vacancies in the EC and overseeing elections for EC positions created by the appointment of a replacement OR, by resignation or incapacity, and dismissal for violation of the ICANN Standards of Behavior or nonparticipation.
 - viii. Appointing NPOC delegates to serve on the NCSG Executive Committee.
 - ix. Creating additional NPOC committees at its discretion.
 - x. Performing such other duties as determined by the EC in the **NPOC Executive Committee Guidelines (Annex B)**.
- h. Votes
 - i. The Chair calls for votes, and EC voting members must respond within seven calendar days.

- ii. Unless otherwise indicated in this Charter, all approvals by the EC shall be by majority vote with a minimum of three voting members present.
- iii. In the event of a tied vote on the EC, the Chair shall act as a tiebreaker with an extra tie-breaking vote.
- iv. Whenever EC votes are required by this Charter but inaction by other members of the EC prevents tasks and duties required by this Charter to be executed, the Chair is empowered to act in the interests of NPOC.

4. Policy Committee

- a. The PC shall consist of:
 - i. A PC Chair
 - 1. The PC Chair shall organize regular meetings of the PC during ICANN Public Meetings.
 - 2. Consult with the NPOC to develop policy positions.
 - ii. GNSO Council representative(s) who are also NPOC members.
 - iii. Any NPOC Member serving in the NCSG Policy Committee.
 - iv. Any NPOC Member serving in a GNSO Policy Development Process (PDP) working group.
- b. All decisions by the PC shall be by majority vote.
- c. The PC shall review the list of prospective PC members and approve new members.
 - i. Members of the PC can remove any member of the PC by a majority vote of PC members, with the exception of the PC Chair, which follows the procedure detailed in Section 6.
 - ii. The PC must notify the EC and NPOC Membership after the vote has been taken. Before the removal decision is taken, the EC must notify the person in question pursuant to the procedures set forth in Section 5.1.
 - iii. The PC may, on its own initiative or at the request of a PC member, create NPOC working groups, in coordination with and subject to the approval of the EC.
 - iv. The PC may appoint issue managers as appropriate.
- d. The PC may invite other individuals to participate as observers in its deliberations, including:
 - i. Any members of an ICANN Advisory Committee or other ICANN community groups.
 - ii. Any NPOC delegate to the NCSG Policy Committee in an ex-officio capacity.
 - iii. Subject matter experts to advise the PC.
- e. Duties
 - i. Monitoring ongoing ICANN policy development, ICANN Public Comment, and emerging Internet governance issues.
 - ii. Drafting ICANN Public Comment submissions for consideration by the Members.
 - iii. Reviewing draft ICANN Public submissions from any Member.
 - iv. Providing recommendations to the EC and NPOC concerning appropriate NPOC responses.

- v. Identifying, recruiting, and assisting issue managers to draft statements, ICANN Public Comment submissions, correspondence, and other communications related to NPOC policy positions.
- vi. Managing and supervising internal NPOC working groups, drafting teams, and its own sub-committees in the development and publication of policy positions.
- vii. Coordinating policy positions with the NCPH, other ICANN Board-recognized constituencies within the NCSG, and NCSG itself.

Section 4: Engagement and Outreach

1. Representatives to Other ICANN Community Groups

- a. The election or appointment of NPOC representatives to other positions established by the ICANN Bylaws shall be conducted in accordance with the ICANN Bylaws and the **NPOC Operating Procedures (Annex A)**.

2. Participation in the ICANN Empowered Community

- a. Any NPOC Member may request materials included in the ICANN Bylaws and inspection of ICANN accounting books and records by making such a request to any EC Member. Such request shall include, minimally:
 - i. The name and contact information of the requestor.
 - ii. Specific information for which access is requested; and
 - iii. Confirmation that such request is for a purpose permitted in the ICANN Bylaws.
- b. The EC shall act on any such request within 30 calendar days of receipt. If approved by the EC, the Chair shall, within five calendar days, submit the request to the GNSO Representative of the Empowered Community for forwarding to the Secretary of ICANN. If the EC declines to approve such a request, a rationale for said action must be provided to the NPOC Member.
- c. Requests for reconsideration may be initiated by a majority vote of either the EC or of the PC. Upon being notified of such a vote, the Chair shall take appropriate action to file such a request directly with the ICANN Board Governance Committee and follow any and all procedures established by the GNSO that would cause said request to be filed as a Community Reconsideration Request.
- d. The EC may initiate a petition to commence proceedings under the Independent Review Process (IRP), pursuant to the ICANN Bylaws. The petition shall specifically include approval of participation in any and all conditions precedent for participating in an IRP proceeding, including petitioning for the commencement of a Cooperative Engagement Process (CEP) action. Upon notification of an EC vote initiating action related to or for a direct petition for an IRP proceeding, the Chair shall:
 - i. File the petition directly with the IRP provider, and/or
 - ii. Take any other action necessary and as directed by the EC, including filing for a CEP proceeding or engaging representation for the NPOC, to commence the IRP action.
- e. If the EC intends its petition to be a Community IRP action, defined in the

- ICANN Bylaws, the EC shall indicate this intention when approving the petition.
- f. Upon such action, the Chair shall follow any and all procedures established by the GNSO that would cause said IRP petition to be filed as such. The Chair shall coordinate all NPOC participation in the required mediation process, as defined by the ICANN Bylaws, and any subsequent processes related to the IRP requiring NPOC representation.
 - g. Except as otherwise provided in this Charter, the EC shall be the representative voice for NPOC for all matters involving the ICANN Empowered Community. The Chair shall act as the NPOC representative to any forum or committee that results from the NPOC role in the ICANN Empowered Community, unless otherwise provided for by the EC.

3. Outreach

- a. NPOC shall conduct outreach to eligible non-members to help them understand the benefits of and process for becoming a Member.
- b. The **NPOC Operating Procedures (Annex A)** shall outline the outreach strategy.

Section 5: Accountability and Transparency

1. Appeals

- a. The **NPOC Operating Procedures (Annex A)** shall outline the process for Members to appeal an NPOC election or decision.

2. Conflicts of Interest

- a. Any EC member who cannot maintain objectivity in any NPOC action, decision, election, or review will recuse themselves from any process or related deliberation other than responding to direct communications with NPOC Members and the EC. An NPOC Member subject to review may request the recusal of any such individual by submitting a timely written statement including supporting rationale.

3. Transparency

- a. NPOC is committed to robust transparency and inclusive consultation and strives to make its activities open to the public whenever possible, subject only to reasonable exceptions in line with its interests. Decisions to restrict access to information will be based on considerations of the potential harm from disclosure, for example where the release of the information would negatively impact its engagement with a policy under discussion or would harm internal decision-making processes.

4. Communications

- a. The EC shall maintain at least the following two mailing lists:
 - i. A discussion list where only Members shall have posting rights and participation is voluntary.
 - ii. An EC list for EC members where only EC members shall have posting rights.
- b. Current archives of all NPOC-managed mailing lists shall be made accessible.

Section 6: Elections

1. Requirements

- a. Elections are required for EC, PC, other committee members, and GNSO Council Representatives.

2. Quorum and Weighting

- a. For the purposes of NPOC elections, quorum will be half plus one of active Members.
- b. To foster full and fair representation of both large and small organizations, as well as independent chapters, NPOC Members shall have the number of votes depending on their classification, as provided in Section 3.2.d.

3. Removal

- a. An EC member or a representative of NPOC may submit a resignation to the Chair whenever circumstances call for such an action.
- b. EC members and representatives of NPOC can be removed for nonparticipation.
- c. ORs who fail to attend more than three meetings in a row are considered to have resigned. If an OR sends apologies for the absence, the OR can be reinstated.
- d. If an EC member consistently fails to meet his or her responsibilities, the Chair, on behalf of the other EC members, shall notify the EC member in question and discuss how to rectify the situation. If performance does not improve to satisfactory levels within three months, the other EC members, excluding the EC member in question, may, by unanimous vote, remove the EC member from office.
- e. An EC member who fails to vote within seven days, three times in a row shall be considered to have resigned office without further action by the EC.
- f. Anyone holding an elected or appointed position in NPOC cannot hold another position outside the NCSG. If elected or appointed to another position outside the NCSG, the NPOC-elected or appointed incumbent must resign from his or her position in NPOC immediately.
- g. When any member of the EC or the PC has failed to meet the applicable participation criteria and has been removed by the EC or has resigned, the Chair, after consulting with the EC members, may appoint a temporary replacement to finish the remaining term. If the remaining term of the resigned or removed EC or PC member is greater than six months, a new election shall be held.

Section 7: Meetings

1. Notices

- a. All notices including agendas for NPOC meetings shall be published as appropriate.

2. Observation

- a. NPOC will open its in-person meetings to observers whenever possible. However, the EC may choose to close one or more portions of a meeting if it

determines that observation is not practically feasible or contrary to the best interests of NPOC and its Members. The rationale behind any such decision will be shared with the NPOC and documented.

- b. The Chair may deny non-Member affiliated access to NPOC meetings and deliberations for portions or the entire duration if it is determined that such presence is contrary to the best interests of NPOC and its Membership. Any such decision to deny non-Member access will be documented.

3. Records

- a. Meeting records include notes, minutes, recordings, and transcripts as applicable.
- b. NPOC shall publish meeting records.

Section 8: Amendments

1. Review

- a. Every five years, NPOC will establish a committee of its Members to review and suggest changes to its governance documents such as this Charter and the **NPOC Operating Procedures (Annex A)**.
- b. This Charter may be amended to reflect suggested changes as proposed by the review.

2. Amendments

- a. Amendments to this Charter and its annexes may be proposed by the EC or by a petition of 15 percent of active Members. Any proposed amendment to this Charter or its annexes that is not supported by the EC requires the support of 25 percent of active Members.
- b. Any proposed amendment must be placed on a ballot for a vote by the Membership during the next regular election.
- c. Approval of an amendment requires a two-thirds majority vote of NPOC Members in the affirmative.
- d. If disputes arise regarding the interpretation of this Charter, such interpretation will be decided upon by the EC without prejudice to the right of any Member in good standing to file a complaint with the ICANN Ombuds.
- e. Amendments shall become effective immediately upon approval by the NPOC Members.
- f. Subsequent annexes can be proposed to be added at any time by the EC or by a petition of 15 percent of active Members.