

ICANN | GNSO

Generic Names Supporting Organization

Registries Stakeholder Group

Overview

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Article I: Name

The Registries Stakeholder Group (RySG) is organized under the Generic Names Supporting Organization (GNSO) as outlined in Article 11, Section 5 of the ICANN Bylaws. Its structure and mission are outlined in Articles I, II and III of the RySG Bylaws and Charter. This Charter outlines the mission and principles of the RySG.

Article II: Organization

1. Purposes of the RySG.

RySG is organized and shall be operated exclusively for the following purposes:

- To promote and represent the common business interests of Generic Top Level Domain (“gTLD”) registry operators (or sponsors in the case of sponsored gTLDs);
- To operate solely as a direct-support organization for the advancement of the RySG, including, but not limited to, to facilitate, support and organize the membership and other activities of the RySG;

2. Role of RySG.

The primary role of RySG is to represent the interests of gTLD registries, including Registry Operators and entities that control Registry Operators.

(a) For purposes of this Charter, “Registry Operator” shall mean the party named as such in an ICANN Registry Agreement between ICANN and such operator (the “Registry Agreement”), and “control” shall mean

- (i) for commercial entities, ownership of more than fifty percent (50%) of the voting stock or assets of one or more Registry Operators, or
- (ii) for non-profit or governmental entities, statutory or other documented legal authority over the general budget and contracting rights of an entity that controls one or more Registry Operators, each such controlling entity referred to in this Charter as a “Registry Owner.”

(b) The Registry Operator must

- (i) be currently under contract with ICANN to provide gTLD registry services in support of one or more gTLDs; and
- (ii) agree to be bound by consensus policies in that contract. Participation in the RySG is voluntary for registries.

3. General Participation Principles.

The RySG participates in ICANN’s multistakeholder processes in accordance with the following principles:

(a) Acting in accordance with the ICANN Bylaws;

(b) Complying with ICANN’s Expected Standards of Behavior, including but not limited to the need to treat all members of the ICANN community equally, working to build consensus and acting fairly and in good faith; and

(c) 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.

Article III: RySG Structure

1. RySG Membership.

All Registries are eligible for membership in the RySG upon the “effective date” set forth in the Registry’s agreement with ICANN.

(a) Categories of Membership. RySG has four (4) categories of membership:

- (i) membership by voting registries (“Voting Registry Members”);
- (ii) membership by non-voting registries (“Non-Voting Registry Members”),
- (iii) membership by trade associations representing Registry Operators (“Association Members”), and
- (iv) membership by Observers (“Observer Members”), all herein referred to as “Members.” RySG membership and voting rights are defined in the RySG Operating Procedures (“Operating Procedures”), Articles II and VI, respectively.

(b) Process to Apply for RySG Membership: The process for applying to become a member of the RySG is described in the RySG Operating Procedures, which also outline the procedure for appealing a decision as to an applicant's eligibility to become a member.

2. RySG Executive Committee.

(a) Executive Committee Composition. RySG shall have an executive committee (the "Executive Committee") composed, ex officio, of the Chair, Vice Chair of Policy, Vice Chair of Administration, Treasurer, the RySG representatives elected to the GNSO Council, the RySG representatives to the ICANN Nominating Committee, and the immediate past Chair of RySG as a non-voting member of the Executive Committee for a term of one (1) year following completion of his or her term as Chair.

(b) Executive Committee Responsibilities.

(1) Hold Executive Committee Meetings.

(i) The Chair shall call meetings as necessary (but no less than one (1) meeting per year) to address the duties of the Executive Committee set forth in this Charter, and shall:

- Develop meeting agendas;
- Schedule and conduct Executive Committee meetings; and
- Provide notice of meetings.

(ii) The Secretary or their designee shall:

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

(iii) Executive Committee meetings may be conducted face-to-face, through teleconference, or by any other means by which all persons participating in the meeting can simultaneously hear each other during the meeting.

(2) Policy Development and Coordination. The development of an RySG policy position or statement shall, unless otherwise noted in this document, follow the guidelines outlined in the RySG Operating Procedures or other related documents, if any, which shall be adopted from time to time by the Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present as provided in Article IV and V and in accordance with the voting requirements set forth in Article XII.

(3) Manage and Administer Elections. When required according to the provisions of this Charter, the Executive Committee shall be responsible and accountable, with GNSO Secretariat assistance when available, for organizing, announcing, supervising, and operating

elections for GNSO Council Representative vacancies and RySG officer vacancies as prescribed in Article VI.

(4) Evaluate Membership Applications. The Executive Committee shall evaluate all applications for membership to RySG. The Executive Committee has final decision-making authority on any Registry, Association, or Observer membership application, including the use of discretion if unique circumstances make it appropriate to do so.

(c) Executive Committee Rules of Procedure for Executive Committee Votes or other Actions.

(1) Decision Making Process. All members of the RySG Executive Committee shall participate in making decisions. Decisions shall be made by consensus of the Executive Committee whenever possible at a properly noticed meeting at which quorum is present. All significant decisions, whether by consensus (i.e., a position where only a small minority of those Executive Committee members present at such properly noticed meeting in which quorum is present disagrees, but most agree; in no event, shall consensus be less than a majority of the Executive Committee at such meeting) or vote must be made at a timely noticed meeting of the Executive Committee. Any Active Member may request the Executive Committee to assess consensus or conduct a vote of the membership on any decision, representation of a RySG position, or appointment of a RySG Representative, such as those mandated by the ICANN Bylaws. If the Executive Committee cannot resolve a decision by consensus, the Chair shall conduct a vote of the Executive Committee. If there is a tie, the matter shall be referred to the full RySG membership for a vote. Notwithstanding the foregoing, the Executive Committee shall comply with the provisions in Article IV and V, including but not limited to, meeting, quorum, and notice requirements.

(2) Announcement and Reporting of Executive Committee Meetings and Decisions. Wherever practicable, Executive Committee meetings shall be recorded and the recordings posted in an easily accessible and identified manner on the RySG's public communication vehicle. Executive Committee decisions shall be reported and published within two (2) business days of the decision being fully ratified by the Executive Committee, as applicable, and duly documented; and each report shall clearly reflect the Executive Committee members who participated in the process, their votes, and any supplemental statements they submitted for the record.

(d) General Provisions. RySG shall have officer positions that consist of a Chair, a Vice Chair of Policy, a Vice Chair of Administration, a Secretary, and a Treasurer. The Secretary will not be an elected or voting position. Each officer (except for the Secretary who shall be appointed by the Chair) of RySG must be an authorized voting delegate (or alternate) of an Active Member of RySG. The Executive Committee may, from time to time, create and establish other officer positions and duties as it deems necessary for the efficient management of RySG. Any number of offices may be held by the same person unless the Articles of Incorporation or this Charter otherwise provide. The Chair shall appoint the RySG Secretariat to serve as Secretary (as described and defined in Section 6 (e) of this Article and Article III, Section 1 of the Operating Procedures). In such an appointment, the Chair shall specify the term of the Secretariat's appointment to fulfill the duties of the Secretary. In his or her capacity as Secretary, the person holding that position shall be subject to the remaining sections of

this Article III, including Sections 2, 3, 4, 5, and 6 (e). For the avoidance of doubt, if there is more than one Secretariat, only the Secretariat appointed to serve as the Secretary shall be deemed an officer of the RySG. In the event there is no Secretariat, the Vice Chair Administration shall be appointed as Secretary by the Chair.

(e) Term. Unless otherwise specified, each officer position shall be elected by the Voting Members for a term of two (2) years and shall hold office until a successor is elected or until the officer dies, resigns, is removed, or if the Member that the officer represents is not an Active Member, whether because the member becomes an Inactive Member or is no longer a Voting Member. The officer positions shall have staggered terms. The Treasurer and Vice Chair of Administration shall be elected in odd-numbered years and the Chair and Vice Chair of Policy shall be elected in even-numbered years. No officer may serve in the same officer position for more than two (2) consecutive full terms. A term of eighteen (18) months or more shall be deemed a full term. An officer who has served for two (2) consecutive terms in the same officer position shall not be eligible for re-election to the same officer position until after the expiration of one full term.

(f) Vacancy. In the event of a vacancy greater than twelve (12) months occurring in any officer position, an election shall be held to elect a successor officer. In the event of a vacancy less than twelve (12) months, the remaining officers, by affirmative vote of the majority of the remaining officers, shall divide and share the responsibilities of the vacant office among the remaining officers for the unexpired portion of the term of such officer. In the event of a vacancy of less than twelve (12) months the RySG may also hold an election to fill that position. The elected officer would serve the unexpired term of such officer.

(g) Resignation and Removal of Officers. An officer may resign at any time by delivering notice in writing to the Chair or RySG and such resignation is effective when said notice is delivered, unless said notice specifies a later effective date. The officers may remove any officer at any time, with or without cause, at any regular or special meeting of the officers by an affirmative vote of at least a majority of the remaining officers. Any resignation or removal of an officer shall be deemed to be the resignation of all related positions as an officer and Executive Committee member.

(h) Powers and Duties. Each officer has the authority and shall perform the duties set forth below or, to the extent consistent with this Charter.

(i) Positions.

(1) Chair. The Voting Members shall elect a Chair (which may also be referred to solely as the "Chair") who shall be elected at the RySG meeting following the Annual Member Meeting in even-numbered years. The Chair shall act as the chief executive officer of RySG. The Chair shall preside at all meetings of the Executive Committee and membership, shall be an ex officio member of all standing committees, and shall preside at meetings of such committees unless the Executive Committee, in constituting such committees, designates or elects some other person to preside at such meetings of such committees. The Chair shall have general supervisory responsibility for the business of RySG, and shall see that all orders

and resolutions are carried into effect. The Chair shall also perform such other duties as the Executive Committee shall designate.

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

(3) Vice Chair of Administration. The Voting Members shall elect a Vice Chair of Administration who shall be elected at the RySG meeting following the Annual Members Meeting in odd-numbered years. The Vice Chair of Administration shall assist the Chair in conducting RySG business; and, such duties include, but are not limited to the following: chairing conference calls and/or representing RySG in meetings when the Chair, and other Vice Chairs are unavailable; managing RySG ballots and elections; conveying information to the Members; performing the duties of the Vice Chair of Policy when necessary; encouraging prospective Members to join RySG; and, in the event there is no RySG Secretariat, the Vice Chair of Administration shall be appointed as Secretary.

(4) Treasurer. The Voting Members shall elect a Treasurer who shall be elected at the RySG meeting following the Annual Members Meeting in odd-numbered years. The Treasurer shall be responsible for ensuring that proper financial records are kept for RySG, collecting membership fees assessed to Members and preparing and managing annual budgets. The Treasurer shall prepare an annual draft budget and submit it to the Voting Members for approval by vote. In addition, the Treasurer shall have the following duties.

(i) The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of RySG, and shall deposit all monies and other valuables in the name and to the credit of RySG into depositories designated by the Executive Committee.

(ii) The Treasurer shall disburse the funds of RySG in accordance with the approved budget and as ordered by the Executive Committee, except for additional disbursements and disbursements in amounts of \$5,000 or more in excess of the approved budget, in which case the Voting Members must approve such disbursements, and shall prepare financial statements at such intervals as the Executive Committee shall direct. The Treasurer shall also be authorized to sign checks, drafts, and other orders for the payment of money.

(iii) If required, the Treasurer shall give RySG a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Executive Committee) for the faithful performance of the duties of Treasurer and for the restoration to RySG, in case of the Treasurer's death, resignation, retirement, or removal from office, of all

books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to RySG.

(iv) The Treasurer shall be responsible for submitting, or being made submitted, tax returns for the RySG on an annual basis.

(v) The Treasurer shall perform such other duties and have such other authority and powers as the Executive Committee may from time to time prescribe, or as the Chair may from time to time delegate.

(5) Secretary. The Secretary shall not be an elected position or a Member of the Executive Committee as defined in Article III, Section 2. The Secretary or his or her designee(s) shall attend all sessions of the Executive Committee, and shall record all the votes and the minutes. The Secretary shall prepare, or cause to be prepared, minutes of all meetings. The Secretariat shall give, or cause to be given, notice of all meetings and shall perform such other duties as may be prescribed under the supervision of the Chair. The Secretariat shall keep in safe custody the corporate seal of RySG and, when authorized affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretariat. The Secretariat shall authenticate records of RySG as necessary and requested.

(j) Compensation. All officers shall serve without compensation unless and until the Voting Members affirmatively vote to compensate an officer or officers for services performed by such officer(s).

3. GNSO Council Representatives.

As provided in the ICANN Bylaws, RySG is allotted three (3) seats on the GNSO Council. The election, term and responsibilities of RySG's GNSO Council Representatives are described in the RySG Operating Procedures.

4. Representatives to the Nominating Committee, Customer Standing Committee and Other ICANN Community Structures.

The election or appointment of RySG representatives to ICANN's Nominating Committee, the Customer Standing Committee and other positions established by the ICANN Bylaws shall be conducted in accordance with the ICANN Bylaws and the RySG Operating Procedures.

5. Other Committees.

RySG may form other committees from time to time to carry out its work and operations, in accordance with the RySG Operating Procedures.

Article IV: Membership Meetings

1. Scheduling.

(a) Annual Meeting: The annual meeting of the Members shall be held prior to June 30 each year at such time and place as the Executive Committee establishes. RySG shall hold a

minimum of two (2) face-to-face meetings of its Members in conjunction with public ICANN meetings (which currently occurs three (3) times per year) unless otherwise decided by the Members (“Additional Meetings”). The Secretary shall provide Members at least thirty (30) days advance notice for all face-to-face meetings except in cases of urgent need. Whenever possible, RySG shall provide the opportunity for Active Members and proxy holders to participate in face-to-face meetings by teleconference from remote locations in accordance with the provisions below.

(b) Member Meetings: The RySG may also hold Member meetings by teleconference in accordance with the provisions below. Except in cases when the Chair or Executive Committee decides, in its discretion, to hold a Member meeting with shorter notice because of an urgent need to schedule a meeting, the Secretary shall provide at least fourteen (14) days advance notice for all teleconference meetings. Any or all Interest Groups may consolidate all or a portion of any Interest Group meetings with the Member meetings, so that the Interest Groups meet prior to or after the Member meeting.

(c) Participation: Active Voting Members and proxy holders who are not physically present at a Member meeting or other Member meeting may, by means of remote communication, participate in the meeting, and be deemed present in person and vote at the meeting, so long as RySG can reasonably verify that each Active Voting Member or proxy holder deemed present and authorized to vote by means of remote communication is an Active Voting Member or proxy holder of RySG, and RySG provides reasonable measures to provide such Active Voting Member or proxy holder with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Active Voting Members, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings of the meeting. When an Active Voting Member or proxy holder votes or takes other action by means of remote communication, RySG must maintain a record of the Active Voting Member’s or proxy holder’s participation in the meeting in accordance with applicable law and this Charter.

2. Quorum and Voting.

(a) Annual Member Meeting; Other Meetings at which a Vote is Conducted. Thirty-three percent (33%) or more of the total number of all Active Voting Members represented in person or by proxy at a meeting constitutes a quorum at the annual meeting of the Members or any other Member meeting at which a vote of the Members is conducted and held. If a quorum is not attained, a meeting of the Members shall be adjourned. If a quorum is present, the affirmative vote of the Active Voting Members present, in person or by proxy, in excess of the voting threshold for each issue or item as provided in Article VI of the RySG Operating Procedures is the act of the membership unless otherwise provided by law. An Active Voting Member may vote either in person or by a proxy executed in writing by the Active Voting Member or the Active Voting Member’s duly authorized attorney-in-fact. After a quorum has been established at a Members meeting, the subsequent withdrawal of Active Voting Members so as to reduce the number of Active Voting Members entitled to vote at the Members meeting below the number required for a quorum will not affect the validity of an

adjournment of the Members meeting or an action taken at the Members meeting prior to the Active Voting Member's withdrawal.

(b) Other Meetings. A quorum for Member meetings, other than the annual Member meeting or a Member meeting at which a vote of the Active Voting Members is conducted and held, such as weekly meetings or the Additional Meetings, shall be defined as those Members attending the meeting, provided RySG has properly noticed and duly called the meeting. In no event shall the quorum set forth in this Article IV, Section 2(b) be sufficient for a meeting at which Active Voting Members vote upon any RySG matter, and, in such event, the quorum set forth in **Article IV, Section 2(a)** shall apply.

3. Proxies.

(a) Authorization to Use. Every Active Voting Member entitled to vote at a meeting of Members may authorize one or more persons to act for such Active Voting Member by proxy.

(b) Written Requirement: Presumed Revocable. Every proxy must be in writing and signed by the Active Voting Member or such Active Voting Member's attorney-in-fact. No proxy is valid after the expiration of eleven (11) months unless otherwise provided in the proxy. An appointment of a proxy is revocable by the Active Voting Member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

(c) Method of Revocation. A revocable proxy may be revoked at or before any meeting by providing to the Secretariat of RySG written notice of revocation or a written and signed proxy bearing a later date.

(d) Directed Proxies. If an Active Voting Member authorizes the use of a proxy, it must be a directed proxy and no Active Voting Member shall be entitled to authorize an undirected proxy. An Active Voting Member shall designate a directed proxy to cast a specified vote for one or more specific question(s) or issue(s) presented for a vote at any Member meeting. The presence of an Active Voting Member at a meeting or the designated proxy declining to accept the designation shall invalidate that Active Voting Member's proxy. A directed proxy must accept the designation for all specified questions or issues or decline the designation for all specified questions or issues. If not declined, a directed proxy must cast the vote as specified by the Active Voting Member on each specified question or issue, and all other votes not specified shall be counted as an abstention by the Active Voting Member.

4. Record of Meetings.

(a) RySG shall maintain records of minutes of all Member meetings in written form or another form capable of conversion into written form within a reasonable time, such as electronic form or audio form, or both, if feasible, and the Secretariat shall send copies of the minutes (if available) to the Members as soon as conveniently possible after each meeting. Private deliberations and conversations need not be recorded.

(b) The Secretariat shall publish on the RySG website a list of all active and inactive RySG Working Groups, committees and Interest Groups and their minutes, action points, decisions,

resolutions and final work products within a reasonable period of time after any given meeting.

5. Record Retention.

All records that the ICANN board asks GNSO structures to maintain must be retained by RySG for at least a four (4)-year period to ensure that a full three (3)-year record is available for each renewal or reconfirmation period, and in accordance with Article IV, Section 4 .

Article V: Communications

1. Notices.

All notices required or otherwise given to any group of members shall be sent to the applicable email list of the applicable members.

2. Public Meetings.

Prior notice of Member meetings shall be provided via a public calendar made available on the RySG website.

Article VI: Elections

1. Nominating Procedure.

Only an Active Voting Member's authorized voting delegate (or alternate that is permitted to vote in accordance with this Charter) may nominate a candidate for any RySG elected position. A different Active Voting Member's authorized voting delegate (or alternate) must second the candidate within the publicized nominating period in order for that candidate to stand for election. The candidate must confirm to the Secretariat their intention to run and offer a qualifications statement in the form required by the Chair, all within the nominating period to be eligible to stand for election.

2. Officers.

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

Article VII: Voting

1. Voting Procedure.

(a) Election of Officers. The Executive Committee shall establish and publish to all Members the dates of the nominating period for the nominations for elected officer elections in accordance with Article VI. After the nominating period has closed, the Executive Committee shall evaluate the candidates nominated for each officer position to ensure each candidate meets the requirements of each seat in which the candidate has been nominated. The Executive Committee shall publish the slate of candidates nominated to each elected officer position to the Members in advance of a duly called Member meeting and shall notify the Members of the date of the duly called Member meeting in which the election of officers shall be held, with such sufficiently advance notice as determined by the Executive Committee.

RySG shall accept an Active Voting Member's directed proxy for the election of elected officers for the period of time as determined by the Executive Committee for those Active Voting Members who are unable to attend the meeting at which the vote for the election of elected officers shall be conducted. RySG shall hold a Member meeting either by face-to-face or teleconference or other electronic means at which all can hear each other in accordance with Article IV to conduct the vote for the election of officers. The officers shall be affirmatively elected if the number of proxies received prior to the Member meeting and the number of votes received at the Member meeting exceed the requirements provided in the RySG Operating Procedures for the election of elected officers. RySG shall not count or include any Active Voting Member's vote for the election of officers that is not properly submitted at the Member meeting or a properly submitted proxy. In accordance with Article IV, during a duly called Member meeting at which quorum is present, Active Voting Members may submit a vote to RySG by email or other electronic means, but RySG shall not accept such votes after the Member meeting has been adjourned.

(b) Other Matters. The Executive Committee shall publish the question(s) or issue(s) that the Active Voting Members are entitled to vote upon in advance of a duly called Member meeting, with such sufficiently advance notice as determined by the Executive Committee. RySG shall accept an Active Voting Member's directed proxy on each question or issue for the period of time as determined by the Executive Committee for those Active Voting Members who are unable to attend the meeting at which the vote for such question or issue shall be conducted. RySG shall hold a Member meeting either by face-to-face or by teleconference or other electronic means of which all can hear each other in accordance with Article IV and shall conduct the vote for the question(s) or issue(s), and each question or issue shall be affirmatively decided if the number of proxies received prior to the Member meeting and the number of votes received at the Member meeting exceed the requirements for such question(s) or issue(s) provided in the RySG Operating Procedures. RySG shall not count or include any Active Voting Member's vote for such question(s) or issue(s) that is not properly submitted at the Member meeting or a properly submitted proxy. In accordance with Article IV, during a duly called Member meeting at which quorum is present, Active Voting Members may submit a vote to RySG by email or other electronic means, but RySG shall not accept such votes after the Member meeting has been adjourned.

Article VIII: Process for Amending Charters

Power to Amend Charter. The Active Members may, from time to time, amend this Charter by vote as provided in Article VI of the RySG Operating Procedures and a markup (created with document change controls such as the track changes function in Microsoft Word) will be circulated for proposed amendments. Subject to the then applicable Charter approval process in place, if any, within ICANN.

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.

Article IX: Transition Provisions

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