

Bylaws of the Intellectual Property Interests Constituency
As approved by the IPCC on July 22, 2005

I. Mission Statement and Purpose

The Intellectual Property Interests Constituency (hereinafter to be referred to as the IPC) is a part of the Generic Names Supporting Organization (GNSO) according to Article X (5) of the ICANN bylaws, which became effective on December 15, 2002.

The purposes of the IPC are to:

Represent the views and interests of owners of intellectual property worldwide with particular emphasis on trademark, copyright, and related intellectual property rights and their effect and interaction with Domain Name Systems (DNS), and to ensure that these views, including minority views, are reflected in the recommendations made by the GNSO Council to the ICANN Board.

More particularly, to review and raise all intellectual property matters including any proposals, issues, policies, or otherwise, which may affect intellectual property, particularly as it interfaces with the DNS, and to provide to the GNSO and the ICANN Board timely and expert advice before it must make any decision or take any position thereon.

These bylaws are to be interpreted and applied to avoid, to the extent possible, any inconsistency with the ICANN bylaws.

II. Membership

(A) In General

The IPC shall consist of organizations and individuals:

(1) committed to the advocacy and development of intellectual property as fundamental components of meaningful commercial activity in the national, regional, and global realms;

(2) who are primarily and substantially involved in the field of intellectual property; and

(3) who make a substantial contribution through its members or otherwise to the field of intellectual property.

(B) Categories of Membership

The categories of membership shall be:

- Category 3: Category 3 shall consist of international intellectual property organizations.
- Category 2: Category 2 shall consist of local, state, or purely national intellectual property organizations.
- Category 1A: a company, firm, or organization, which does not fulfill the requirement for category 2 or category 3 membership, but has a demonstrated interest in the protection of intellectual property.
- Category 1B: an individual who has a demonstrated interest in the protection of intellectual property.

(C) Additional Factors

In determining eligibility for membership in the above-referenced categories of membership, the following additional factors may be considered as applicable:

- (1) the number of members in the organization;
- (2) the international/geographic diversity of membership;
- (3) the extent to which the organization or individual is representative of a particular industry or industry segment;
- (4) the organization's standing before international bodies, including, but not limited to, the World Intellectual Property Organization; and
- (5) the nature and structure of the organization.

(D) Subscription

Each member shall pay an annual non-refundable subscription fee as prescribed by the IPCC.

III. IPC Council (IPCC)

(A) Composition

The IPC Council (IPCC) shall be composed of one designated representative and up to two alternative representatives of each member organization of category 3 and category 2 members. Members of the IPCC shall serve at the pleasure of their respective member organizations, which shall retain full responsibility for designating their representatives and alternative representatives. The term of each representative and his or her alternate shall be left to the discretion of each member organization.

An individual can only represent one organization at the same time.
Category 1A and 1B members are invited to participate as observers.

The IPCC shall be presided over by the president of the IPC, or in that person's absence by the executive vice-president of the IPC.

(B) Powers

The IPCC shall be the governing and principal decision making body of the IPC and shall direct the IPC and pursue its objectives, and shall in particular:

(1) adopt and amend the bylaws and decide on the dissolution of the IPC;

(2) admit, refuse, or expel any member where on reasonable grounds it feels it is in the best interest of the IPC to do;

(3) elect in accordance with the provisions herein or remove officers of the IPC;

(4) elect in accordance with the provisions provided herein or remove three representatives to the GNSO Council;

(5) determine and study questions coming within the purposes of the IPC;

(6) formulate membership consensus and minority views on policy issues for the purpose of advising the IPC representatives on the GNSO Council;

(7) give directions to the officers of the IPC and review and approve their work;

(8) issue, change and revoke directives containing instructions and advice on the administration and operation of the IPC and its bodies; and

(9) consider the recommendations of the treasurer and subsequently establish subscription fees for IPC membership.

(C) Quorum

No decision of the IPCC shall be taken without the representation of at least 25% of the sum of category 3 and category 2 members. For the purpose of amending the IPC bylaws or dissolving the IPC, a quorum of at least 50% of the sum of category 3 and category 2 members shall be required.

(D) Decisions

Only category 3 and category 2 members are entitled to vote. Each IPCC member in category 3 shall have 3 votes; each IPCC member in category 2 shall have 2 votes. Normally the designated representative shall be entitled to cast the vote on behalf of his or her organization. An alternate representative may only cast the vote on behalf of his or her organization if mandated in writing (which includes e-mail) by the designated representative. Proxies are permitted, provided the secretary receives written notification of said proxy assignment within a reasonable period of time that shall be set by the secretary.

Any GNSO Council representative or IPC officer may be removed with cause, by a two-thirds majority vote of category 3 and category 2 members.

All other matters require a simple majority vote of both category 3 and category 2 members.

(E) Meetings

The IPCC shall hold at least one in-person meeting per year. Extraordinary meetings in person shall be held when requested by at least one third of category 3 members or by the majority of the IPC officers.

The meetings shall be called at least one month before they are to be convened. The president shall determine the agenda of the IPCC meeting after consultation of the IPC officers and the IPCC. At the request of one third of category 3 members the IPC officers must insert an item in the agenda.

Remote participation at in-person IPCC meetings is permitted. Category 2 and category 3 members participating remotely shall be considered part of a quorum pursuant to Article III (C) of these bylaws.

(F) Vote by Correspondence

The IPCC can exercise its powers and make decisions by correspondence (which includes e-mail) whereby a one-week notice must be given before asking for the casting of the vote.

IV. **IPC Officers**

(A) Composition

The IPC officers shall be composed of a president, an executive vice president, a vice president, a treasurer and a secretary and not more than three additional officers that the IPCC may deem appropriate, but whose offices shall be renewed on an annual basis. Meetings of the IPC officers shall be presided over by the president, or in that person's place by the executive vice president.

(B) Term of Office

(1) The terms of the IPC officers shall commence at the conclusion of an ICANN annual meeting and shall end at the conclusion of the second ICANN annual meeting thereafter.

(a) those individuals holding office on the effective date of these IPC bylaws shall remain in office until the conclusion of the 2005 ICANN annual meeting.

(2) An IPC officer may not hold a seat on the IPC office for more than three successive terms in the same position. If no successor is elected, the elected officer shall remain in office until a successor has been elected.

(3) If the office of the IPC president becomes vacant, then the executive vice president shall become acting president until an election for the president can be held.

(4) If a vacancy occurs in an officer's seat, other than the president, with six or more months left in the term, the IPC president shall direct the secretary to hold an election in accordance with the procedures described below. If the vacancy occurs in an officer's seat, other than the president, with less than six months left in the term, the IPC president, in consultation with the remaining IPC officers, shall appoint an individual to fill the seat.

(C) Powers

(1) The IPC officers shall be the managing board of the IPC and shall be responsible for the day-to-day management of the IPC.

(2) In the exercise of its powers the IPC officers shall be guided by the decisions, including those on administrative and financial matters, adopted by the IPCC. The IPC officers shall - with the help of volunteers and special committees - in particular:

(a) arrange in person meetings or telephone conferences;

- (b) establish meeting agendas and minutes of the meetings;
- (c) maintain appropriate mechanisms suitable for facilitating contact and dissemination of information among all members of the IPC;
- (d) maintain a membership and mailing list;
- (e) maintain a website;
- (f) reach out to any other interested IP groups around the world and encourage them to participate in the IPC;
- (g) make technical changes to the IPC bylaws, as needed, in order to bring them into compliance with ICANN bylaws, such changes to be subject to ratification by the IPCC at its next subsequent meeting or by correspondence;
- (h) organize the substantive work of the IPC by establishing a timetable for the progress of the work, by designating the committees to carry out the preparatory work and by submitting draft reports to the IPCC for approval; and
- (i) adopt the proposed IPC budget as put forth by the treasurer.

(3) The president, with the advice and consent of the other IPC officers, shall appoint IPC representatives to all ICANN designated committees and task forces.

(D) Decisions

Decisions of the IPC officers shall be taken by a simple majority of officers at meetings or by correspondence. The IPC officers have the right to invite other persons to attend their meetings without a right to vote.

V. GNSO Council Representatives

(A) Number of Representatives

(1) Three individuals shall represent the constituency on the GNSO Council in accordance with the ICANN Board resolution to amend the ICANN bylaws effective on April 18, 2005.

(a) Two of those individuals holding offices at the time of adoption of these revised IPC bylaws shall remain in office until the conclusion of the 2006 ICANN annual meeting, after which time they may run for reelection, provided their candidacies do not conflict with any other provision of the IPC or ICANN bylaws.

(b) One of those individuals holding office at the time of adoption of these revised IPC bylaws shall remain in office until the conclusion of the 2005 ICANN annual meeting, after which time that individual may run for reelection, provided that his or her candidacy does not conflict with any other provision of the IPC or ICANN bylaws.

(B) Term of Office

(1) Pursuant to Article X (3)(2)(a) of the ICANN bylaws, the term of an IPC GNSO Council representative shall commence at the conclusion of an ICANN annual meeting and shall end at the conclusion of the second ICANN annual meeting thereafter. The regular term of two representatives selected by the IPC shall begin in an even-numbered year and the regular term of the other representative selected by the constituency shall begin in an odd-numbered year.

(2) An IPC GNSO Council representative may not hold an IPC seat on the GNSO Council for more than two successive terms. If no successor is elected, the elected representative shall remain in office until a successor has been elected.

(3) If a vacancy in a GNSO Council seat occurs with six or more months left in the term, the IPC president shall direct the secretary to hold an election in accordance with the procedures described below. If the vacancy occurs with less than six months left in the term, the IPC president, in consultation with the IPC officers, shall appoint an individual to fill the seat.

(C) Geographic Diversity

The GNSO Council representatives must be citizens of countries that are in different geographic regions as defined by Article VI (5) of the ICANN bylaws.

VI. Elections

(A) General Principles

- (1) Elections of the IPC shall be fair, open and transparent. IPC election for GNSO Council representatives shall comply with all applicable provisions of the ICANN bylaws.
- (2) The IPC shall strive for geographical diversity in its elections for IPC officers.
- (3) No individual may serve as a GNSO Council representative and an IPC officer at the same time.
- (4) No individual may serve as an ICANN Board member and an IPC officer at any one time.
- (5) Only category 3 and category 2 members shall have nomination and voting privileges.
- (6) Category 3 members shall have 3 votes; category 2 members shall have 2 votes. They may cast all their votes for one candidate or spread them out accordingly.
- (7) Only category 3 and category 2 members listed as members of the IPC at the start of the election may participate in the elections.
- (8) Category 3 and category 2 members may nominate individuals from any of the three categories of membership, as described in Article II (B) of these bylaws.

(B) Election Procedure

(1) Nomination period

The election process will be initiated by a nomination period of one week. The secretary of the IPC shall begin the nomination period by sending a notice to the IPCC members calling for nominations.

Nominations shall include:

- name of the nominating organization and membership category;
- name of the authorized representative making the nomination;
- nominee's name, contact information, membership category, and geographical region of citizenship; and
- a summary of why the nominee is a suitable candidate for the position.

(2) Circulation of List of Nominees

At the conclusion of the nomination period, the secretary shall circulate this information to the IPCC and work to post this information on the IPC website.

(3) Acceptance Period

The nomination period will be followed by a one-week acceptance period. During this period, each candidate nominee who chooses to accept the nomination, shall submit to the secretary for circulation to the IPCC and posting on the IPC website, a statement which shall include the following:

- formal acceptance of the nomination; and
- a brief curriculum vitae of no more than 250 words.

(4) Election Period

The acceptance period will be promptly followed by the election period, which shall last one full week. During this period, the secretary will receive votes from the IPCC members. Immediately following the election period, and as soon as practicable, the secretary will publish a full overview of the votes.

(C) Determining the Winner of IPC Elections

IPC officers and GNSO Council representatives shall be elected by a majority of the votes cast by eligible voters as defined by Article VI (A)(7) of these bylaws.

(1) In the Case of the Initial GNSO Council Elections Under These Bylaws

If, in the case of the initial election of the GNSO Council representatives under these revised bylaws, the two candidates with the largest number of votes are from the same geographic region, the following shall take place:

- The candidate with the next largest number of votes who is not a citizen of a country in the same geographic region as the candidates with the largest number of votes shall be declared elected as a GNSO Council representative.
- If necessary, the secretary shall conduct a runoff election between the two candidates from the previous election who are citizens in countries of the same geographic region. The candidate with the largest number of votes in this runoff election shall be declared elected as a GNSO Council

representative.

VII. Finances

(A) Period of Accounting

The accounting period shall be the calendar year.

(B) The Treasurer

(1) The treasurer shall be responsible for the finances and the accounts of the IPC, including the budget preparation, the subscription recommendation and control and monitoring of the bookkeeping, auditing and financial administration. The treasurer is authorized to open and operate a bank account. The treasurer holds the funds of the IPC as trustee for its members. The treasurer is responsible for delivering all books and accounts of the IPC in good order to his or her successor in that position.

(2) The treasurer shall present a report to the officers for each accounting period.

(C) Subscription Fees

The subscription fees are due 60 days after the treasurer issues a notice of payment. The subscription fee may be prorated depending on when a new member joins, in a manner to be determined by the IPCC upon a recommendation from the treasurer. New members will acquire voting rights only after the subscription fee has been paid.

(1) Cases of Non-Payment

If a member of the IPC does not pay its subscription fees within 60 days after a second notice of payment is issued, the treasurer shall ask the IPCC to exclude the member from the IPC.

(D) Independent Review of IPC Ledgers and Accounts

Upon a request made in writing (including via e-mail) to the president by a representative of any category 2 or category 3 member, there shall be an independent review conducted of all IPC ledgers and accounts. The IPC officers shall select the conductor of said review, a neutral third party with recognized accounting experience. The results of said review shall be made known to the IPCC.

(E) In Case of IPC Dissolution

When the IPC is dissolved, no part of the funds of the IPC will be distributed to the members. The funds shall be transferred to one or more

legal entities that pursue objects similar to those of the IPC. If there are no legal entities that pursue objects similar to those of the IPC, then there shall be a refund.

VIII. Coming into Force

These bylaws were adopted by the IPCC on July 22, 2005 and replace the bylaws that were effective on April 23, 2003. These bylaws will come into force the day after they were adopted by the IPCC.

The President

The Secretary

J. Scott Evans

Ryan Lehning