

A Memorandum of Understanding for an ICANN
Protocol Support Organization

Status of this Memo

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Abstract

This is the text of the Memorandum of Understanding (MoU) that was signed by ICANN, the IETF, the ITU-T, W3C and ETSI on July 14, 1999 in Oslo. This MoU creates the Protocol Support Organization (PSO) within the Internet Corporation for Assigned Names and Numbers (ICANN). This MoU was developed by representatives of the IETF, ITU, W3C, ETSI, and ICANN with the help of Jorge Contreras of Hale and Dorr.

MEMORANDUM OF UNDERSTANDING

July 14, 1999

ICANN Protocol Supporting Organization

(1) Purpose and Scope

- (a) The Protocol Support Organization (PSO) will be a consensus-based advisory body within the ICANN framework.
- (b) The PSO will establish a "Protocol Council" and host an annual open meeting (the "General Assembly").
- (c) The purpose of this Memorandum of Understanding (MOU) is to establish a set of principles that ICANN and the Standards Development Organizations who have signed below (the Signing SDOs) will use in forming and operating the PSO

(2) Composition and Action of Protocol Council

- (a) Size. Each Signing SDO will appoint two (2) members to the Protocol Council, each such member to serve for a time period determined by such Signing SDO.
- (b) Each Signing SDO shall be responsible for choosing its members of the Protocol Council in a manner of its own choosing, and in accordance with its own open procedures. Each Signing SDO may remove or replace one or both of its members on the Protocol Council in its discretion. Each Signing SDO must notify the Protocol Council Secretary and ICANN when it changes its members and, in addition, must ratify its choices at least annually.
- (c) Selection and Appointment. Concurrently with the posting of notice of the date of the annual meeting of the PSO General Assembly on the PSO Web Site, ICANN and the Protocol Council shall make an open call for nominations to any potential vacancies on the Protocol Council. Any nominations received will be forwarded to the Signing SDOs eligible to appoint members (i.e., they do not already have two members on the Protocol Council) for their consideration.
- (d) Action by Protocol Council. Unless otherwise specified in this MOU, all actions of the Protocol Council shall be taken by majority vote of the total number of members. Action may be taken at any meeting of the Protocol Council, which may be by telephone conference in which all participants can hear the others. Meetings of the Protocol Council may be called by request of any three members of the Protocol Council, with at least 45 days for physical meetings or fifteen (15) days for telephonic or other electronic meetings prior written notice to each of the other members. In order to conduct business at any meeting of the Protocol Council, at least a quorum of members must be present; a quorum shall be present when at least majority of the members of the Protocol Council are present, and when such members represent at least 3/4ths of the Signing SDOs.
- (e) Web Site. The Protocol Council will arrange for the establishment and maintenance of a Web site devoted to PSO activities and news.
- (f) Secretary. The Protocol Council will have a Secretary to coordinate administrative matters relating to the PSO and Protocol Council. The Secretary's term of office shall be one year. The position of Secretary will rotate among the

Signing SDOs, with the initial Secretary to be selected by the IETF, and subsequent Secretaries to be appointed by a randomly selected Signing SDO that has not appointed the Secretary in the current rotation.

- (g) No Compensation. Neither the Secretary, nor any Protocol Council member or designated ICANN Board member shall be entitled to any compensation or reimbursement of expenses from the PSO. The PSO shall not be required to obtain insurance coverage for, or to indemnify, the members of the Protocol Council or persons acting in any other capacity by or for the PSO.

(3) ICANN Directors

- (a) The Protocol Council will appoint Directors to the ICANN Board of Directors in accordance with the By-laws of ICANN, for such terms as are specified by such By-laws. ICANN will notify the Protocol Council of any vacancies on the ICANN Board which may be filled by the Protocol Council.
- (b) The Protocol Council will conduct an open call for nominations for any open PSO seats on the ICANN Board. Each Signing SDO is entitled to nominate candidates by procedures of its own choosing. Additionally, nominations from the public at large will be allowed under conditions to be defined by the Protocol Council. The Protocol Council will select the PSO nominees to the ICANN Board from among these nominees. ICANN Directors selected by the Protocol Council may, but need not, be members of the Protocol Council or any SDO.
- (c) No more than 2 PSO-nominated Directors may be residents of the same Geographic Region (as defined in the ICANN By-laws).
- (d) The ICANN Directors appointed by the Protocol Council will not represent the PSO on the ICANN Board, but will function as full Directors of ICANN.

(4) Duties of Protocol Council

- (a) Advisory Role. The Protocol Council will advise the ICANN Board on matters referred to the Protocol Council by the ICANN Board relating to the assignment of parameters for Internet protocols.

(b) Policy Development

- (i) In the tradition of the Internet, standards development policies and conflict resolution mechanisms should be created and utilized by those institutions most directly involved, without undue interference from centralized bodies.
- (ii) The ICANN By-laws vest in the PSO the primary responsibility for developing and recommending substantive policies in the area of protocol parameter assignment.
- (iii) The PSO is committed to the proposition that policies for parameter assignments for particular protocols are the responsibility of the individual Signing SDO that developed the protocol.
- (iv) The Protocol Council, and, when requested, ICANN, will be available as needed by the Signing SDOs to develop policies and procedures for conflict resolution between Signing SDOs.
- (v) Any such policies and procedures will be adopted only with the agreement of all SDOs.

(5) Annual Open Meeting

- (a) The Protocol Council will periodically convene an open meeting ("General Assembly") for promoting discussion and receiving input regarding the work of the PSO.
- (b) A General Assembly will be held at least once per year, and will permit open participation by all interested individuals.
- (c) Each annual General Assembly will be hosted by a Signing SDO in conjunction with one of its major meetings, as determined by the Protocol Council (with an effort to hold no 2 consecutive General Assemblies in the same Geographic Region.)
- (d) It is expected that the major organizations within the Internet protocol standards development community will provide the constituency of the General Assembly.

(6) Open Proceedings and Documents

- (a) Communications between ICANN and the Protocol Council. All official communications between ICANN and the Protocol Council will be made public on the PSO web site. In the event that ICANN requests that a communication be kept

confidential, the Protocol Council will honor this request for a fixed period of time not to exceed one year, and then make the communication public.

- (b) Protocol Council Proceedings. All meetings of the Protocol Council and official discussions of Protocol Council business will be conducted or reported on a publicly-archived mailing list accessible through the PSO web site.
 - (c) Meeting Announcements. The schedule and agenda for the PSO General Assembly will be posted on the PSO Web Site at least 90 days in advance of the meeting date. Notice of Protocol Council meetings will be posted on the PSO Web at least 45 days before each physical meeting or fifteen (15) days before any telephonic or other electronic meeting, or such shorter time period agreed upon by each of the Signing SDOs. The minutes from all PSO meetings will be publicly posted on the PSO web site within 30 days of the meeting.
- (7) Review and Modification of MOU. ICANN and the Signing SDOs will periodically review the results and consequences of their cooperation under this MOU. When appropriate, the signatories will consider the need for improvements in the MOU and make suitable proposals for modifying and updating the arrangements and scope of the MOU. Any modification to the MOU must be approved by all signatories.
- (8) Standards Development Organizations
- (a) The initial signatories to this MOU shall include ICANN and the Signing SDOs who have signed below. Each Signing SDO must be an international, Internet-related standards development organization that establishes that it meets the criteria for SDOs set forth below.
 - (i) SDOs must be open, international, voluntary technical standard and technical specification development organizations which:
 - (A) Develop standards and/or specifications for use over the public Internet.
 - (B) Can demonstrate active membership in the IP-related standards and/or specification development process of more than 800 individuals, if individual memberships are used by the organization, or 80 companies, if corporate memberships are used by the organization.

- (C) Has been in operation for 3 or more years at the time of their application.
 - (D) Can demonstrate that there is significant deployment of its standards on the Internet.
 - (E) The significant protocols controlled by the organization can be implemented without paying a licensing fee to the organization.
- (ii) Open, international, voluntary standards organizations are defined as international organizations that plan, develop or establish voluntary standards. An organization shall be considered open and international if its standards and/or specifications development process is open to any person or organization of any nationality on equitable terms. An organization shall be considered voluntary if it makes no claim to compel use of its standards and specifications. Additionally, to be considered 'international', an organization's voting (or other "full") membership must include individuals or companies primarily located in at least three different Geographic Regions and at least two different countries within each of those Geographic Regions.

(b) New Signatories

- (i) Any organization that believes it satisfies the SDO qualifications set forth above may apply in writing to the Protocol Council to become a party to this MOU. In order for an organization to become a party to this MOU, all then-existing MOU signatories must agree that such organization qualifies as an SDO.
- (ii) Rejected applicants can appeal to the ICANN Board, which may override such a rejection if the ICANN Board finds, by at least a two-thirds vote, that the organization meets the SDO criteria set forth above.
- (iii) Any organization that is accepted as an SDO under this MOU must execute a copy of this MOU, and agree to be bound by all of its terms and conditions, upon which it shall be considered a Signing SDO for all purposes under this MOU.

(9) General. This MOU does not constitute any of the parties as a partner, joint venture, agent, principal or franchisee of any other party. The waiver of any provision of this MOU on any occasion shall not constitute a waiver for purposes of any other occasion. No party may transfer or assign any interest, right or obligation arising under this MOU without the prior written consent of each other party to this MOU.

IN WITNESS WHEREOF, this Memorandum of Understanding is executed this 14 day of July 1999 by the undersigned, acting through their duly authorized representatives:

INTERNET CORPORATION FOR ASSIGNED NAMES AND NUMBERS

By: (signature)
Name: Michael W. Roberts
Title: Interim President / CEO

INTERNET ENGINEERING TASK FORCE

By: (signature)
Name: Fredrick J. Baker
Title: Chair, IETF

INTERNATIONAL TELECOMMUNICATIONS UNION

By: (signature)
Name: Houlin Zhao, on behalf of Secretary-General of ITU
Title: Director, TSB

WORLD WIDE WEB CONSORTIUM

By: (signature)
Name: Henrik Frystyk Nielsen
Title: HTTP Activity Lead

EUROPEAN TELECOMMUNICATIONS STANDARDS INSITITUTE

By: (signature)
Name: Bridget Cosgrave
Title: Deputy Director General

Security Considerations

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