

Advice

2020.12.23-01

Chapter Advisory Council Charter Amendments

- **Advise:** The ChAC-SC recommends that the ISOC Board of Trustees approves the amendments to the ChAC Charter ratified by a vote of more than 2/3 (83/114) of the currently active ChAC Delegates

28 DECEMBER 2020

ISOC Chapter Advisory Council Steering Committee



Advice 2020.02.13-03

Amendments to the Chapter Advisory Charter

Preamble

The Chapter Advisory Council (ChAC) was created in April 2015 as an advisory body of the Internet Society (ISOC) representing its Chapters, as authorized in Article VII, Section 2 of the ISOC By-Laws.

The Chapters Advisory Council Steering Committee (ChAC-SC) decided on May 2018, that after 3 years of operation it was appropriate to review the Charter as well as the Rules and Procedures. Consequently, the Reform of the ChAC - ITEM 057 (SC) - is one of the dormant discussion topics of the ChAC-SC.

Many of the discussions within the ITEM 057 (SC)¹ is related to two external factors that impact the well-functioning of the ChAC as a whole, namely: i) many Chapters and SIGs have not yet identified or regularly updated their representative to the ChAC and, ii) the lack of participation of ChAC representatives in meetings and decision-making processes.

Obviously other issues and proposals have arisen amongst them. For example, the proposal to implement the Chapters Chair as default of the ChAC representative and the proposal to nominate multiple delegates as ChAC representatives (main and alternate). Also many discussion have arisen more related to the ChAC Rules and Procedures than to the Charter itself, for example, the need to check and ensure that

¹The detailed background, milestones and main decisions regarding this topic is available at <https://app.box.com/notes/137237411208>.

rights can be transferred to another person if a ChAC Representative is no able to attend the meetings, the need to define new criteria to motivate chapters to select their delegates and increase their participation in the ChAC meetings, and more recently a proposal to reduce the ChAC-SC meeting quorum from 7 to 5.

On the basis of the discussions, on May 14, 2018 a proposal for discussions was presented to the ChAC-SC² which includes some changes to the current ChAC Charter. On July 9, 2018, Richard Hill, a former ChAC-SC Chair, prepared a new proposal based³ on the discussions and agreements within the ChAC-SC, in particular to make some changes to facilitate decisions by correspondence, participation by all chapters and broadening discussions to include other mailing lists. This new proposal was updated to reflect further agreements, particularly the nomination of an alternate ChAC Representative⁴.

On August 13, 2018, the ChAC-SC decided to present to the full ChAC the revised proposal for approval, which was done during the full ChAC meeting on September 18, 2018. In that meeting there was a formal objection to adopting the proposal and, consequently, it was submitted for formal vote.

After the voting process, the vote for the revised proposal of the ChAC Charter was in favor and on October 17, 2018 the proposed changes to the Charter were submitted to the Board of Trustees (BoT) for its consideration⁵. After that, it was discussed that the

² <https://app.box.com/notes/289141489592>.

³ <https://app.box.com/notes/302338191888>.

⁴ <https://app.box.com/notes/302338191888>.

⁵ The proposed changes to the ChAC Charter submitted to the Board of Trustees is listed in the Chapter Advisory Council Recommendations available at <https://www.internetsociety.org/chapters/chapters-advisory-council/list-of-recommendations/>. The details of that proposal is available at https://www.internetsociety.org/wp-content/uploads/2019/01/2018_Chapters-Advisory-Council-Charter_proposed_amendments.pdf

process used in approving the Charter using an off-line vote was incorrect, due to the fact that section 10 of the current Charter, establish that the Charter may be amended at a regular or special Chapters AC meeting by a two-thirds vote of the total number of ChAC delegates, which had to be present or present by proxy during an actual meeting. After discussions with the BoT, Eduardo Diaz Chair of the ChAC-SC recommend to the ChAC-SC to put ITEM 057 (SC) in a dormant state until the ChAC-SC get ready to put the effort in moving this forward.

On January and February 2019, Eduardo Díaz – Chair of the ChAC-SC, recommended to examine the possibility of continuing discussion with the BoT and make some changes to the revised proposal, particularly he recommended to eliminate the default delegate of the ChAC (President of the Chapter), keep the rest of changes and reduce the ChAC-SC meeting quorum from 7 to 5. At this point it is important to clarify that currently the ChAC-SC meeting quorum is a topic than is no need to be approved by BoT because this topic it is just included in the ChAC Rules and Procedures that would have to be agreed by the ChAC itself.

Further discussions continue during April 2019 and on May 14, 2019, the ChAC-SC decided to focus on something else since the process will require a big effort and changes to ChAC Charter are not crucial, and temporarily make this topic dormant and revisit later.

During the ChAC-SC meeting held on January 14, 2020, it was decided to reactive this topic taking into considerations the latest discussions and proposals. A team, form by German Fajardo, Nabil Bukhalid and Pierre-Jean Darres (current Members of the ChAC-SC) is in charge of review the whole topic to make the final recommendations regarding the Reform of ChAC. Please refer to section 4.0 - transmittal history – for more details on how the amendment process was implemented.

Advice

ADVICE

“The ChAC-SC recommends that the ISOC Board of Trustees approve the amendments to the ChAC Charter ratified by a vote of more than 2/3 (83/114) of the currently active ChAC Delegates”

This amending proposal for the ChAC Charter takes into consideration the different analysis and recommendations from the Subcommittee.

Figure 1. Supporting documents, references and other considerations taken into account for Amending Proposal of the ChAC Charter



As you may notice from the previous figure, the final version of the amending proposal of the ChAC Charter takes into account best practices on corporate governance. In this document the term “corporate governance” is limited to the processes, practices, and structure through which the ChAC, the Steering Committee and the Subcommittees manages its affairs to meet its operation and strategic activities, based on its own Charter and within the mandates established in the ISOC By-Laws. Those best practices include the following:

- Establish within one single section of the Charter clear roles and duties of the Officers of the ChAC. Other written mandates, delegations, duties and responsibilities for the ChAC, the Steering Committee and the Sub-committees should be included in the ChAC Rules and Procedures.
- The ChAC Charter must be sufficiently clear, visionary and sustainable over time. On the contrary, the ChAC Rules and Procedures could regularly review and update to undertake meaningful evaluations or improvements of the performance of the ChAC, the Steering Committee and the Subcommittees.
- The determination of the quorum is one of the most sensitive issues in the operation of collegiate bodies. By definition quorum “*is the smallest number of members needed to be present at a meeting before it can officially begin and before official decision can be taken*”⁶. A best practice on corporate governance is to define a majority quorum equivalent to 51% of the total number of members in office.

The current ChAC Charter establish in section 7.7 that the ChAC, the Steering Committee and Subcommittees shall normally take decisions by consensus among participants. Formal votes, which shall be by a majority of those present at the meeting, are only to be used if rough consensus cannot be reached after reasonable

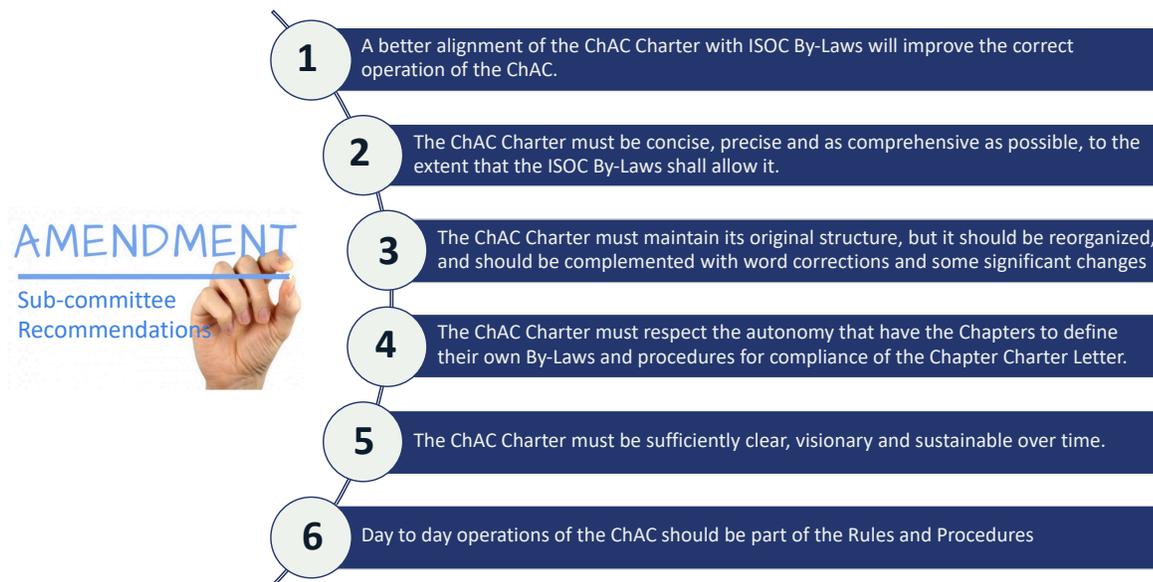
⁶ Cambridge Dictionary. © Cambridge University Press 2020

effort. On the other hand, the current ChAC Charter has established in section 3 and 10 a favorable vote of two-thirds of the total votes of the delegates for matters classified as of greater care (for example the amendment of the Charter and when a Chapter delegate may be removed from the ChAC).

Therefore, a minor addition for further clarification of the Chapter is needed and a determination of a quorum for all meetings of the ChAC-SC and Subcommittees could be the best approach. On the contrary for all meetings of the ChAC and due to the fact that the number of ChAC Representatives varies according to the number of chapters in good standing at a certain time, it is recommended to established that quorum within the ChAC Rules and Procedures.

Finally, as it was mentioned before, the amending proposal of the ChAC Charter also takes into consideration the Subcommittee recommendations, which are summarized in the following figure.

Figure 2. Subcommittee recommendations taken into account for Amending Proposal of the ChAC Charter

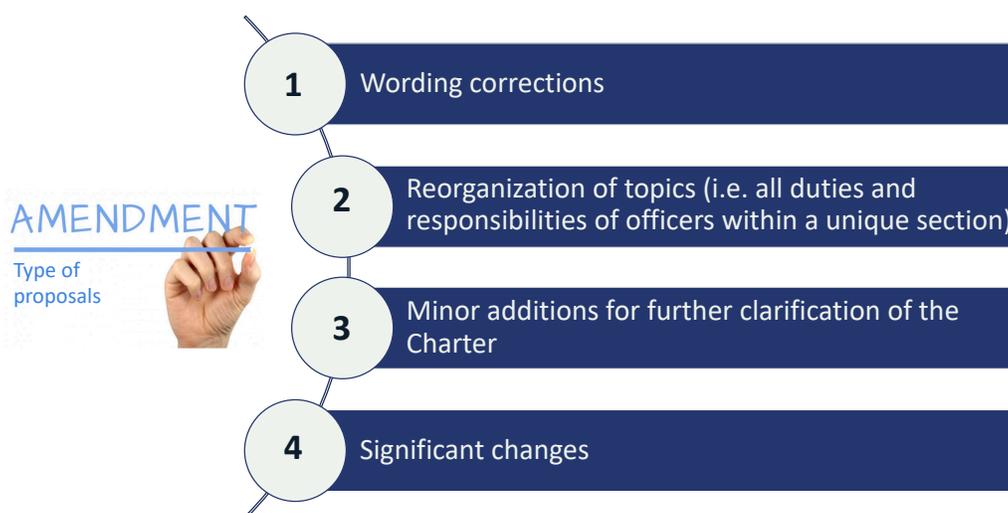


The following tables show comparatively the current version and the amending proposal for each section of the ChAC Charter. In the column named “Amending proposal Final Version” there are three (3) types of texts as follows:

- Black texts: corresponds to unmodified fragments of the current version of the ChAC Charter.
- Blue texts: are wording corrections, minor additions for further clarification of the Charter, and significant changes recommended by the Subcommittee and finally approved unanimously by the ChAC-SC in the amending proposal of the ChAC Charter V1.1. It also incorporates some comments and/or suggestions received from the ChAC Representatives during the consultation process hold during from 23 September to 23 October 2020.
- Strikethrough text: corresponds to fragments to be deleted from the current version of the ChAC, according to the final recommendations made by the Subcommittee.

The types of proposals that are included in the final version of the amending proposal of the ChAC Charter are classified as shown in the next figure. To facilitate the reading, these types are included in the following tables as well.

Figure 3. Subcommittee recommendations taken into account for Amending Proposal of the ChAC Charter



1. Amendments to ChAC Charter

AMENDMENT
Type of proposals



3

Minor additions for further clarification of the Charter

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>1. General</p> <p>The Chapters Advisory Council of the Internet Society (“Chapter AC”) is the advisory body of the Internet Society (“ISOC”) representing its Chapters, as authorized in Article VIII, Section 2 of the ISOC Bylaws.</p> <p>The definition of “Chapters” is provided by Article IV of the ISOC Bylaws.</p>	<p>1. General</p> <p>The Chapters Advisory Council of the Internet Society (“Chapters AC”) is the advisory body of the Internet Society (“ISOC”) representing its Chapters, as authorized in Article VIII, Section 2 of the ISOC Bylaws.</p> <p>The definition of “Chapters” is provided by Article IV of the ISOC By-Laws.</p>
<p>2. Purpose</p> <p>2.1 The primary purpose of the Chapters AC shall be to channel and facilitate advice and recommendations to and from the President and Board of Trustees of the Internet Society in a bottom up manner, on any matters of concern or interest to the Chapters AC and ISOC Chapters. Such advice and recommendations may concern the policies, strategies and operations of ISOC, especially as they relate to the needs and priorities of Chapters and their members.</p> <p>2.2 The Chapters AC shall stimulate and facilitate enhanced communications and collaboration between Chapters, Trustees, ISOC staff, and other members of the ISOC community.</p> <p>2.3 Additionally, the Chapters AC may serve as the consultative body to the President and Trustees, in the case of disputes or status changes related to Chapters.</p>	<p>2. Purpose</p> <p>2.1 The primary purpose of the Chapters AC shall be to channel and facilitate advice and recommendations to and from the President & CEO and Board of Trustees of the Internet Society in a bottom up manner, on any matters of concern or interest to the Chapters AC and ISOC Chapters. Such advice and recommendations may concern the policies, strategies and operations of ISOC, especially as they relate to the needs and priorities of Chapters and their members.</p> <p>2.2 The Chapters AC shall stimulate and facilitate enhanced communications and collaboration between Chapters, Trustees, ISOC staff, and other members of the ISOC community.</p> <p>2.3 Additionally, the Chapters AC may serve as the consultative body to the President & CEO and Trustees, in the case of disputes, complaints, or status changes related to Chapters.</p>

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>3. Participation</p> <p>3.1 Each Chapter in good standing may appoint one delegate to the Chapters AC in accordance with its own selection procedures. Chapters are expected to implement appropriate and explicit processes and policies to perform these appointments.</p> <p>3.2 The President of ISOC (or his/her designate) and the ISOC staff member in charge of Chapter activities shall serve as ex officio non-voting participants in the Chapter AC.</p> <p>3.3 A delegate may be removed by the Chapter that appointed the delegate (through the Chapter’s own explicit procedures), or by a two-thirds vote of the Chapter delegates to the Chapters AC, after notice and an opportunity to respond.</p>	<p>3. Participation</p> <p>3.1 Each Chapter in good standing may appoint one delegate to the Chapters AC in accordance with its own By-Laws and/or selection procedures. Chapters are expected to implement appropriate and explicit processes and policies to perform these appointments.</p> <p>3.2 The President & CEO of ISOC (or his/her designate) and the ISOC staff member in charge of Chapter activities shall serve as ex officio non-voting participants in the Chapter AC.</p> <p>3.3 A delegate may be removed by the Chapter that appointed him/her the delegate (through the Chapter’s own explicit By-Laws and/or procedures), or by a two-thirds vote of the total Chapters delegates to the Chapters AC, after notice and an opportunity to respond, within the next fifteen (15) calendar days.</p>



Current version of the ChAC Charter	Amendment Proposal Final Version
<p>4. Officers</p> <p>4.1 The officers of the Chapters AC shall consist of</p> <ul style="list-style-type: none"> • A Chair; • Between one and three ViceChairs; and • A Secretary. <p>The officers will be elected by the Steering Committee from amongst its members for a oneyear term, once the Steering Committee is confirmed at the Chapters AC Annual Meeting. An officer may serve up to five consecutive oneyear terms. The Steering Committee shall have the power to remove an officer in accordance with the Chapters AC’s rules and procedures created under Section 8.2 of the Charter (the “Rules and Procedures”).</p> <p>4.2 The Chair shall serve as principal officer of the Chapters AC and is the primary liaison from the Chapters AC to ISOC staff and other communities. The Chair shall preside over the Annual Meeting and other meetings of the Chapters AC, and is charged with enforcing the provisions of organizational rules and procedures.</p> <p>4.3 The ViceChair(s) shall assist the Chair in his/her duties. The selection of Chair and ViceChairs should, when possible, respect regional diversity.</p> <p>4.4 The Secretary will act as custodian for Chapters AC and Steering Committee documents, and is responsible for the scheduling and operation of the Annual Meeting as well as other Chapters AC meetings as required.</p>	<p>4. Officers</p> <p>4.1 The officers of the Chapters AC shall consist of</p> <ul style="list-style-type: none"> • A Chair; • Between one and three A Vice Chairs; and • A Secretary. <p>The officers will be elected by the Steering Committee from amongst its members for a one-year term, once the Steering Committee is confirmed at the Chapters AC Annual Meeting. An officer may serve up to five consecutive one-year terms. The Steering Committee shall have the power to remove an officer in accordance with the Chapters AC’s rules and procedures created under Section 8.2 of the Charter (the “Rules and Procedures”).</p> <p>4.2 The Chair shall serve as principal officer of the Chapters AC and is the primary liaison from the Chapters AC to ISOC staff and other communities. The Chair shall preside over the Annual Meeting and other meetings of the Chapters AC. The Chair is charged with the development of agendas for meetings, supervision of running the meetings in accordance with the Rules and Procedures and is charged with enforcing the provisions of organizational rules and procedures.</p> <p>4.3 The Vice Chair(s) shall assist the Chair in his/her duties and, in the event of absence of the Chair, the Vice Chair will assume his/her duties. The selection of Chair and Vice Chairs should, when possible, respect regional diversity.</p> <p>4.4 The Secretary will act as custodian for the Chapters AC and Steering Committee documents, and is responsible for the scheduling and operation of the Annual Meeting as well as other Chapters AC meetings as required and is also in charge of the maintenance of the Minutes.</p>

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>5. Steering Committee</p> <p>5.1 A Steering Committee will consist of nine (9) members elected or appointed from amongst the Chapter delegates. The Chapter delegates shall have the power to remove a member in accordance with the Rules and Procedures.</p> <p>5.2 The Steering Committee’s duties include:</p> <ul style="list-style-type: none"> ● Selecting Officers; ● Supervising the development and approval by the Chapter AC of all advice and recommendations; ● Managing all SubCommittees; ● Assisting with the duties of the Officers as required; and ● Adopting and maintaining the Rules and Procedures for the operation of the Chapters AC, the Steering Committee, and SubCommittees. <p>5.3 The Steering Committee shall exercise the powers of the Chapters AC between meetings of the Chapter AC, except with respect to significant policy matters, which shall be reserved for final action by the Chapters AC.</p> <p>5.4 The Steering Committee shall be selected by vote of the Chapter delegates in a process to be established within the Rules and Procedures and concluded at the Annual Meeting.</p> <p>5.5 The composition of the Steering Committee shall respect the principles of geographical diversity and language diversity. Any election process must ensure that the Steering Committee includes at least one resident of each of the six (6) ISOC global regions:</p> <ul style="list-style-type: none"> ● Africa; ● Asia/Australasia/Pacific; ● Europe; ● Latin America and Caribbean; ● Middle East; and ● North America. <p>If this requirement is not met because of a resignation, the Steering Committee shall select another appropriate Chapters AC delegate to complete the term.</p>	<p>5. Steering Committee</p> <p>5.1 A Steering Committee will consist of nine (9) members elected or appointed from amongst the Chapter delegates. The Chapter delegates shall have the power to remove a member in accordance with the Rules and Procedures.</p> <p>5.2 The Steering Committee’s duties include:</p> <ul style="list-style-type: none"> ● Selecting Officers; ● Supervising the development and approval by the Chapters AC of all advice and recommendations; ● Managing all Subcommittees; ● Assisting with the duties of the Officers as required; and ● Adopting and maintaining the Rules and Procedures for the operation of the Chapters AC, the Steering Committee, and Subcommittees. <p>5.3 The Steering Committee shall exercise the powers of the Chapters AC between meetings of the Chapters AC, except with respect to significant policy matters, which shall be reserved for final action by the Chapters AC.</p> <p>5.4 The Steering Committee shall be selected by vote of the Chapter delegates in a process to be established within the Rules and Procedures and concluded at the Annual Meeting.</p> <p>5.5 The composition of the Steering Committee shall respect the principles of geographical diversity and language diversity. Any election process must ensure that the Steering Committee includes at least one resident of each of the six (6) ISOC global regions:</p> <ul style="list-style-type: none"> ● Africa; ● Asia/Australasia/Pacific; ● Europe; ● Latin America and Caribbean; ● Middle East; and ● North America. <p>If this requirement is not met because of a resignation, the Steering Committee shall select another appropriate Chapters AC delegate to complete the term.</p> <p>5.6 If after the election process a region does not have any elected candidate, an additional non-geographical candidate based on the results of the voting process will be elected in place of the missing region representative.</p>



Current version of the ChAC Charter	Amendment Proposal Final Version
<p>6. Sub-committees</p> <p>6.1 The Steering Committee may establish (and discontinue) SubCommittees in order to facilitate the Chapters in fulfilling their objectives and to encourage better collaboration and communications between Chapters. These Sub-Committees may include but are not limited to dispute resolution, collaboration between Chapters, capacity building, and advising with respect to status change of Chapters.</p> <p>6.2 The Steering Committee will appoint and may remove the Chairs of Sub-Committees in accordance with the Rules and Procedures.</p> <p>6.3 Participation in SubCommittees is open to all Chapter delegates to the Chapters AC. At the discretion of each SubCommittee Chair, participation may be extended to other members of the ISOC community, including staff and individual Members.</p> <p>6.4 Chairs of SubCommittees are responsible for their operation consistent with the Rules and Procedures. They are the primary liaison from the SubCommittees to the Steering Committee and the Chapters AC. Sub-committees should maintain their own charters and report from time to time to the Steering Committee on their status and progress.</p>	<p>6. Subcommittees</p> <p>6.1 The Steering Committee may establish (and discontinue) Subcommittees in order to facilitate the Chapters in fulfilling their objectives and to encourage better collaboration and communications between Chapters. These Subcommittees may include but are not limited to dispute resolution, collaboration between Chapters, capacity building, and advising with respect to status change of Chapters.</p> <p>6.2 The Steering Committee will appoint and may remove the Chairs of Subcommittees in accordance with the Rules and Procedures.</p> <p>6.3 Participation in Subcommittees is open to all Chapter delegates to the Chapters AC. At the discretion of each Subcommittees Chair, participation may be extended to other members of the ISOC community, including staff and individual Members.</p> <p>6.4 Chairs of Subcommittees are responsible for their operation consistent with the Rules and Procedures. They are the primary liaison from the Subcommittees to the Steering Committee and the Chapters AC. Subcommittees should maintain their own charters and report from time to time to the Steering Committee on their status and progress.</p>

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>7. Meetings</p> <p>7.1 The Chapters AC shall meet at least three times per year, including the Annual Meeting.</p> <p>7.2 The Steering Committee shall determine the time, date and location (if applicable) of Chapters AC meetings. A Chapters AC meeting may also be called by petition of the President of ISOC or of ten (10) Chapters in good standing.</p> <p>7.3 The Secretary is charged with maintaining the schedules for all meetings as well as the maintenance of Minutes.</p> <p>7.4 The Chair is charged with development of agendas for meetings, and supervision of the running of meetings in accordance with the Rules and Procedures.</p> <p>7.5 The Annual Meeting shall be held by remote participation, with face-to-face participation enabled to the extent feasible. Other meetings may be by any combination of face-to-face and electronic means as the Steering Committee shall determine.</p> <p>7.6 The selection of members of the Steering Committee by Chapter delegates to the Chapters AC pursuant to Section 5.4 shall be concluded at the Annual Meeting of the Chapters AC.</p> <p>7.7 The Chapter AC, the Steering Committee and SubCommittees shall normally take decisions by consensus among participants. Formal votes, which shall be by a majority of those present at the meeting, are only to be used if rough consensus cannot be reached after reasonable effort.</p> <p>7.8 Adequate advance written notice (including by electronic means) shall be provided for all meetings of the Chapters AC, the Steering Committee, and Sub-Committees in accordance with the Rules and Procedures.</p>	<p>7. Meetings</p> <p>7.1 The Chapters AC shall meet at least three times per year, including the Annual Meeting.</p> <p>7.2 The Steering Committee shall designate one meeting per year as the Chapters AC Annual Meeting and determine the time, date, and location (if applicable) of all Chapters AC meetings. A Chapters AC meeting may also be called by petition either by of the President & CEO of ISOC, by the Chair of the Board of Trustees of ISOC, or by of ten (10) Chapters in good standing.</p> <p>7.3 The Secretary is charged with maintaining the schedules for all meetings as well as the maintenance of Minutes.⁷</p> <p>7.4 The Chair is charged with development of agendas for meetings, and supervision of the running of meetings in accordance with the Rules and Procedures.</p> <p>7.53 The Chapters AC meetings including the Annual Meeting shall be held by remote participation, with face to face participation enabled to the extent feasible. Other meetings may be in person and/or by any means of combination of face to face and electronic communication, by which all persons participating in the meeting are able to communicate simultaneously and interactively with one another and hear one another. means as the Steering Committee shall determine. Participation via electronic communication shall constitute presence in person at the meeting.</p> <p>7.6.4 The selection of members of the Steering Committee by Chapter delegates to the Chapters AC pursuant to Section 5.4 shall be concluded at the Annual Meeting of the Chapters AC.</p> <p>7.7.5The Chapters AC, the Steering Committee and Subcommittees shall normally take decisions by consensus among participants. Formal votes, which shall be by a majority of those present at the meeting, are only to be used if rough consensus cannot be reached after reasonable effort.</p> <p>7.86 Adequate in advance written notice of meetings (including by any means of electronic communication means) shall be provided for all meetings of the Chapters AC, the Steering Committee, and Subcommittees in accordance with the Chapters AC Rules and Procedures.</p> <p>7.7 At all meetings of the Chapters AC Steering Committee and Subcommittees, a simple majority of the total number of members then in office shall constitute a quorum. For all meetings of the Chapters AC, the quorum shall be the one defined in the Chapters AC Rules and Procedures.</p>

⁷ Duties of Chair and Secretary are included in section 4.2 and 4,4 respectively. In the amending proposal the Sub-committee propose to eliminate duplicate section, as for example section 7.3 and 7.4 of the current ChAC Charter.

1 Wording corrections

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>8. Resources</p> <p>8.1 As an ISOC body described in Article VIII, Section 2 of its Bylaws, ISOC will provide appropriate resources for supporting the functions of the Chapters AC.</p> <p>8.2 The Chapters AC will adopt and maintain written rules and procedures necessary or appropriate for the operation of the Chapters AC (the Rules and Procedures). These rules and procedures may include (but are not limited to) meetings, elections and decisionmaking processes.</p> <p>8.3 The Chapters AC, the Steering Committee, or the Sub-Committees shall not have authority to speak for ISOC, to bind ISOC, or to incur obligations on ISOC’s behalf.</p>	<p>8. Resources</p> <p>8.1 As an ISOC body described in Article VIII, Section 2 of its By-Laws, ISOC will provide appropriate resources for supporting the functions of the Chapters AC.</p> <p>8.2 The Chapters AC will adopt and maintain written rules and procedures necessary or appropriate for the operation of the Chapters AC (the Rules and Procedures). These rules and procedures may include (but are not limited to) meetings, elections, and decision-making processes.</p> <p>8.3 The Chapters AC, the Steering Committee, or the Subcommittees shall not have authority to speak for ISOC, to bind ISOC, or to incur obligations on ISOC’s behalf.</p>

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>9. Language and Accessibility</p> <p>The primary language for meetings and documents of the Chapters AC and Steering Committee is English. However in order to maximize accessibility and participation from a global network of Chapters, ISOC and the Chapter AC will make every effort to provide appropriate translations, interpretations and accessibility tools.</p>	<p>9. Language and Accessibility</p> <p>The primary language for meetings and documents of the Chapters AC and Steering Committee is English. However, in order to maximize accessibility and participation from a global network of Chapters, ISOC and the Chapters AC will make every effort to provide appropriate translations, interpretations and accessibility tools.</p>

4 Significant changes

Current version of the ChAC Charter	Amendment Proposal Final Version
<p>10. Amendment</p> <p>Subject to final approval by the ISOC Board of Trustees, this Charter may be amended at a regular or special Chapters AC meeting by a two-thirds vote of the delegates, either in attendance or by proxy, provided that the proposed amendment has been made in writing and submitted to the Secretary at least thirty (30) days in advance of the Chapter AC meeting and that notice of the proposed amendment is contained in the notice of the Chapters AC meeting.</p>	<p>10. Amendment</p> <p>Subject to final approval by the ISOC Board of Trustees, this Charter may be amended at a regular or special Chapters AC meeting by a two-thirds vote of two-thirds of the total Chapters AC delegates, either in attendance or by proxy by provided that the proposed amendment has been made in writing and submitted to the Secretary Chapters AC delegates by the Secretary at least thirty (30) days in advance of the Chapter AC meeting said vote and that notice of the proposed amendment is contained in the notice of the Chapters AC meeting. Such a vote can be conducted either during a regular or special Chapters AC meeting, or through a specific electronic vote conducted over a period of ten (10) days.</p>

2.0 Final Note

This advice contains verbatim excerpts from the document titled [“Amending Proposal ChAC Charter V1”](#) ratified by consensus by the ChAC-SC on 14 July 2020. See meeting recording [HERE](#). The final version presented to the Full ChAC for voting was titled [“ChAC Charter Amendment Proposal Final Version”](#). This last version contained all the comments received from the Full ChAC during the comment period.

The ChAC-SC ad-hoc group that work in crafting the amendments consisted of the following ChAC-SC members:

1. German Fajardo, Colombia Chapter (Group Lead)
2. Pierre-Jean Darres, Canada Québec Chapter
3. Nabil Bukhalid, - Lebanon Chapter

4.0 Transmittal History

- 14 January 2020 – Ad-hoc ChAC-SC created
- 14 July 2020 – ChAC-SC consensus on amendments
- 22 September 2020 – Full ChAC Webinarⁱⁱⁱ to present/discuss amendments
- 23 September 2020 thru 23 October 2020 – Full ChAC comment period
- 24 November 2020 – [Full ChAC single purpose call](#) to vote on amendments (2/3 voting quorum not achieved @43/111. Quorum needed was 74)
- 22 December 2020 – [Full ChAC second single purpose call](#) to vote on amendments (+2/3 voting quorum achieved @ 83/114). Amendments passed.
- 23 December 2020 - Advice created
- 28 December 2020 - Advice transmitted to the Board of Trustees

ⁱ Recording; <https://isoc.box.com/s/aneiog75urishj5g17r3oyoc94m582lx>

ⁱⁱ Slide deck; <https://isoc.box.com/s/97lnenxgzhb7wlhqvc5o9mvg8l8ze5z>