                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 TELECOMMUNATIONS 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

   This type of non-protocol document does not directly effect the
   security of the Internet.

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Acknowledgement