

## Policy Advisory Body Report

**Fifty-seventh meeting of the Policy Advisory Body**  
**Holiday Inn, 1 Kings Cross Road, London**  
**2 July 2008**  
**Meeting 57**

Those present:

Andrew Bennett	Elected Member
Simon Bezant	Elected Member
Ulrika Diallo	Appointed Member – Federation of Small Businesses
Gordon Dick	Nominet Board
Earl of Erroll	Appointed Member – apComms Group (part)
David Evans	Appointed Member – Information Commissioner’s Office
Clive Feather	Elected Member
Mark Healey	Elected Member
Nora Nanayakkara	Elected Member
Eric Ramage (Chair)	Appointed Member – ITMA
Jarrod Robinson	Elected Member
Geoff Smith	Appointed Member – BERR (part)
Rob Taylor	Elected Member
Michael Toth	Elected Member

From Nominet by invitation of the PAB:

Martin Boyle, Senior Policy Advisor  
Laura Hutchison, Policy Executive

### **PAB July Meeting – Report**

#### **1. Welcome and apologies**

Apologies were received from William Brocklehurst.

#### **2. Declaration of Interests**

The Chair reminded PAB members of the importance of completing their declaration of Interest form.

Item 6f: Andrew Bennett and Nora Nanayakkara declared an interest in the registrar parking pages agenda item. Mark Healey stated that his company doesn’t currently use parking pages but may do in the future.

Item 6h: Simon Bezant confirmed his declared interest in the .ltd.uk agenda. Michael Toth also confirmed his interest, but noted that he was in the process of dissolving these companies.

#### **3. Approval of the May meeting report**

A point was raised whether the meeting report constituted “minutes” from which developed a discussion whether there should be a more detailed report of meetings. Some PAB members were concerned that a word-for-word report may mean that some members would be discouraged from voicing an opinion. PAB members generally agreed that the report is a “minute” and to continue with the current style of meeting report.

The PAB approved the report of the May meeting.

#### **4. Matters arising**

Item 11 (AOB) in May (referring back to a question under Item 8 (Work Programme) of the January meeting): Gordon Dick reported back on this item, referring to a DRS case that had been discussed on Acorn Domains. He clarified that the Registrant had passed ownership or control to a new third party, but had not completed the transfer process. Consequently, when the DRS case was initiated, the Registrant was contacted as the Respondent in the case although the domain name was being used by a third party.

It was agreed that there were no issues of policy associated with the case, but that the case did highlight the importance of updating records quickly.

#### **5. Board response to PAB resolutions**

The PAB noted the Board's comments.

#### **6. Policy Issues**

##### **a. Phishing**

The Executive introduced the paper. The issue had been added to the agenda at request of PAB members following increased Phishing activity in the .uk name space. The current situation, including action in response to the recent attacks, was described in section 2 of the PAB paper. Since last year's PAB discussion, leading to the resolution in July 2007, Nominet had launched a number of initiatives (section 3 of the PAB paper). Following discussion with a number of key stakeholders, the Executive asked whether the PAB would find it useful to engage with other stakeholders in a workshop to look in more detail at the issues affecting Nominet members.

The PAB welcomed the proposal to organise a PAB-Board-Executive workshop with key stakeholders to discuss Phishing. The Chair will liaise with the Secretariat on the organisation of this event, and agreed that, in addition to the Home Office, SOCA, APACS and Symantec, already identified as possible partners, the new police central e-crime unit and Dr Clayton from the University of Cambridge should also be invited to attend.

During the discussion the following points were made:

- SOCA is looking for responses of less than an hour from tag holders.
- Nominet should make it possible to prevent a tag change following suspension in response to a reported incident.
- One PAB member suggested that Nominet could provide a single point of contact and take responsibility to take the domain name offline. Others strongly disagreed and expressed concern that genuine businesses could be taken offline with this approach. Prime responsibility was more appropriately that of the registrar.
- Nominet could introduce an "abuse" contact tab to make it clear whom to contact in the event of a report of a Phishing attack.

A member of the PAB noted that there had been a decision to establish a WHOIS for tags: this would ensure accurate contact details for registrars. It was noted that work had been done: the Executive will investigate and report back on this at the next meeting.

The PAB:

- Agreed the conclusions in the Executive paper;
- Invited the Executive to investigate the introduction of a WHOIS for TAG holders; and
- Agreed that the PAB should take an active lead in a Nominet workshop with key stakeholders on Phishing.

#### **b. Report on the Byron Review on Children and new Technology**

The Executive introduced the paper. Following on from the discussion at the last meeting, this seeks to draw out key messages for the Board.

In discussion the PAB agreed the messages identified in the Executive paper.

It was suggested that the PAB should draw the Board's attention to the new UK Council on Child Internet Safety and recommend monitoring its work.

#### **c. EU Regulatory Framework**

Geoff Smith reported that the UK had just launched a consultation on the EU proposals for a revised regulatory framework for electronic communications networks and services (<http://www.berr.gov.uk/consultations/page46502.html>, closing date 2 September 2008). PAB members were invited to contribute to this consultation.

He noted that the Commission has said that the Directive does not extend EU oversight over the Internet naming and addressing, and that the Council and Parliament recognise that this is not the Commission's intention. There is a strong body of opinion against any extension of responsibilities in this area.

The expectation is that the November Telecommunications Council will reach a common position on the regulatory framework and that this could open the way to a second-reading co-decision agreement.

The discussion focussed on liability issues given the attempts by the European Parliament to introduce requirements on how ISPs made clear the relative responsibilities for harmful content and piracy. Geoff suggested that ISP's acceptable use policies probably met this need and it would be unwise to do anything that would impose new requirements or liabilities on ISPs. He thought that the requirement would only fall on those companies that provided network access and Nominet members were unlikely to be impacted. It was noted that consumer proposals and ISP responsibilities could lead to pressure to adopt particular technology approaches.

The Chair asked whether there was interest in providing a PAB input. It was agreed that contributions from PAB members should be made as individual or company responses to the consultation.

#### **d. CBI survey results**

William Brocklehurst was unable to attend the meeting. The CBI report 'UK Competitiveness: the role of IT services' is available at:  
<http://www.cbi.org.uk/pdf/TheoleofITservices.pdf>.

#### **e. Lock States**

The PAB agreed that this issue should be discussed in a sub-committee, which Jarrod Robinson volunteered to Chair. Clive Feather, Mark Healey, Gordon Dick, Andrew Bennett and Michael Toth expressed interest in active involvement in this work.

#### **f. Registrar Parking Pages: good practice**

Nora Nanayakara explained that a parking page is where a registrar monetises a client's domain name when it is not in use, by parking the name and using an advertising feed. There are a number of issues associated with this – how to do it, how to do it responsibly, how registrants can earn money, whether it is allowed, and the obligations to allow registrants to opt out or to require them to opt in. Liability is also a big question as DRS case policy states that responsibility for the content of a website rests with the registrant.

During the discussion comments included:

- Recognition that the practice was internationally widespread.
- Companies needed to squeeze margins to remain competitive,
- A suggestion by one member that the practice should be banned. Most other members opposed this view, but recognised that some safeguards were needed.
- It was suggested that there should be a requirement for the registrar to have the written consent of the registrant and very clear procedures for opting out or in.
- The registrant should have the right to say what could be done with its domain name.

The PAB agreed that further discussion would be useful, looking to see whether to develop best practice advice for members.

Nora agreed to produce a discussion paper and requested input from other PAB members. The Chair noted that, from the discussion, Andrew Bennett, Simon Bezant, Clive Feather and Jarrod Robinson could usefully contribute views for the paper.

#### **g. Applicable law**

Clive Feather introduced his paper. This issue had originally been raised on nom-steer and the proposal is relevant to businesses: consumers in the UK can already choose to use their local courts. The paper proposes that the PAB asks the Executive to consider allowing businesses the same right.

The PAB agreed to ask that the Executive examine the possibility, and if they consider it reasonably practical to take action, to change the registrant terms and conditions to allow all registrants based in the UK the same choice of law that is currently available to consumers.

## **h. .ltd.uk and .plc.uk rules**

Clive Feather introduced the paper on .ltd.uk and .plc.uk rules. He noted that the version published on the website contained formatting errors that made it difficult to read. He proposed basing discussion around the summary of proposals (pp 7-8, section 7).

One PAB member asked why the rules needed changing. Other PAB members noted that the way the second-level domains were being used ran counter to the purpose of the SLD and allowed misleading domain names to be created. The Chair pointed out that the PAB has a duty of care to ensure that the perceived problem is dealt with while it is still fixable. Some members expressed concern about the legal consequences of freezing registrations and suggested that Nominet/ PAB took legal advice.

There was a feeling within the group that the .ltd rules were originally designed for the purpose of preventing confusion and it was clear that there was a loophole. There was concern over the risk of fraud and Phishing due to the fact that characters in a company name can be concealed in the domain name. It was suggested that it made sense to work with Companies House to address this problem.

In discussion the PAB modified proposals B, D and F. Simon Bezant asked for it to be noted that he dissented from the decision to adopt proposals A, B and G. He asked for it to be noted that he abstained on proposal E.

Following significant concern about its wider implications, and lack of consensus on including the concept in the recommendations for rule changes, Proposal H on retrospective application of the rules, was withdrawn. It was recognised that this needed further consideration, not least because of the implications on trust in the .uk name space. It was agreed that this was a difficult discussion and it would also need to go to wider consultation. The PAB recommended that Nominet consult on the issue of retrospective application of rule changes

The PAB agreed the resolution to the Board as set out in the attached PAB Resolutions at Meeting 57

## **7. PAB Internals**

### **a. PAB methods of work**

This item was deferred to the September meeting.

### **b. Review of the PAB rules**

The main proposed amendments were in response to a decision at the May meeting, on the need to clarify wording on Board representation on the PAB.

One PAB member questioned the need for the change. However, the majority of the PAB agreed that the revised wording was a useful clarification and would not prevent the Board appointing a second member, should it wish. The PAB approved the proposed changes in the rules.

The PAB agreed that the involvement of members of the Executive (Directors or senior managers) could be useful for the discussion of particular issues and invited the Chair to consider when this was appropriate for the discussion of specific agenda items.

### **c. Ideas for PAB team building**

Following discussions on PAB performance when the issue of team development had been raised, the Secretariat has discussed options with Nominet's HR Director. The Secretariat are looking at options based on the objectives of: (i) helping PAB members to get to know each other; (ii) helping them understand fellow members' interests and concerns; and (iii) building team working. An event would be a combination of theory and practical exercises.

Any initiative would require a firm commitment – in time and effort – from PAB members.

Following a query from a PAB member, it was confirmed that normal expenses policy would apply for any team-building event.

In discussion it was suggested that, because there are annual elections of Elected Members, any such event should be repeated annually, bringing in the new members, perhaps as part of the induction process. It was recognised that any activity needed to have very clearly defined objectives and targets.

The Executive will bring proposals to the next meeting.

### **d. Nom steer forum: discussion on moderation and etiquette**

It was reported that there are continuing delays in launching the on-line forum. The Secretariat will email PAB members when it is ready, along with information about access. The Executive asked for PAB members' views on whether the forum should be moderated (in which case, how), and invited comments on the need for guidance on etiquette or a code of conduct.

Gordon Dick suggested that one of the non-executive directors had considerable experience in running forums and may be willing to provide advice: Gordon will follow this up direct.

### **e. Meeting location**

PAB members were asked to identify their preferences on the venue for future meetings. (As agreed following the meeting the Secretariat sought input from those not present at the time of the vote and included these responses in the list below). The preferences were:

Holiday Inn, Kings Cross – 2 votes  
Westbury – 0 votes  
Strand Palace – 0 votes  
Holiday Inn Mayfair – 3 votes  
Victoria Park Plaza – 6 votes  
Euston – 2 votes  
Abstention – 1

The secretariat will follow this up with the intention of moving to the new venue – the Victoria Park Plaza – as soon as possible.

**A BOOKING HAS NOW BEEN MADE FOR THE NEXT MEETING TO TAKE PLACE AT THE VICTORIA PARK PLAZA.** The dates identified for the September and November 2009 meetings are currently not available for this venue, and this will need to be taken into account in planning the 2009 meeting schedule.

## **8. Matters arising from nom-steer and pab-suggest**

There were no other matters arising from nom-steer and pab-suggest.

## **9. AOB**

A PAB member asked about insurance cover for PAB members. The Executive agreed to raise this issue at a meeting already scheduled with its insurance company and will report back to the PAB.

Following a question about the liability of the PAB for decisions, it was noted that the PAB has only an advisory capacity and it is Nominet that takes the decision on implementation. Nevertheless it is important that members declare possible interests to avoid accusations of impropriety.

## **10. Date of next meeting - 10 September 2008**

The next meeting will be held on Wednesday 10 September 2008 at 10.30 am **at the Victoria Park Plaza, 239 Vauxhall Bridge Road, SW1V 1EQ** ([http://www.parkplaza.com/londonuk\\_victoria](http://www.parkplaza.com/londonuk_victoria)).

## **PAB Resolutions at Meeting 57**

### **1. Phishing**

The PAB recalls its earlier advice<sup>1</sup> on Phishing.

It recognises the responsibility of registrars for timely and effective action.

It welcomes current work in Nominet to share information and intelligence, in particular to support members' own work with evidence and best practice.

The PAB resolved to recommend that the PAB, the Board and the executive work with other key stakeholders to prepare a joint industry–law-enforcement workshop to help improve understanding of options and cooperation with other organisations.

### **2. Byron Review on Child Internet Safety**

The PAB resolved to draw the attention of the Nominet Board and of Nominet members to the Byron Review on the risks to children from exposure to potentially harmful or inappropriate material on the Internet and in video games, Safer Children in a Digital World<sup>2</sup>.

The Byron Review has a clear message for industry to show that the self-regulatory approach is effective: that it is taking the lead in addressing child safety on line. The emphasis is on industry identifying and adopting good practice, evaluating and benchmarking its actions.

We welcome Nominet's work in this area. We would encourage Nominet to maintain its leadership role. It should continue to make information available about the Nominet Best Practice Challenge, the UK-Internet Governance Forum and other initiatives.

Many Nominet members are small and might find useful to receive updates of initiatives from time to time: for example, Nominet could help draw the implications of the review to the attention of the wider membership. In addition, it could provide a channel of communications about other industry action like the Internet Watch Foundation.

The Byron Review shows an expectation that the industry will assess the success of its actions. This implies building an evidence base continued auditing and benchmarking to demonstrate responsible behaviour. Nominet could help members keep up to date by sharing information about good practice and monitoring activities.

We recognise the importance of maintaining industry standards to ensure the continued good reputation of the .uk name space. We would like to look at the promotion and enforcement of industry good practice and acceptable standards, and will schedule this into the work programme for future discussion.

Nominet could identify to the Nominet Foundation the importance that the Byron Review placed on education in addressing child protection. However, we recognise that funding decisions are for the trustees.

The PAB recommends that Nominet monitor the work of the new UK Council on Child Internet Safety (UKCCIS).

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<sup>1</sup> Meeting 51, July 2007 [http://www.nominet.org.uk/digitalAssets/28811\\_Board\\_response\\_Sept\\_07.pdf](http://www.nominet.org.uk/digitalAssets/28811_Board_response_Sept_07.pdf)

<sup>2</sup> <http://www.dfes.gov.uk/byronreview/>

### 3. Applicable Law

The PAB resolved to ask that the Executive examine the possibility, and if they consider it reasonably practical to take action, to change the registrant terms and conditions to allow all registrants based in the UK the same choice of law that is currently available to consumers.

### 4. .ltd.uk and .plc.uk registration rules

The PAB resolved<sup>3</sup> to recommend that Nominet should review the rules on ltd.uk and plc.uk domain names based on the following principles and proposals:

#### Recommendation A: §

The policy underpinning the ltd.uk and plc.uk second level domains (SLDs) is:

1. Only limited companies should be able to have names in these SLDs (with the type of company determining which of the two SLDs it uses).
2. There should be a clear and obvious relationship between the name of a limited company and its domain name, so that anyone seeing the name can determine which company it is. This should be algorithmic rather than requiring human judgement.
3. There should never be the possibility that two different companies could be entitled to the same name.
4. A company should be limited to a single domain name within these SLDs.
5. So long as it does not breach the above policy points, where there are cosmetic variations possible in a domain name (e.g. inclusion or omission of hyphens), the company rather than Nominet should have the choice of which exact variation is adopted.

#### Recommendation B: §

Nominet should liaise with the Department for Business (BERR) and Companies House to have the proposed Regulations changed so that every legal company name has an equivalent that uses only letters and digits.

#### Recommendation C:

The Executive should monitor changes to the Companies Act, associated Regulations, and Companies House practice and – via the PAB – propose changes to the ltd.uk and plc.uk rules to remain in step with them

#### Recommendation D:

Where a company X has a “similar name” to a company Y as may be defined in the proposed new Regulations (as and when they come into force), then one of the following shall apply:

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<sup>3</sup> Simon Bezant asked for it to be recorded that he dissented from the decisions on recommendations A, B and G (marked §). He also asked for it to be recorded that he abstained on the decision on recommendation E (marked #).

- If company Y already has a ltd.uk or plc.uk domain name, company X shall choose a different ltd.uk or plc.uk domain name that nonetheless conforms to the relevant rules;
- Company X shall choose a ltd.uk or plc.uk domain name that company Y would not be able to choose under the rules; or
- Company Y shall explicitly consent to the choice of name.

Recommendation E: #

Until new rules are put in place to match the new Regulations, it should not be possible to register names based on company names containing characters not in the DNS.

Recommendation F:

Where a company either has a name containing a non-alphanumeric character, or chooses to omit part of its name (in accordance with the rules) when converting the company name to an .ltd.uk or plc.uk domain name, it shall certify that, at time of application:

- There is no other existing company that would be entitled to the resulting domain name;
- Any other existing company that would be entitled to the resulting domain name already has a different .ltd.uk or plc.uk domain name; or
- Any other existing company that would have entitled to the resulting domain name has agreed to the application;

and it shall be responsible for any error or false statement.

Recommendation G: §

Where a DRS dispute occurs between two companies in relation to a ltd.uk or plc.uk domain name, the complainant would be able to register the name under the Nominet rules in force at the time of the dispute, and the registrant would not be able to register the name under those rules, then:

- The complainant company is deemed to have rights in the name.
- If the registrant company was registered at Companies House after the complainant company, this shall be conclusive evidence that the registration is a “blocking registration” under paragraph 3.a.i.B. of the DRS policy. However, if the registrant company can demonstrate that, at the time of the registration, the complainant company either:
  - had a different ltd.uk domain name registered, or
  - had agreed to the registration

then this shall be conclusive evidence that it was not a “blocking registration”.

The above points are without prejudice to any other aspect of the DRS policy (e.g. under paragraph 3.a.ii or 3.c).

#### Retrospective Action

The PAB also resolved to recommend that Nominet consult on the issue of retrospection.

#### **5. PAB Rules**

The PAB resolved to propose changes in the rules as identified in the Annex.

## PAB Rules

### 1. History

This is version 6 of the PAB Rules, adopted by the Board with effect from dd month yyyy. The PAB Rules were first established on 19 January 1999 and subsequently amended by the Board in December 2002, December 2004, March 2005, March 2007 and [month] 2008 following recommendations by the PAB.

### 2. Definitions

2.1. In this document the following words shall have the following meanings unless the context requires otherwise:

- 2.1.1. "PAB", "Board", "membership", "executive", "staff" or "director" mean the relevant body or person(s) pertaining to Nominet UK;
- 2.1.2. "clear days" shall exclude both the events delimiting them; and
- 2.1.3. unless qualified by "calendar", the term "year" shall refer to the "PAB Year", which runs from one "PAB New Year" to the day before the next. "PAB New Year" is the later of (a) 1st April or (b) the day after the results of the elections for the elected PAB Members (see section 4.7) are published. The "Closed Period" runs from 1st March until the end of the "PAB Year".
- 2.1.4. "Dismissal" shall have the meaning as set out in paragraph 4.17 below.

### 3. Role

3.1. The PAB represents the interests of the different stakeholders in the .uk Top Level Domain. Many of its members are likely to be individuals associated with the corporate members of Nominet UK.

3.2. The PAB will operate in addition to the existing executive staff, Board and membership.

3.3. The PAB will develop proposals for policies and rules (as opposed to operational matters), for consideration by stakeholders and/or the Board, and consult with interested parties where appropriate. The PAB may discuss matters of its own motion, or matters suggested to it by the Board, membership or public.

3.4. The decisions of the PAB are not binding on the Board, but the Board will seriously consider them.

### 4. Membership

#### *Types of Membership*

4.1. There are three types of PAB Membership:

- 4.1.1. Nominated: up to two non-executive directors of Nominet (see paragraphs 4.2 to 4.4);
- 4.1.2. Elected: eight members elected by the membership (see paragraphs 4.5 to 4.11); and
- 4.1.3. Appointed: up to eight appointed organisations (see paragraph 4.12 to 4.15).

#### *Nominated Board Members*

4.2. Up to two of the PAB Members shall be non-executive directors, nominated by the Board from time to time.

4.3. They shall not be entitled to vote, but shall be entitled to attend and speak at meetings, and shall count for the purposes of the quorum.

4.4. They will cease to be PAB Members on:

4.4.1. notice in writing to the Board Chair;

4.4.2. notice in writing by the Board Chair acting on a resolution of the Board;

4.4.3. ceasing for whatever reason to be a member of the Board; or

4.4.4. in accordance with paragraph 4.17.

#### *Elected Members*

4.5. Eight PAB Members shall be elected by a ballot of the members.

4.6. These PAB Members shall be entitled to vote, to attend and speak at meetings and shall count for the purposes of the quorum.

4.7. Elections of the elected PAB Members shall be held once per year. Nominations for election will be sought by the PAB Chair, normally in February, and the vote shall take place during the Closed Period, and at least 28 days after the first call for nominations. Elections shall use the "single transferable vote" system, and each member will have one vote.

4.8. The term of office for each elected PAB Member shall be two years.

4.9. If an elected PAB Member ceases to be a member of the PAB for any reason, the PAB may appoint a person who is willing to act to fill the vacancy provided that the appointment is made before the start of the Closed Period. The term of appointment only lasts until the end of the year, but in all other respects this replacement shall be treated as a normal elected PAB Member.

4.10. The elected PAB Members will cease to be PAB Members on:

4.10.1. expiration of their term of election;

4.10.2. notice in writing to the PAB Chair; or

4.10.3. in accordance with paragraph 4.17.

4.11. The elected PAB Members are elected as individuals, and accordingly they:

4.11.1. need not be members, or employees of members;

4.11.2. are not required to leave the PAB on a change in their employment, or on ceasing to hold any particular office; and

4.11.3. may stand for election as often as they wish.

#### *Appointed Members*

4.12. Up to eight organisations shall be members of the PAB. Each shall be entitled to send one representative to each PAB meeting. The representative shall be entitled to vote and speak at meetings, and shall count for the purposes of the quorum.

4.13. In order to provide continuity, appointed member organisations are encouraged to ensure that the same individual represents them at all meetings.

4.14. At the first meeting of each year, the PAB shall decide which organisations shall be invited to be the appointed (or reappointed) PAB Members for the year. Any change of PAB Membership takes effect at the end of the meeting.

4.15. An appointed PAB Member will cease to be a PAB Member on:

- 4.15.1. replacement in accordance with paragraph 4.14;
- 4.15.2. notice in writing to the PAB Chair; or
- 4.15.3. in accordance with paragraph 4.17.

4.16. If paragraphs 4.15.2 or 4.15.3 apply, and it is outside the Closed Period, the PAB should invite another organisation to replace them at its next meeting.

#### *Dismissal of a PAB Member*

4.17. The PAB may dismiss any PAB Member, or instruct an appointed PAB Member not to send a specific representative (either of which event shall be termed a "Dismissal"), upon a vote to this effect of at least 75 % of all PAB Members entitled to vote (excluding the PAB member under consideration for Dismissal). Such a motion shall only be considered at a duly convened meeting, and the pre-circulated agenda for such meeting must include the motion for Dismissal, together with full details as to how PAB Members may vote. It shall not be necessary for all PAB Members to attend such meeting. Voting may take place by attendance at the meeting in person, by telephone under paragraph 6.10, by post addressed to the PAB Chair or by proxy (duly completed in the form which is circulated prior to the meeting) and lodged in person, by post or delivered electronically to the PAB Chair. The PAB Chair must receive postal votes and duly completed proxy forms by the time of the commencement of the meeting. A Dismissal is not a bar to re-election of the same PAB Member at any time in the future.

## **5. The PAB Chair**

#### *Appointment of PAB Chair*

5.1. The PAB shall appoint its own Chair from among the PAB Members (or, in the case of Appointed Members, their representatives from time to time) in accordance with paragraphs 5.3 and 5.4.

5.2. The PAB Chair will be paid by Nominet UK at the level set by the Board from time to time, but shall not be an employee.

#### *Election of the PAB Chair*

5.3. At the first meeting in each year, and at any subsequent meeting at which the PAB Chair is (or becomes) vacant, the PAB shall elect a PAB Chair from their number. Having held the position of PAB Chair previously is not a bar to selection.

5.4. The election for PAB Chair shall be the first item of substantive business (unless paragraph 5.6 applies). The PAB Chair shall be deemed vacant for this item and a PAB Chair Pro Tem (paragraph 5.8) appointed who shall not be a candidate for the PAB Chair. The new PAB Chair shall take office immediately that the result is known.

#### *Resignation of the PAB Chair*

5.5. The term of office of the PAB Chair shall end only if the PAB Chair:

- 5.5.1. ceases to be a PAB Member;
- 5.5.2. resigns by notice to the Board Chair;
- 5.5.3. is removed in accordance with paragraph 5.6; or
- 5.5.4. is not re-elected at the first meeting of the year.

#### *Dismissal of the PAB Chair*

5.6. The PAB may consider a motion to dismiss the PAB Chair. Such a motion shall only be considered at a duly convened meeting and the notice of this meeting must include the motion to dismiss.

5.7. Discussion of the motion shall be the first substantive business of the meeting: the PAB Chair may retain his or her position (or may excuse him/herself from the debate) but shall not unreasonably restrict debate on the motion. The vote requires an absolute majority (see 6.14) and the PAB Chair is not entitled to their normal vote (but can vote to break a tie, as per paragraph 6.15). If the motion passes, the PAB Chair is immediately vacant and paragraph 5.3 shall apply.

#### *Pro Tem PAB Chair*

5.8. If the PAB Chair is absent or the position is vacant during any part of any PAB Meeting, the PAB Members present shall appoint a PAB Chair Pro Tem from among their number who shall carry out all the duties of PAB Chair until a formally appointed PAB Chair is present, or the end of the meeting, whichever comes first.

## **6. Meetings and Procedures**

### *General*

6.1. The PAB will hold at least two meetings a year.

6.2. The PAB may regulate its meetings and its decision making as it shall think fit, subject only to these Rules.

6.3. The PAB Chair will arrange for minutes of each meeting to be prepared and, after agreement, to be posted on the Nominet UK website.

### *Calling Meetings*

6.4. The PAB Chair may summon a meeting of the PAB at any time.

6.5. If any five members of the PAB so request, the PAB Chair (or if the post is vacant, the Nominet Chair) shall summon a meeting of the PAB to be held no later than twenty eight clear days after receiving the request.

6.6. At least seven clear days notice of the date, time and place of PAB meetings, and the business to be transacted, must be given to PAB Members.

### *Quorum*

6.7. The quorum necessary for a meeting of the PAB shall be eight members.

6.8. If for any reason the PAB has less than eight members, then the quorum shall equal the number of PAB Members, but only for the purpose of filling the necessary vacancies by appointment (see paragraph 4.9 and 4.16).

6.9. If a meeting becomes inquorate during proceedings, then the PAB Chair shall formally note that it has become inquorate, and then decide whether to suspend or close the meeting, or allow it to continue and discuss the matters before it. If the meeting continues, it may only make preliminary decisions or recommendations which must be brought before the next quorate PAB meeting to be confirmed or rejected.

6.10. A PAB Member entitled to attend a PAB meeting may participate by means of a telephone conference or other facility whereby all people participating in the meeting can hear each other, and shall be counted in the quorum while so participating.

#### *Voting and decision making*

6.11. The PAB should aim to reach its recommendations by consensus wherever possible.

6.12. If a matter should come to a vote, then each voting member will have one vote.

6.13. Unless a specific paragraph of these rules requires otherwise for a particular situation, the decision shall be by "simple majority" of the votes cast for or against, ignoring abstentions, vacancies and absentees.

6.14. Some paragraphs may require a "unanimous" vote or an "absolute majority". In these cases, any abstaining, non-voting or absent PAB Member (excluding nominated PAB Members and vacant posts) counts as a vote against the motion.

6.15. In the event of a tied vote, the PAB Chair (whether or not a voting member) shall decide.

#### **7. Action without meeting**

7.1. A majority of the PAB, may, without holding a PAB meeting, agree any resolution except those under paragraphs 4.17 or 5.6.

7.2. Any such resolution must be sent to all PAB Members and must be approved by an absolute majority (see 6.14).

7.3. Any such resolution may take immediate effect, but shall be confirmed or annulled at the next PAB meeting by simple majority (see 6.13).

#### **8. Notices**

8.1. Notices under these Rules may be given by Nominet and PAB Members by hand delivery, pre-paid post, fax or e-mail to the last known postal or e-mail address or fax number of the intended recipient.

8.2. Unless acknowledged as received earlier, notices shall be deemed to have been received on the second working day after they were sent.

8.3. An accidental failure to receive a notice shall not make a meeting or action invalid.

8.4. If the Board Chair position is vacant, notices which are to be given by or to the Board Chair may be given by or to the Chief Executive.