**Ballot 206 –Amendment to IPR Policy & Bylaws re Working Group Formation**

The following motion has been proposed by \_\_\_\_\_\_\_\_\_\_ of [company] and endorsed by \_\_\_\_\_\_\_\_\_\_\_\_ of [company] and \_\_\_\_\_\_\_\_ of [company] to amend the CA/Browser Forum (the “Forum”) Intellectual Property Policy Rights (“IPR Policy”) and Bylaws of the CA/Browser Forum (the “Bylaws”) regarding the formation of working groups:

-- MOTION BEGINS –

**1.** **Amendment to IPR Policy**. The IPR Policy is hereby amended to read in its entirety as set forth on Exhibit A hereto (IPR Policy version 1.3, effective [date], 2018). In summary, the primary purpose of the amendment to the IPR Policy is to clarify that patent licensing obligations will be based on working group participation rather than Forum membership.

**2. Amendment to Bylaws.** The Bylaws are hereby amended to read in their entirety as set forth on Exhibit B hereto (Bylaws version 1.8, effective [date], 2018). In summary, the purpose of the amendment to the Bylaws is to:

* Set forth the processes required to set up and operate new Forum working groups (“Chartered Working Groups” or “CWG”).
* Clarify that a CWG can create their own subcommittees without full Forum approval and according to the CWG’s own approval process.
* Make clarifications regarding the handling of faulty ballot votes.
* Clarify the applicable process when there’s discrepancy between proposed Guideline language in a ballot and language set forth in a redline version attached to the ballot.
* Specify how to finalize minutes if there is no Forum meeting or teleconference within 3 weeks after publication of the draft minutes.
* Clarify the meanings of the terms “Forum Meetings” and “Forum Teleconferences.”
* Approve the charter for the Server Certificate Working Group, which will become the first Chartered Working Group (CWG).
* Allow already-existing working groups (“Legacy Working Groups” or “LWG”) to continue operating under the old rules for up to 6 months, and then transition to a Chartered Working Group (CWG) with a new charter approved under Section 5.3 of the Bylaws to continue thereafter; also clearly differentiate between Legacy Working Groups and Chartered Working Groups.
* Correct the term used to define a CAB Forum member as a “Member” rather than using various other terms to refer to the same thing throughout the document.
* Correct non-substantive typos.

**3. Approval of Charter for Server Certificate Working Group.** Pursuant to Section5.3.1 (Formation of Working Groups) of the amended Bylaws, the charter for the Server Certificate Working Group attached hereto as Exhibit C is hereby approved.

**4. Applicability of Amendments.** The amendments to the IPR Policy and the Bylaws described in this ballot shall become effective when the vote for approval is final, and shall not apply retroactively. Any Draft Guideline Ballots already in the Review Period when such amendments go into effect shall comply with the versions of the IPR Policy and the Bylaws in effect when such Review Period began.

**-- MOTION ENDS –**

The procedure for this ballot is as follows (exact start and end times may be adjusted to comply with applicable Bylaws and IPR Agreement):

|  |  |  |
| --- | --- | --- |
| BALLOT 206  Status: Amendment to IPR Policy and Bylaws re Working Group Formation | Start time (22:00 UTC) | End time (22:00 UTC) |
| Discussion (7+ days) | xx date 2018 | xx date 2018 |
| Vote for approval (7 days) | TBD | TBD |

Votes must be cast by posting an on-list reply to this thread on the Public Mail List.

A vote in favor of the ballot must indicate a clear 'yes' in the response. A vote against must indicate a clear 'no' in the response. A vote to abstain must indicate a clear 'abstain' in the response. Unclear responses will not be counted. The latest vote received from any representative of a voting Member before the close of the voting period will be counted. Voting Members are listed here: <https://cabforum.org/members/>

In order for the ballot to be adopted, two thirds or more of the votes cast by Members in the CA category and greater than 50% of the votes cast by members in the browser category must be in favor. Quorum is currently ten (10) Members – at least ten Members must participate in the ballot, either by voting in favor, voting against, or abstaining.

**Pursuant to Section 2.3(d) of the Bylaws, each Member, and not the Forum, will be responsible for taking precautions to make sure such Member’s vote is submitted properly and counted. In the event that a Member’s vote on a ballot is not submitted properly, such vote shall not be valid and shall not be counted, and there shall be no appeal, revote (except in the case of a new ballot submitted to all Members) or other recourse.**

**EXHIBIT A**

**CA/BROWSER FORUM**

**INTELLECTUAL PROPERTY POLICY v. 1.3**

**(Effective [date] 2018)**

**Document follows this page.**

**EXHIBIT B**

**BYLAWS OF THE CA/BROWSER FORUM**

**VERSION 1.8 – Adopted effective as of [date] 2018**

**Document follows this page.**

**EXHIBIT C**

**PROPOSED CHARTER FOR THE SERVER CERTIFICATE WORKING GROUP**

**Document follows this page.**