

# ACCEPTABLE ADS COMMITTEE

## BYLAWS 2017

### **AUTHORS**

Job Plas - *Senior Manager of Global Partnerships*

Thomas Greiner - *Developer*

Till Faida - *CEO*

Steffen Kiedel - *CFO*

Ben Williams - *Operations and Communications Manager*

Manuel Caballero - *Acceptable Ads Relations Manager*

<b>GLOSSARY OF TERMS</b>	<b>5</b>
<b>ARTICLE I: NAME, MISSION, CORE VALUES, LOCATION</b>	<b>8</b>
<b>Section A</b> - Name	<b>8</b>
<b>Section B</b> - Mission and timeline	<b>8</b>
<b>Section C</b> - Core Values	<b>8</b>
<b>Section D</b> - Meetings and Special Meetings	<b>8</b>
<b>Section E</b> - Location	<b>9</b>
<b>ARTICLE II: POWERS</b>	<b>10</b>
<b>Section A</b> - Mandate	<b>10</b>
<b>Section B</b> - Mandate and specifications	<b>10</b>
<b>Section C</b> - Implementation	<b>11</b>
<b>Section D</b> - Structure of the AAC	<b>11</b>
<b>Section E</b> - Limitations for large organizations	<b>12</b>
<b>ARTICLE III: THE AAC2016</b>	<b>13</b>
<b>ARTICLE III.1: DETAILS OF THE COMMITTEE STRUCTURE</b>	<b>14</b>
<b>Section A</b> - Quorum	<b>14</b>
<b>Section B</b> - The Chair	<b>14</b>
<b>Section C</b> - The Adblock Agent	<b>14</b>
<b>ARTICLE III.2: APPOINTMENT PROCEDURES</b>	<b>16</b>
<b>Section A</b> - Appointment Procedures for Members for the AAC2016	<b>16</b>
<b>Section B</b> - Appointment Procedures for the Chair for the AAC2016	<b>16</b>
<b>Section C</b> - Resignation, termination, absences	<b>16</b>
<b>ARTICLE IV: THE AAC2017</b>	<b>17</b>
<b>ARTICLE IV.1 DETAILS OF THE COMMITTEE STRUCTURE</b>	<b>18</b>
<b>Section A</b> - Quorum	<b>18</b>
<b>Section B</b> - The Chair	<b>18</b>
<b>Section C</b> - The Vice-Chair	<b>18</b>
<b>Section D</b> - The Secretary	<b>18</b>
<b>Section E</b> - The Adblock Agent	<b>18</b>

<b>ARTICLE IV.2 NOMINATION AND ELECTION PROCEDURES</b>	<b>19</b>
<b>Section A</b> - Eligibility to join Member Groups	<b>19</b>
<b>Section B</b> - Nomination Procedure by Member Groups	<b>20</b>
<b>Section C</b> - Election Procedure by Member Groups	<b>20</b>
<b>Section D</b> - Bylaws, resignation, termination, absences	<b>20</b>
<b>Section E</b> - Election of the Chair	<b>21</b>
<b>Section F</b> - Appointing the Vice-Chair	<b>21</b>
<b>Section G</b> - Appointing the Secretary	<b>21</b>
<b>ARTICLE V: DECISION-MAKING AND IMPLEMENTATION</b>	<b>22</b>
<b>Section A</b> - Decision-making process and data requirements	<b>22</b>
<b>Section B</b> - Approved Proposal	<b>24</b>
<b>Section C</b> - Implementation	<b>24</b>
<b>Section D</b> - Implementation Timeline	<b>24</b>
<b>ARTICLE VI: GUIDELINES FOR THE AAC</b>	<b>25</b>
<b>Section A</b> - Guidelines and eligibility to become an AAC Member	<b>25</b>
<b>Section B</b> - Guidelines and eligibility to become the Chair	<b>25</b>
<b>Section C</b> - Diversity of AAC	<b>25</b>
<b>ARTICLE VII: TRANSPARENCY</b>	<b>26</b>
<b>Section A</b> - Transparency around all AAC activities	<b>26</b>
<b>Section B</b> - The AAC website	<b>26</b>
<b>GENERAL CRITERIA</b>	<b>27</b>
<b>SPECIFIC CRITERIA</b>	<b>29</b>
<b>ANNEX B: OVERVIEW OF ALL ACCEPTABLE ADS SYNDICATION PARTNERS AND THE PRODUCTS</b>	<b>31</b>

# INTRODUCTION

On October 1, 2015, Adblock Plus announced its intention to form a committee of independent members to take over the main parts of its Acceptable Ads initiative, a program that up to that point had been managed entirely by Adblock Plus's parent company, Eyeo GmbH.

This committee, which will be called the Acceptable Ads Committee and is slated for its first meeting late this year, will amend the Acceptable Ads criteria for what constitutes an acceptable ad. In so doing, it will govern the Acceptable Ads initiative by creating standards for ad types that users of ad blocking software deem acceptable and that bring value to publishers and advertisers.

In carrying out this task, the committee will let three core values guide its actions: protecting user experience; discovering types of ads that adblocker users do not find intrusive; and providing publishers and content creators with significant opportunities to monetize through advertisements.

This is the next logical development in the evolving Acceptable Ads initiative and in ad blocking in general. Adblock Plus is the original ad blocking project, and from 2006 till late 2011 the extension allowed users to block all ads without exception. But the then hobby project encountered two problems a few years later in 2011: the deleterious effect ad blocking was having on publishers' revenues and a rapidly increasing user base that necessitated more employees, a legal business structure and ultimately a monetization strategy. The Acceptable Ads initiative solved both: if ads maintained criteria developed with users, they would be shown by default to Adblock Plus users, thereby providing an exclusive opportunity to monetize an otherwise "lost" group on their own terms. And if a small percentage of the large publishers adhering to said criteria are charged for the service Eyeo would offer when curating their ads, the initiative would be sustainable.

Now, after almost five years of development and growth, this "experiment" has demonstrated clear success, as users rarely opt out and an increasing amount of publishers have joined. The intervening period has also exposed opportunities for improvement, however; of these, the two most pressing challenges have proven to be increasing transparency and facilitating scalability. The Acceptable Ads Committee solves both by creating a firewall of independent committee members between Eyeo and the Acceptable Ads initiative.

Since announcing the Acceptable Ads Committee, Eyeo has hosted two listening sessions, in New York City and London, respectively, engaged key industry leaders to elicit their views on the topic and continually elaborated the idea on its blog and at speaking events.

With all that feedback, Eyeo has formulated the following Bylaws of the Acceptable Ads Committee.

As ever, your feedback is encouraged.

# ACCEPTABLE ADS COMMITTEE

## GLOSSARY OF TERMS

**AAC** - Acceptable Ads Committee

**AAC2016** - The Acceptable Ads Committee from 2016 – August 31, 2017

**AAC2017** - The Acceptable Ads Committee from September 1, 2017 on

**Acceptable Ad** - An ad that complies with the rules described in the Acceptable Ads Criteria

**Acceptable Ads Committee** - The committee that has the authority to formulate the Acceptable Ads Criteria

**Acceptable Ads Criteria** - The rules that describe what constitutes an Acceptable Ad

**Acceptable Ads Syndication Partners** - All (ad blocking) products that have Acceptable Ads integrated as a feature as of February 2016. This includes the products listed in Annex B.

**Adblock Agent** - A representative from one of the adblocker products who shall be present at the AAC meetings in an advisory role.

**Ad-tech Agencies**- The Member Group which represents the interests of stakeholders such as (including, but not limited to): ad networks, ad servers, ad exchanges, data optimization agencies, ad operations, ad optimization companies

**Advertisers** - The Member Group which represents the interests of stakeholders such as (including, but not limited to): advertiser associations, brand advertisers

**Advertising Agencies** - The Member Group which represents the interests of stakeholders such as (including, but not limited to): ad agencies, media buying platforms

**Application Process** - The process where publishers, content-creators, advertising networks and other entities can apply to have their ads certified as Acceptable Ads. **This process** currently consists of the application form design and intake, and the communication of the whitelisted ads to the public.

**Approved Proposal** - Once the AAC has reached consensus, or voted in favor of a suggested change to the Acceptable Ads Criteria, the proposal will get the “Approved Proposal” status, meaning that the change is ready to be implemented by the Acceptable Ads Syndication Partners, provided that no Members have reasonable doubts about the potential negative effects on the user experience and are requesting independent data to back their reasonable doubt (see more at V.A).

**Coalition** - An overarching category for certain Member Groups, including the Expert Coalition, For-Profit Coalition and User Advocates Coalition.

**Committee Founders** - The two parties that entered the contract to found the Acceptable Ads Committee: Dark Blue Shark, LLC and Eyeo GmbH. Dark Blue Shark is owned by Michael Gundlach, who developed Adblock under the company BetaFish, which he sold with Adblock in 2015. Eyeo GmbH is the company that owns and develops Adblock Plus.

**Creative Agents** - The Member Group which represents the interests of (including, but not limited to): creative agencies.

**Digital Rights Organizations** - A Member Group which represents the interests of stakeholders such as (including, but not limited to): digital rights organizations.

**Expert Coalition** - This Coalition consists of the stakeholders which primarily focus on specific issues relevant to their area of expertise and are comprised of ‘experts’ who can bring a unique and objective perspective to the AAC. Specifically, the following Member Groups form the Expert Coalition: Researchers and Academia, User Agents, Creative Agents.

**For-Profit Coalition** - This Coalition consists of the stakeholders which can be classified as organizations primarily driven by generating profits. Specifically, the following Member Groups form the For-Profit Coalition: Advertisers, Ad-Tech Agencies, Advertising Agencies, and Publishers and Content-Creators.

**Individual Users** - A Member Group which represents the interests of individual users of ad blocking software.

**Member** - One of the persons having a seat on the AAC as a representative of a particular Member Group.

**Member Group** - A group of similar stakeholders which will be represented in the AAC by one or more Members.

**Publishers and Content-Creators** - A Member Group which represents the interests of stakeholders such as (including, but not limited to): individual publishers, publisher associations, publishing trade associations, content creators.

**Researchers and Academia** - A Member Group which represents the interests of stakeholders such as (including, but not limited to): university professors, notable researchers, independent research firms.

**User Agents** - A Member Group which represents the interests of (including, but not limited to): web browsers, adblockers.

**User Advocates Coalition** - This Coalition consists of the stakeholders which can be classified as entities primarily driven by protecting the rights of online users. Specifically, the following Member Groups form the User Advocates Coalition: Digital Rights Organizations, Individual Users.

**Whitelist** - The default enabled filter list in the software of the Acceptable Ads Syndication Partners which allows ads that comply with the Acceptable Ads Criteria to be unblocked.

# **ARTICLE I**

## NAME, MISSION, CORE VALUES, LOCATION

### **SECTION A - NAME**

The name of the committee shall be the “Acceptable Ads Committee”, or “AAC” hereafter.

### **SECTION B - MISSION**

The AAC will change the Acceptable Ads Criteria for what constitutes an Acceptable Ad, and thereby govern the Acceptable Ads initiative by creating standards for ads that adblocker users will deem acceptable and that bring value to publishers and advertisers.

### **SECTION C - CORE VALUES**

In performing its mission, the following core values should guide all actions and decisions undertaken by the AAC:

1. Protecting user experience must guide all actions undertaken by the AAC, and should remain its paramount objective.
1. The AAC and the Acceptable Ads Criteria shall only approve ads which adblocker users do not find intrusive.
1. The AAC and the Acceptable Ads Criteria should provide publishers and content creators with meaningful monetization opportunities.

### **SECTION D - MEETINGS AND SPECIAL MEETINGS**

The AAC will meet at least twice per year, and will be arranged, hosted and presided over by the Chair:

- The meetings will take place in Q1 and Q3 of each calendar year, unless the AAC decides unani- mously to change this schedule.
- All Members need to be invited in writing at least eight (8) weeks prior to the meeting by the Chair or the Secretary. For the avoidance of doubt, all meetings may be set at the beginning of the year by the Chair.
- The notice period can be shortened if all Members agree.
- Meetings can be held via phone or online conference call if all Members agree.
- Each Member may designate a person to act on his/her behalf at a particular meeting, provid- ed such Member notifies the Chair in advance in writing.



There may be reasons for the AAC to meet more often. In this case the Chair can propose a “Special Meeting” that requires a supermajority of seventy-five percent (75%) of the votes of the AAC to take place. All AAC members are free to formally propose these Special Meetings to the Chair in written or electronic form.

## **SECTION E - LOCATION**

The AAC shall host its official meetings in a location determined by the Chair.

# ARTICLE II: POWERS

## SECTION A - MANDATE

The AAC has the authority to dictate the management and policies of Acceptable Ads initiative, including to:

- make changes to the Acceptable Ads Criteria as defined in section B, thereby defining the standards of what constitutes an Acceptable Ad
- make changes to the process of publishing of any Whitelist
- declare which entities must be removed from, or prevented from being added to, any Whitelist for violation of the Acceptable Ads Criteria
- make changes to the Application Process of entities seeking to be added to the Whitelist
- make changes to the process of collecting user feedback in regards to violations of the Acceptable Ads Criteria by the entities on the Whitelist

## SECTION B - MANDATE AND SPECIFICATIONS

The AAC shall define the future of Acceptable Ads by defining this standard. For the avoidance of doubt the current Acceptable Ads Criteria - as defined in Annex A - are accepted by the majority of adblocker users. The AAC shall only make changes to the Acceptable Ads Criteria in accordance with Article V below. The AAC shall not have any authority, however, to govern the development, distribution or monetization of ad blocking software.

The Committee shall publish quarterly reports, published to the general public in any manner it deems effective for dissemination, in which it reports on its stewardship of the Program and Eyeo's compliance with the Committee's directives.

For the avoidance of doubt, the Committee must discuss any concerns it has with Eyeo's compliance with the terms of these Bylaws and the Committee's ability to operate the Program as intended by the Parties with Eyeo in a non-public, confidential manner before the Committee is allowed to express such concerns in public. Eyeo will have two weeks (or longer in the Committee's discretion) from the date it first received written notice from the Committee about its concerns, including the reasons for such concerns, to settle such concerns and avoid any public disclosure regarding the same.

## SECTION C - EXECUTION AND IMPLEMENTATION

The AAC will appoint Eyeo GmbH exclusively to execute the directives of the AAC as specified in Article II, Section A and B (“Executor”). The AAC may revoke this appointment only if it can show cause that the Executor did not comply with these Bylaws. In any case, the Executor must be informed in writing about any material concern that the AAC may have that the Executor is not in compliance with such rules at least 6 months before the AAC may revoke any right. If the Executor can demonstrate within this 6-month period that it has cured its noncompliance, the AAC will not revoke Executor’s appointment. The AAC will cause Eyeo GmbH and any successor Executor to sign an undertaking that Eyeo (or such successor) will (1) act in accordance with these Bylaws in the exercise of its duties and (2) following any revocation of its appointment in accordance with this Section, transition ownership of the AcceptableAds.org domain as directed by the AAC.

For the avoidance of doubt, when the AAC approves any proposal to change the Acceptable Ads Criteria (“Approved Proposal”), the Executor commits to adding to the Whitelist ads that comply with the changed Acceptable Ads Criteria.

Notwithstanding the authority granted to the AAC above, the Executor retains the authority to withhold entries from the Whitelist at its sole discretion.

## SECTION D - STRUCTURE OF THE AAC

The AAC is intended to be comprised of an accurate, and thus diverse, reflection of the key stakeholders of the web and online advertising industry. The AAC shall consist of a maximum of eleven (11) Members, but not fewer than four (4) Members, which Members shall in all cases include:

- **Advertisers:** one (1) Member
- **Publishers and Content-Creators:** one (1) Member
- **Digital Rights Organizations:** two (2) Members

The AAC is intended to have eleven (11) Members. In line with the Mission and Core Values of the AAC, the voting rights of the Member Groups are divided as such:

### FOR-PROFIT COALITION:

- **Advertisers:** one (1) Member
- **Advertising Agencies:** one (1) Member
- **Ad-Tech:** one (1) Member
- **Publishers and Content-Creators:** one (1) Member

#### **USER ADVOCATES COALITION:**

- **Digital Rights Organizations:** three (3) Members
- **Individual Users:** one (1) Member

#### **EXPERT COALITION:**

- **Creative Agents:** one (1) Member
- **Researchers / Academia:** one (1) Member
- **User Agents:** one (1) Member

The For-Profit Coalition and User Advocates Coalition shall each always have the voting power of (4) Members in the AAC. If either Coalition has fewer Members, the voting power will be adjusted by upscaling the votes (see more in Article V.A). For example, when the User Advocates Coalition can just find two Members to represent them in the AAC, the voting power of each of these two members will be doubled.

### **SECTION E - LIMITATIONS FOR LARGE ORGANIZATIONS**

Organizations that have a direct stake in multiple Member Groups may only be represented in one Member Group to avoid a disproportionate amount of influence. In such cases, the organization in question is free to choose for themselves in which Member Group they would like to be represented, but is limited to the Coalition in which it is primarily active.

An organization may only be represented once, which means that additional organizations it has a majority stake in cannot join any of the Member Groups.

## **ARTICLE III:** THE AAC2016

For the purpose of clarity and for the avoidance of doubt, the AAC that is founded in 2016, will be referred to as “AAC2016”. The AAC2016 will govern until August 31, 2017. In order to ensure that the AAC2016 will be actionable, independent, and functional by the end of 2016, the first Members will consist of those who have volunteered, meet the Guidelines for selection of Members (see Article VI.A) and identify which Member Group they represent.

# **ARTICLE III.1:**

## DETAILS OF THE COMMITTEE STRUCTURE

### **SECTION A - QUORUM**

The AAC2016 shall only conduct business and make decisions when a minimum of four (4) Members are present. At a minimum, the For-Profit Coalition and the User Advocates Coalition shall be represented at each meeting of the AAC by four (4) Members representing the following three (3) Member Groups:

- **Advertisers:** one (1) Member
- **Publishers & Content-Creators:** one (1) Member
- **Digital Rights Organizations:** two (2) Members

Notwithstanding the foregoing, a Member may designate another person to act on his/her behalf or submit a vote in writing, provided this is communicated to the Chair prior to the meeting.

If one of the above mentioned Member Groups is not represented by at least one (1) Member, in person or by proxy, the AAC2016 shall not conduct business.

### **SECTION B - THE CHAIR**

For the AAC2016, a Chair is not required and any Chair shall not have any voting rights. If, however, a suitable Chair is appointed, the Chair shall be responsible for facilitating the discussions and decision-making process and ensuring that all Members comply at all times with the Mission, Core Values and Bylaws. The Chair shall preside over all AAC meetings and will determine whether a quorum is present. The Chair shall be responsible for handling external communication as the Chief Spokesperson and will preside over all AAC meetings.

For the AAC2016, if no Chair is appointed, the tasks will be taken over by the Adblock Agent.

### **SECTION C - THE ADBLOCK AGENT**

For the AAC2016, the Adblock Agent will facilitate the establishment of the AAC2016 and attend the meetings in an advisory role, but shall have no voting rights. The Adblock Agent will be appointed by the Executor and shall be responsible for organizing the AAC meeting schedule and keeping accurate records of all the AAC's actions, including: distributing the agenda two weeks prior to the meeting to all Members, taking minutes of all AAC meetings, distributing minutes to all Members within seven days after the AAC meeting. In addition, the Adblock Agent will take over the Chair's responsibilities if no Chair has been appointed prior to March 15th, 2017.

Finally, the Adblock Agent will facilitate the implementation of any Approved Proposals by the AAC.

The Committee Founders shall each appoint an agent to attend the meetings in an oversight role, and such agents shall have no voting rights. The Adblock Agent may serve as a Committee Founders agent.

# **ARTICLE III.2:**

## APPOINTMENT PROCEDURES

### **SECTION A - APPOINTMENT PROCEDURES FOR MEMBERS FOR THE AAC2016**

The Executor will facilitate Members to join the AAC2016 before the end of Q1 2017. These Members shall be independent of the Executor (entities that are not directly or indirectly controlled by the Executor), and shall be nominated according to the guidelines for selection of Members (see Article VI.A) and identify which Member Group they represent.

Organizations and individuals are welcome to send in their applications until March 1st, 2017 to [committee@acceptableads.org](mailto:committee@acceptableads.org).

### **SECTION B - APPOINTMENT PROCEDURES FOR THE CHAIR FOR THE AAC2016**

The Executor will attempt to appoint the AAC2016 Chair before the end of 2016. The suggested Chair of the AAC shall be independent of the Executor, and shall be elected according to the guidelines for selection of the Chair (see Article VI.B).

Organizations and individuals are welcome to send in their applications before March 1st, 2017 to [committee@acceptableads.org](mailto:committee@acceptableads.org).

### **SECTION C - RESIGNATION, TERMINATION, ABSENCES**

Resignation from the AAC2016 must be made in writing and received by the Chair. If no Chair is appointed, the resignation should be submitted to the Adblock Agent. A Member may be terminated from the AAC2016 due to excess absences, defined as missing two (2) or more scheduled meetings of the AAC2016 in one (1) year. A Member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Members.

If one of the Members is unable to carry out the tasks because of death, imprisonment, disability, or has no valid contract anymore with the entity the Member represents, the Chair shall discuss with the Member Group to appoint a new Member within sixty (60) days.



# **ARTICLE IV:**

## THE AAC2017

After the AAC2016 has effectively taken over the responsibility of defining the Acceptable Ads Criteria, an election procedure shall be implemented by August 1st, 2017. All the different Member Groups shall nominate and elect their preferred candidate to become a Member of the AAC. For the purpose of clarity and to avoid any misunderstandings, the AAC that exists after September 1, 2017 will be referred to as “AAC2017” in this section.

# **ARTICLE IV.1:**

## DETAILS OF THE COMMITTEE STRUCTURE

### **SECTION A - QUORUM**

The AAC2017 may only conduct business and make decisions when at least fifty per cent (50%) of the Member Groups in each different Coalition is present.

### **SECTION B - THE CHAIR**

The Chair shall be responsible for facilitating the discussions and decision-making process and ensuring that all Members comply at all times with the Mission, Core Values and Bylaws. The Chair shall preside over all AAC2017 meetings, determine whether a quorum is present and handle external communication as the Chief Spokesperson. The Chair is not allowed to vote.

### **SECTION C - THE VICE-CHAIR**

In the event that the Chair is not able to attend and preside at an AAC2017 meeting, the Vice-Chair shall take over the responsibilities outlined above to ensure continuity of the AAC2017 meeting. After the meeting, the responsibilities are transferred back to the Chair.

### **SECTION D - THE SECRETARY**

The Secretary shall be responsible for organizing the AAC2017 meeting schedule and keeping accurate records of all the AAC2017's activities, including: distributing the agenda two (2) weeks prior to the meeting to all Members, taking minutes of all AAC2017 meetings, and distributing minutes to all Members within seven days after the AAC2017 meeting.

### **SECTION E - THE ADBLOCK AGENT**

The Adblock Agent will attend the AAC2017 meetings in an advisory role and will be appointed by the Executor. This means that the Adblock Agent will not have any voting rights, but can provide technical and procedural input. In addition, Members can at any time initiate direct contact with the appointed Adblock Agent to communicate the Approved Proposal. The timeline of the implementation of the Approved Proposal will be discussed in good faith between the Chair and the Adblock Agent, but the Adblock Agent is bound to the timeline requirements as set forth in Article V.D.

The Committee Founders shall each appoint an agent to attend the meetings in an oversight role, and such agents shall have no voting rights. The Adblock Agent may serve as a Committee Founders agent.

# ARTICLE IV.2:

## NOMINATION AND ELECTION PROCEDURES

### SECTION A - ELIGIBILITY TO JOIN MEMBER GROUPS

Due to the divergent nature of the different Coalitions, there are different eligibility requirements:

**For-Profit Coalition:** For companies or associations to join any of the Member Groups within the For-Profit Coalition, they need to comply with the following:

- Have at a minimum a "Small" status, which is currently defined by **the European Commission** as having >10 staff employed, and a turnover or balance sheet total of >€2,000,000 or higher
- "One-man companies" or its equivalent entity are not eligible

**User Advocates Coalition:** For entities to join any of the Member Groups within the User Advocates Coalition, they need to comply with the following:

- Organizations or associations that wish to join the Digital Rights Organizations Member Group must demonstrate a proven and credible track-record in protecting the interests of the internet user in an online environment, such as: initiated court cases, organization of petitions, lobbying efforts, or development of user-empowering tools or standards.
- Individuals that wish to join the Individual Users Member Group must be users of ad blocking software.

**Expert Coalition:** For entities, organizations, or individuals (if not part of one of the aforementioned entities) to join any of the Member Groups of the Expert Coalition, they need to comply with the following:

- Have a proven and credible track-record in their respective fields and proven expertise when it comes to topics such as user experience, online monetization etc.

The number of entities per Member Group shall be initially capped at fifty (50). The Chair may decide to lift this cap upon the request of a Member Group.

The Member Groups are responsible to assess the eligibility of an entity to join a Member Group as described above. If there is a dispute regarding eligibility, the stakeholders in the Member Group in question shall put the eligibility dispute to a majority vote. In the event that the Member Group in question has fewer than three (3) stakeholders, the vote shall be put to all stakeholders in the Member Group's Coalition. In the event that there are fewer than three (3) stakeholders in the Coalition, the vote shall be put to all stakeholders in all Member Groups.

## SECTION B - NOMINATION PROCEDURE BY MEMBER GROUPS

Each Member Group is responsible for nominating candidate(s) within that Member Group to become a Member of the AAC2017. The Adblock Agent will facilitate this process by providing a means for nominating the Members of all respective Member Groups. An election will be held prior to September 1, 2017. After the election, the AAC will take over responsibility for this process.

## SECTION C - ELECTION PROCEDURE BY MEMBER GROUPS

Due to the divergent nature of the different Coalitions, there are different election procedures:

- **For-Profit Coalition:** All stakeholders per Member Group may vote to elect a nominated candidate best suited to represent the goals for their Member Group in the AAC2017. The votes are weighted according to the company size (one of the two variables has to be satisfied to be listed in that category):
  - “Small” companies (10-49 staff, €2,000,000-€10,000,000 turnover / balance-sheet total): one (1) vote
  - “Medium” companies (50-249 staff, €10,000,000-€50,000,000 turnover or €43,000,000 balance-sheet total): two (2) votes
  - “Large” companies (250+ staff, >€50,000,000 turnover or >€43,000,000 balance-sheet total): three (3) votes
- **User Advocate Coalition:** All stakeholders per Member Group may vote to elect a nominated candidate best suited to represent the goals for their Member Group in the AAC2017.
- **Expert Coalition:** All stakeholders per Member Group may vote to elect a nominated candidate best suited to represent the goals for their Member Group in the AAC2017.

Once the votes are counted and processed by the Secretary and Chair, the candidate with the most votes will be appointed as a Member of the AAC by the Chair.

## SECTION D - BYLAWS, RESIGNATION, TERMINATION, ABSENCES

The AAC2017 can change the Bylaws (except for the Mandate (Article II, Section A and B) and the Core Values (Article 1, Section C)) if there is unanimous agreement among the Members. Changes to the Mandate or Core Values must be proposed in writing to both of the Committee Founders and require written approval from both.

Resignation from the AAC17 must be in writing and received by the Chair. A Member may be terminated from the AAC17 due to excess absences, defined as missing two (2) or more scheduled meetings of the AAC17 in one (1) year. A Member may be removed for other reasons by a three-fourths (3/4) vote of the remaining Members.

Each Member serves a two (2) year term, after which a new election must be held per the procedures in Article IV.2.

If one of the Members is unable to carry out the tasks because of death, imprisonment, disability, or has no valid contract anymore with the entity the Member represents, the vote of the Member is temporarily provided to the other Member(s) in the Coalition to ensure the continuity of the Committee. The Chair shall then arrange with the Member Group to elect a new Member within sixty (60) days.

## **SECTION E - ELECTION OF THE CHAIR**

The Chair shall be appointed by the AAC2017 after all Members are elected by Member Groups. A supermajority vote of seventy-five per cent (75%) as well as a minimum of one (1) vote of each Coalition is required to elect or remove a Chair. In the case that no supermajority vote can be attained: (1) if the Adblock Agent is not then acting as Chair in accordance with Article III.1.B, the Chair from the AAC2016 will remain in place until a new candidate is able to secure the supermajority vote; and (2) if the Adblock Agent is then acting as Chair in accordance with Article III.1.B, the Committee Founders shall alternate as Chair, with the Adblock Agent serving as Chair through the first meeting of the Committee in 2017, and the other Committee Founder serving as Chair from the conclusion of such meeting through the second meeting of the Committee in 2017.

## **SECTION F - APPOINTING THE VICE-CHAIR**

The Vice-Chair shall be appointed by the Chair from among the AAC2017 Members.

## **SECTION G - APPOINTING THE SECRETARY**

The Secretary shall be appointed by the Chair. The Chair may also choose to take over the responsibilities of the Secretary.

# ARTICLE V: DECISION-MAKING AND IMPLEMENTATION

## SECTION A - DECISION-MAKING PROCESS AND DATA REQUIREMENTS

To ensure that all members of the AAC can provide valuable and objective input that improves the Acceptable Ads Criteria, the AAC shall make decisions based on the process outlined below. The AAC shall not consider any changes to the Criteria based on specific cases and/or entities. Changes to the Criteria shall only affect generic ad types.

### 1. Ideation Phase

In order to avoid philosophical and/or subjective discussions, suggestions by the AAC to change the Acceptable Ads Criteria shall be based on neutrally derived data. The AAC ideally derives the ideas to change the Acceptable Ads Criteria from:

- Findings in the data about users' perceptions of new types of ads, or evolving perceptions of existing types of ads
- Ideas generated by the different Members, e.g. new types of acceptable ads, which would then need to be backed by data
- Ad blocking user feedback
- Industry developments

#### Regarding the data requirement:

The data collection should have a comparable methodology and scope as this study (<https://adblockplus.org/blog/global-research-study-of-ad-formats-confirms-what-you-already-knew-disruptive-ads-don-t-work>).

- The AAC may commission an independent party to collect the data, or may delegate this to the Executor:
- When an independent party is chosen to collect the data, the costs of the data collection shall be distributed equally amongst the For Profit Coalition Members – the other Members are excluded from having to bear any costs.
- When the Executor is chosen to collect the data, the costs of the data collection are covered by the Executor.
- The largest criterion for the addition of an ad type to the Acceptable Ads Criteria shall be the annoyance level of the ad to adblocker users as demonstrated in the collected data:
- The maximum level of acceptable annoyance shall initially be equivalent to 35 on the 'Level of Disruption scale' in this study.

This maximum level may be changed by a 4/5 (80%) majority vote of the AAC.

The Criteria may not be amended to add (or remove) an ad type that the data collection has shown to be substantially above (or below) the maximum level of acceptable annoyance.

## **2. Discussion Phase**

All stakeholders in the Member Groups shall have the opportunity to comment during the AAC meeting to outline their ideas/concerns regarding the suggested changes to the Acceptable Ads Criteria. It is expected that during this phase the idea(s) generated in the previous phase will be discussed during one of the AAC meetings.

## **3. User Feedback**

After the Committee agrees on the proposed changes (“The Proposal”), the Proposal shall be posted online by the Chair or the Secretary to the dedicated website (see Article VII.B), and users will be allowed to provide feedback for one (1) month.

## **4. Decision-Making**

After consulting the user feedback, the AAC can:

- Find consensus and unanimously agree on the Proposal.
- If no consensus can be found, the Proposal can still be accepted upon a three-fourths (3/4) vote of the Members; provided, that if the Proposal relates to non-format related matters (e.g., privacy), the Proposal can only be accepted upon an eighty percent (80%) vote of all Members (i.e., the absence or abstention of a Member has the same effect as a vote of “No”.
- Amend the Proposal by incorporating the user feedback and accept such Proposal by unanimous agreement, or supermajority approval as set forth above. In this case, the improved proposal does not have to be presented to users again for feedback.

The For-Profit Coalition and User Advocates Coalition shall each always have the voting power of (4) Members in the AAC. If either Coalition has fewer Members, the voting power will be adjusted by upscaling the votes of each Member within such Coalition. For example, if the Members of the AAC are as follows:

### **For-Profit Coalition:**

- **Advertisers:** one (1) Member
- **Ad-Tech:** one (1) Member

### **User Advocates Coalition:**

- **Digital Rights Organizations:** three (3) Members

### **Expert Coalition:**

- **Creative Agents:** one (1) Member
- **Researchers / Academia:** one (1) Member

In this case the votes of the Members of the For-Profit Coalition are doubled, and the votes of the Members of the User Advocates Coalition are multiplied by four thirds (4/3).

## **SECTION B - APPROVED PROPOSAL**

After the AAC has reached agreement, and the suggested idea received the “Approved Proposal” status, it will be presented to the Adblock Agent to deliver to the Executor.

## **SECTION C - IMPLEMENTATION**

The AAC will update the published Acceptable Ads Criteria to reflect the latest amendments.

The Executor will update the Whitelist to reflect the changed Acceptable Ads Criteria:

1. Newly approved types of ads will be allowed on the Whitelist.
1. Ads which no longer comply with the new Acceptable Ads Criteria will be removed from the Whitelist.

## **SECTION D - IMPLEMENTATION TIMELINE**

The Chair and Adblock Agent will negotiate in good faith a timeline for the Approved Proposal to be implemented across all Acceptable Ads Syndication Partners. However, the implementation will be executed and communicated to users within ninety (90) days.



# **ARTICLE VI:** GUIDELINES FOR THE AAC

## **SECTION A - GUIDELINES AND ELIGIBILITY TO BECOME AN AAC MEMBER**

Each Member is expected to make a valuable contribution to the AAC. Each Member shall sign an undertaking to act in accordance with the Bylaws. The Members shall represent the interests of the Member Group itself, and not merely pursue the interests of a single company, organization or individual.

## **SECTION B - GUIDELINES AND ELIGIBILITY TO BECOME THE CHAIR**

The Chair is required to have a proven and credible track-record regarding topics such as online monetization, ad blocking and/or online advertising. Ideally, the Chair has relevant experience in participating in Advisory Boards and the like, and is able to successfully moderate a very diverse set of stakeholders and to facilitate for them to reach consensus.

## **SECTION C - DIVERSITY OF AAC**

The AAC should strive to have a diverse committee with a gender, culture and international balance that accurately reflects the global and diverse userbase of ad blocking software.

# **ARTICLE VII:** TRANSPARENCY

## **SECTION A - TRANSPARENCY AROUND ALL AAC ACTIVITIES**

For the purpose of transparency all activity of the AAC shall be made available to all Members, Member Groups, and the public via the AAC website. This activity includes, but is not limited to: proposals for votes on any topic; records of votes cast for or against by any stakeholder on any topic; Proposals and Approved Proposals; applications to join Member Groups; nominations, appointments, resignations, and terminations; amendments to these Bylaws; agendas, minutes, and other documentation.

## **SECTION B - THE AAC WEBSITE**

The AAC shall publish a website at [AcceptableAds.org](https://AcceptableAds.org) to ensure all relevant information about the AAC (Member profiles, Bylaws, whitelisting and abuse reporting information, AAC information, Acceptable Ads Criteria, all activity of the AAC, etc.) will be shared online. The domain shall be owned by the Executor. To facilitate publishing of the website, the domain's DNS entries shall initially direct users to web hosts managed by the Executor, but the Executor shall change the domain's DNS entries as directed by the AAC if the AAC wishes to host the website elsewhere.

# ANNEX A:

## ACCEPTABLE ADS CRITERIA AS OF DECEMBER 2015

### WHAT IS AN ACCEPTABLE AD?

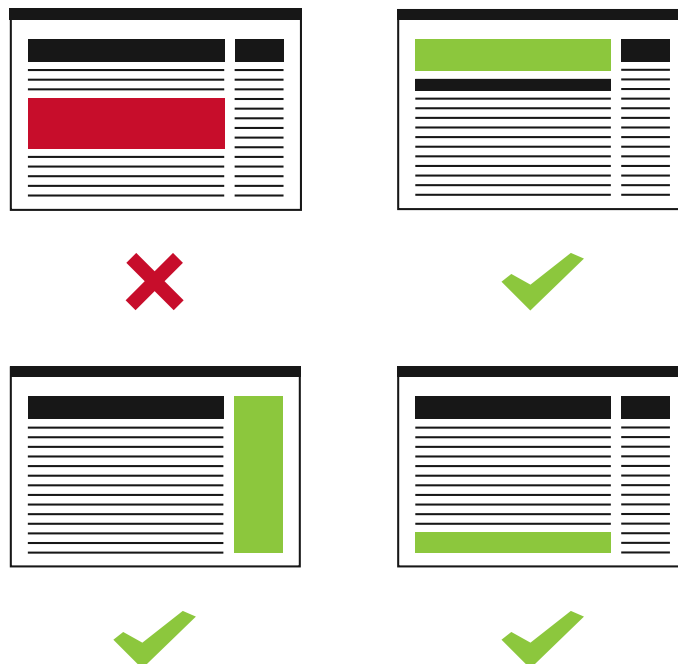
We created the Acceptable Ads initiative to provide websites with an incentive to move from intrusive banners and pop-ups to nonintrusive, subtle ads. We believe that this initiative is the sustainable middle ground between the user's choice to use adblockers and the continued need to support free online content with advertisements. In general, an Acceptable Ad is a non-animated ad, clearly labeled as such, and does not interrupt the reading flow. It is important to note that these criteria try to reflect the ongoing discussions between our users, publishers, advertisers and us. They will evolve as the web changes and as we receive more feedback. We explicitly invite everyone to join the dialog on [our forum](#) or contact us at [acceptableads@adblockplus.org](mailto:acceptableads@adblockplus.org).

Ads that shall be treated as Acceptable Ads have to comply with the following criteria:

### GENERAL CRITERIA

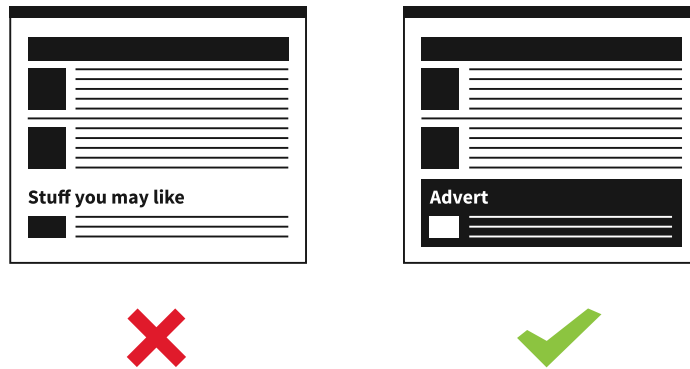
#### Placement

Ads must not disrupt the user's natural reading flow. Such ads must be placed on top, side or below the Primary Content<sup>1</sup>.



## Distinction

Ads should always be recognizable as ads, and distinguishable from all other content (e.g. are not hiding the label, are not misleading users into thinking an ad is part of the primary content). Ads should be clearly marked with the word “advertisement” or its equivalent.



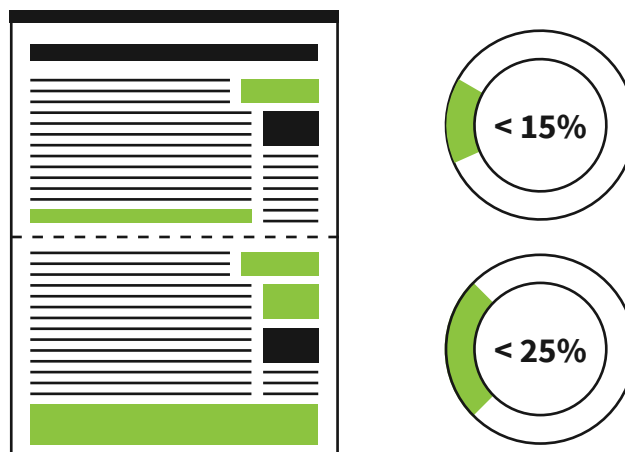
## Size

Individual ad-size requirements depend on the placement of the ad:

- When placed above the primary content, the maximum height of an ad should be 200px.
- When placed on the side of the primary content, the maximum width of an ad should be 350px.
- When placed below the primary content, the maximum height of an ad should be 400px.

Ads must always leave sufficient space for the Primary Content on the common screen size of 1366x768<sup>2</sup> for desktop, and 360x640<sup>3</sup> for mobile devices, and 768x1024<sup>4</sup> for tablets.

All ads that are placed above the fold (the portion of the web page visible in the browser window when the page first loads under the common screen size), must not occupy in total more than 15 percent of the visible portion of the web page. If placed below the fold, ads must not occupy in total more than 25 percent of the visible portion of the webpage.



## **SPECIFIC CRITERIA**

### **Text ads**

Text ads designed with excessive use of colors and/or other elements to grab attention are not permitted.

### **Image ads**

Static image ads may qualify as acceptable, according to an evaluation of their unobtrusiveness based on their integration on the webpage.

### **In-feed ads**

For ads in lists and feeds, the general criteria differ in regard to:

#### **Placement requirements**

- Ads are permitted in between entries and feeds.

### **Search ads**

For search ads - ads displayed following a user-initiated search query - the criteria differ depending on:

#### **Size requirements**

- Search ads are permitted to be larger and take up additional screen space.

### **Ads on pages with no primary content**

Only text ads are allowed. For web pages without any primary content (e.g. error or parking pages), the criteria differ depending on:

#### **Placement requirements**

- No placement limitations.

#### **Size requirements**

- No size limitations.

### **Other Acceptable Ad formats?**

Are your ads displayed on alternative screens, or are you convinced that you have an innovative Acceptable Ad format which doesn't fit the ads outlined above? **Let us know!**

**Unacceptable ads:**

In cases not mentioned above, other ads considered unacceptable include (if not intended and not initiated by the user):

- Ads that visibly load new ads if the Primary Content does not change
- Ads with excessive or non user-initiated hover effects
- Animated ads
- Autoplay-sound or video ads
- Expanding ads
- Generally oversized image ads
- Interstitial page ads
- Overlay ads
- Overlay in-video ads
- Pop-ups
- Pop-unders
- Pre-roll video ads
- Rich media ads (e.g. Flash ads, Shockwave ads, etc.)

<sup>1</sup> The 'Primary Content' is defined as (based on [Mozilla's description of the <main> HTML element](#)): The Primary Content consists of content that is directly related to, or expands upon the central topic of a document or the central functionality of an application. This content should be unique to the document, excluding any content that is repeated across a set of documents such as sidebars, navigation links, copyright information, site logos, and search forms (unless, of course, the document's main function is as a search form).

<sup>2</sup>The 'common screen size' for desktop is 1366x768, based on data from [GS Statcounter](#).

<sup>3</sup>The 'common screen size' for mobile is 360x640, based on data from [GS Statcounter](#).

<sup>4</sup>The 'common screen size' for tablets is 768x1024, based on data from [GS Statcounter](#).

# **ANNEX B:**

## OVERVIEW OF ALL ACCEPTABLE ADS SYNDICATION PARTNERS AND THE PRODUCTS

All current products of Adblock Plus and AdBlock as of February 2016 :

- Adblock Plus for Firefox
- Adblock Plus for Chrome
- Adblock Plus for Internet Explorer
- Adblock Plus for Opera
- Adblock Plus for Maxthon
- Adblock Plus for Yandex
- Adblock Plus for Safari
- Adblock Browser (Android)
- Adblock Browser (iOS)
- Adblock Plus for iOS Safari
- Adblock Plus for Samsung's SBrowser
- Adblock Plus for Android
- AdBlock for Chrome
- AdBlock for Safari

