

**BYLAWS OF
SIP FORUM**

VERSION 2,

TO BE ADOPTED IN CONJUNCTION WITH OCTOBER 2004 GENERAL MEETING

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1 Name

- 1.1 The name of this Association is SIP Forum.

2 Office

- 2.1 The principal office of the Association is located in Stockholm, Sweden, at such location as the Board of Directors shall determine.

3 Purpose

- 3.1 SIP Forum is a Swedish non-profit association. The mission of SIP Forum is to advance the development and deployment of innovative solutions that comply with, and properly interoperate with other products that also use the Session Initiation Protocol (SIP) protocol. To accomplish this mission, SIP Forum:

- (a) Advances product interoperability by holding live interoperability test events, and by defining and creating operational compliance tests;
- (b) Creates white papers, implementation guides, recommendations, and other technical documents dealing with issues that fall outside the scope of the Internet Task Force (“IETF”) or other relevant standard bodies.
- (c) Builds awareness about what existing and emerging SIP-compliant technologies can do for users and customers.

4 Membership provisions

- 4.1 SIP Forum shall have two classes of Members: Full Members who shall be voting Members, and Participant Members, who shall be non-voting Members. Full Members shall pay an annual membership fee. For Participant Members membership is free. There is no limit to the number of Members in either class of Members that the Association may admit. “Member”, when used in this document, shall mean both Full Member and Participant Member.
- 4.2 Any natural person or legal entity supportive of this Association’s goals, policies and procedures is qualified to become a Member of the Association on the terms and conditions stated by the Association in these bylaws and in the Membership Application Form. Full Members shall be legal entities professionally engaged in SIP, which in addition have demonstrated substantial leadership in and a good faith commitment to the purposes and objectives of the Association, as determined by the Board of Directors. Acceptance of a membership application is discretionary by the Board of Directors.
- 4.3 Applicants for Full Membership shall be admitted to such membership upon completion of a Membership Application and payment of the applicable annual membership fee as specified. Applicants for Participant Membership shall be admitted to such membership upon completion of a Membership Application.
- 4.4 The annual membership fee payable to the Association by Full Members shall be established and may be changed from time to time by resolution of the Board of Directors. Membership fees shall be due and payable upon written commitment to join the Association. Membership fees shall be for the twelve months from the date of the applicant’s written commitment to join the association and shall be due and payable each successive year on that same date, provided membership is retained by the Full Member. If any Member is delinquent in the payment of dues, such Member’s rights shall be deemed revoked upon written notice from the Association until all delinquent dues are paid.

4.5 The Association shall keep a membership record containing the name, address, telephone number and e-mail address of each Member, the date upon which the applicant became a Member, and when applicable, the name, address, telephone number and e-mail address of one individual of each Member organisation who shall serve as primary contact for the Association, receive all correspondence and information, distribute this information within his/her organisation, and in the case of Full Member, vote on all issues submitted to a vote of the Full Members. Termination of the membership of any Member shall be recorded in the membership record. The membership record shall be kept at the Association's principal office. Membership in the Association is official and the Association is entitled to use and publish the name of a Member as well as the name of an individual Director or contact person on the SIP Forum web site and in other SIP Forum documentation.

4.6 The membership of a Member shall terminate upon written notice of resignation from the Member. The membership of a Full Member shall also terminate upon failure of such Full Member to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given to such Member by the Association. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notice.

In the case where the organisations of two independent Full Members perform a merger or consolidation, the "surviving" Full Member organisation shall retain its Full Member status and the membership of the other Member organisation shall be considered terminated. In cases like the aforementioned, the Board of Directors is solely empowered to set, and subsequently change any policy regarding refund or return of dues paid by the non-surviving member.

The Board of Directors may, by unanimous vote, exclude any Member that is breaking these bylaws or any other rules of the Association stated by the Board of Directors or is obviously counteracting the interests and purposes of the Association.

All rights of a Member in the Association shall cease on termination of membership as herein provided. A Member expelled from the Association or a Member who in any other way ceases to be a Member, shall not receive any refund of dues already paid for the current dues period.

5 Appointment of Directors

- 5.1 The Association shall have a minimum of five (5) and a maximum of nine (9) Directors who shall collectively be known as the Board of Directors. The initial number of Directors shall be six (6) until changed by the General Meeting. The Number of Directors of the Association may be changed by the General Meeting but must not be less than three.
- 5.2 The Directors are elected at the General Meeting.
- 5.3 Any duly appointed representative of a Full Member may become a Director of the Board. A maximum of two (2) of the Directors of the Board may be Participant Members of the Association.
- 5.4 All Directors shall be elected for two (2) year terms, and are eligible for re-election to successive terms. The assignment as Director is personal. A Director's status as a Director of the Board shall not be affected if a Full Member represented by such a Director ceases to be a representative of a Full Member.
- 5.5 A Director shall cease to be a Director if he delivers a signed, written resignation to the Chairman of the Board or if he offers in writing to resign and the Directors resolve to accept such offer.
- 5.6 Each Member may nominate one person for appointment as a Director of the Board. To be valid, any such nomination shall be made in a written notice delivered to the election committee as from ninety (90) days prior to the General Meeting at which the election shall take place and until the date set by the Board of Directors at which notice shall be issued in accordance with section 12.3 below. Such notice must also include or be accompanied by a notice in writing signed by the person nominated confirming his willingness to be appointed as a

Director. The election committee selects a maximum of twelve nominated persons considered to be well suited for the mission as Directors, who are to be presented at the General Meeting. The Board of Directors shall in the notice to be issued in accordance with section 12.3 below include the names and brief descriptions of the nominated persons elected by the election committee and may also include the Board's own recommendations for selection of Directors accompanied by a brief reasoning behind the recommendation.

6 The work of the Board of Directors

- 6.1 The Board of Directors shall manage the administration of the Association and perform any and all duties imposed on them collectively or individually by law or by these bylaws.
- 6.2 The Directors shall elect from their number a Chairman who shall hold office for one (1) year. At the end of such period, the Directors shall elect a new Chairman to hold office for the succeeding period of one (1) year. A retiring Chairman may be re-elected as Chairman. If no Chairman has been appointed or if, at any meeting of the Directors, the Chairman is not present, the Directors may choose one of their number to be Chairman of the meeting.
- 6.3 The Board of Directors shall meet on at least four (4) occasions every year at the principal office or at mutually agreed places and times. Meetings may be held in person or by any combination of audio, document or video conferencing techniques or any other technique that is deemed appropriate by the Board. One of the meetings shall be held in person within six (6) months from the financial year-end and after establishing and review of the annual report of that financial year. This meeting shall be held before the ordinary General Meeting. Beyond this, the Board of Directors shall meet when a member of the Board or the Managing Director so demands by a request to the Chairman of the Board. The Chairman of the Board shall, within fourteen (14) days after such a request has been submitted, call to a board meeting.

- 6.4 Decision in a matter must not be taken if, as far as possible, all members of the Board have not been given the opportunity of participating in the handling of the matter and have been forwarded a written description of the matter with a proposal for decision within ten (10) days before the board meeting. However, should a new voting item be put on the table during a board meeting, a member of the Board attending the meeting is entitled to reserve his or her rights to consider the item for ten (10) days following the meeting. During this period of time the Board member can cast his or her vote. If the Board member casts his or her vote prior to the expiry of the said ten-day period, or should the ten-day period expire, the above-mentioned right is deemed waived for the purpose of that vote. Should the board member not cast his or her vote within the stipulated time-period, the vote shall be considered to be a “blank” vote, i.e. a vote that will have no effect as regards the quorum required.
- 6.5 Each member of the Board shall make complete and full disclosure at board meetings and otherwise of all information on his possession about or related to the Association.
- 6.6 Minutes shall be kept during the board meetings. The minutes shall be signed by the Chairman and by one person who checks the minutes. The minutes shall be stored in a reassuring way at the principal office of the Association.
- 6.7 The quorum necessary for the transaction of business of the Directors, shall be such number as is at least half of the total number of Directors. A meeting of the Directors at which a quorum is so present shall be competent to exercise all powers and discretion for the time being exercisable by the Directors.
- 6.8 The decision of the Board of Directors is the opinion that represents more than half of the attending board members or, at equal numbers, the opinion that is supported by the Chairman. If the Board of Directors is not numerically complete, the Directors voting for the decision shall constitute at least three.
- 6.9 Any action that the Board of Directors is required or permitted to take may be taken without a meeting if more than half of the members of the Board consent in

writing (by mail, fax, e-mail or any other technique deemed appropriate by the Board) to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed in writing as described above, with the minutes of the proceedings of the Board kept at the principle office of the Association.

- 6.10 Directors shall not be compensated for their service as Directors. They may however receive reimbursement from the Association for ordinary, normal and, subsequently approved expenses in attending to their Director duties. Reimbursement for such expenses shall be approved by another Director in writing prior to payment. Should the amount required exceed EUR four thousand (4,000) then two other Directors must approve the expenses in writing prior to payment. A Director's requirement for compensation in accordance with this section must be forwarded to the Board within four (4) weeks from the date at which the cost occurred.

7 Managing Director

- 7.1 The Board of Directors may appoint a Managing Director to handle the continuous management of the Association. The Managing Director shall be well suited for the mission and shall be approved by all Directors of the Board. The Managing Director may be member of the Board of Directors. A Managing Director who is not a member of the Board of Directors shall be entitled to attend and speak at the board meetings. However, the Managing Director, whether a

member of the Board or not, is not entitled to attend a board meeting or a specific part of a board meeting when the subject matter at hand concerns the duties, performance or payment of the Managing Director. Thus, the Managing Director shall, whenever requested by the members of the Board with reference to such a subject matter, leave the board meeting during the Board's thereto related discussions.

- 7.2 The Managing Director may be compensated for his service as Managing Director in amounts approved by the Board of Directors as required. In addition the Managing Director may receive reimbursement from the Association for normal, ordinary, and subsequently approved expenses in attending to his Managing Director duties. Reimbursement for such expenses shall be approved by a Director of the Board in writing prior to payment. Should the amount required exceed EUR four thousand (4,000) then two other Directors must approve the expenses in writing prior to payment. The Managing Director's requirement for compensation in accordance with this section must be forwarded to the Board within four (4) weeks from the date at which the cost occurred.

8 Right to sign for the Association

- 8.1 The entire Board of Directors or one member of the Board together with the Chairman of the Board or one member of the Board together with the Chairman of the Board or one member of the Board together with the Managing Director is entitled to sign for the Association.
- 8.2 The Chairman of the Board and, when applicable, the Managing Director, is entitled to sign for the Association in matters concerning the continuous management of the Association.

9 Financial year

- 9.1 The financial year of the Association shall be July 1st – June 30th.

10 Accounts and annual report

- 10.1 The Association shall keep at its principal office adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement, gains and losses.
- 10.2 The Board of Directors shall within three (3) months after the financial year-end forward the accounts to the auditor.

11 Auditors

- 11.1 The Association shall have an authorised public accountant or an authorised public accounting firm, appointed by the Board of Directors.

12 General Meeting

- 12.1 The Association shall hold a General Meeting every year. Such meeting shall be held within six (6) months from the financial year-end and after the annual report has been set up. A general Meeting may be held in person or by any combination of audio, document or video conferencing techniques or any other technique that is deemed appropriate and effective by the Board of Directors.

The Board of Directors may, at its own discretion, decide whether or not electronically submitted votes (remote voting) shall be accepted. When deciding on this item the Board of Directors shall ensure that the proposed technique can reasonably assure the authenticity of the identity of the person giving the vote.

- 12.2 At the General Meeting the following matters are to be addressed.
- (i) Election of Chairman of the General Meeting.
 - (ii) Establishing and approval of the voting list.
 - (iii) Election of two (2) persons to verify the minutes.
 - (iv) Examination whether the General Meeting has been properly notified.
 - (v) Report on the annual report and the audit report.
 - (vi) Decision on adopting the balance sheet and the income statement.

- (vii) Decision on discharging the Board of Directors and the Managing Director from liability.
- (viii) Election of Directors of the Board.
- (ix) Decision concerning the election committee until the next General Meeting.
- (x) Other Questions that have been forwarded to the General Meeting by the Board of Directors or by a Member.

12.3 The Board of Directors shall issue the notice to the General Meeting. The notice shall be made by mail, facsimile or e-mail to all Members and shall be issued at least four (4) weeks before the day of the General Meeting. The notice shall specify the place and the day and hour of the meeting and, whenever applicable, which techniques for remote attending and voting and electronically submitted proxies that will be accepted. The notice shall furthermore contain a proposed agenda and an explicit description of the matters that are to be addressed at the General Meeting (including *inter alia* the names of the persons nominated and elected by the election committee in accordance with section 5.6 above). The notice shall also state that a Full Member entitled to attend and vote is entitled to appoint a proxy (as described in section 12.10 below) to attend and, on a poll, to vote instead of him.

12.4 A Member who wants to submit an issue to the General Meeting shall at least three (3) weeks before such meeting report the issue in question in a written notice to the Board of Directors.

12.5 The Full Members present and entitled to vote at the General Meeting shall choose one of their numbers, by simple majority, to be Chairman of the General Meeting. If no such person is willing to act as Chairman, the Chairman of the Board of Directors shall preside as Chairman of the General Meeting. If the Chairman of the Board of Directors is not present, the Directors present shall choose one of their numbers to be Chairman of the General Meeting.

- 12.6 No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. The General Meeting forms a quorum of more than half of the Full Members of the Association are present. In matters stated in article 12.9 below the General Meeting forms a quorum only if two-thirds of the Full Members of the Association are present. If a quorum is not present or if, during the meeting a quorum ceases to be present, the General Meeting shall be adjourned to such other day and such time and place as the Chairman of the General Meeting may determine.
- 12.7 The decision of the General Meeting is, with the exception of what is stated in article 12.5, 12.8 and 12.9, the opinion that at the General Meeting represents more than half of the attending Full Members or, at equal number of votes, the opinion that is supported by the Chairman of the General Meeting. If the General Meeting is not numerically complete the Full Members voting for the decision shall constitute more than one third of all the Full Members of the Association.
- 12.8 Election of Directors shall be decided by the General Meeting by simple majority or, at equal number of votes, by drawing of lots.
- 12.9 Decisions concerning changes of the bylaws of the Association or the dissolution of the Association require a three-quarter majority of all Full Members attending the General Meeting.
- 12.10 Each Member has the right to attend and speak at the General Meeting. Each Full Member shall have one (1) vote in each matter submitted to a vote by the General Meeting. Each Full Member shall have the right to vote either in person or by an agent authorised by a proxy validly executed by the Full Member. A proxy shall be executed by written authorisations signed by the Full Member, giving the proxy holder the right to vote the vote. The Board of Directors may, however, at its own discretion, decide whether or not electronically submitted proxies shall be accepted. When deciding on this item the Board of Directors shall ensure that the proposed technique can reasonably assure the authenticity of the identity of the person giving the vote.

A proxy holder may represent more than one Full Member.

- 12.11 Minutes shall be kept during the General Meeting. The minutes shall contain the voting list. The minutes shall be signed by the Chairman of the General Meeting
- 12.12 Extraordinary General Meetings shall be held when the Board of Directors so and by two persons who check the minutes. The minutes shall be stored in a considers necessary or when the auditor or two thirds of the Full Members reassuring way at the principal office.
demand that an extraordinary General Meeting shall be held.

13 Working groups

- 13.1 The Board of Directors may at any time, by itself or on proposal from a member, establish working groups. These groups may consist of and be chaired by both Full members and Participant Members. The Board of Directors shall
- (i) approve the information of each working group,
 - (ii) appoint the Chairperson and approve all members of such working group,
 - (iii) determine the scope of work and desired output from each working group, and
 - (iv) review and consider working group output for ratification, as appropriate, as official SIP Forum documentation.
- 13.2 The Board of Directors shall have the authority to dissolve or reorganise a working group.
- 13.3 The Board of Directors may adopt rules and regulations pertaining the conduct of meetings of working groups.
- 13.4 The statements, releases and reports of the working groups shall be approved by the Board of Directors prior to the issuance of any public statement, press release or publication.
- 13.5 Costs and expenses associated with the activities of a working group shall be borne by the Association, unless otherwise determined by the Board of Directors. Working groups shall provide the Managing Director with an annual fiscal plan that indicates the costs the working group expects to incur in the execution of its

functions for the forthcoming fiscal year. The Managing Director shall accumulate these, and present them to the Board for approval. On approval, the working groups can fund their operations within these budgetary limits. The actual activities may be slightly different than those planned, as long as the costs remain within the budgeted limit. If the working group requires a variance from these limits, excess cost expenditures must be pre-approved by the Managing Director. The Managing Director shall have authority to approve these within outer bounds specified by the Board of Directors from time to time.

The costs and expenses incurred by Members in attending and participating in working group meetings or other activities shall be borne by the Members participating, unless otherwise approved by the Managing Director.

Working groups may, at their own election and with the approval of the Managing Director, undertake activities that the working group members may choose to pay for in proportions agreed on by the working group members. However, in no case will a member ever be required to pay for such activities or to participate in all working groups meetings; all such extra cost activities shall be paid for by working group members at their own election.

14 Intellectual Property Rights (IPR)

- 14.1 The Association may on a non-profit level own IPR and may be engaged in any business that creates IPR. Any IPR that might arise, or have arisen, from any co-operation between individual Members shall be the sole responsibility of such Members. The Association shall be entitled to use and make public all documents, literature, and material that have been produced through the Association or have been produced by a Member and furnished to the Association by that Member.
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