

Articles of Association

Chapter I Name, Domicile, Definitions, Objectives, Funding

Article 1. Name and Seat. Offices.

Under the name "DECT Forum" an association exists that is governed by these Articles of Association, any regulations promulgated hereunder and by Articles 60-79 of the Swiss Civil Code. The Association has its seat in Berne (Switzerland); it may have other offices in countries outside Switzerland as well.

Article 2. Definitions

1. In these Articles of Association (the "Articles"):

"Act"	means the Swiss Civil Code, in particular Articles 60 - 79 thereof;
"Affiliate" of a Member	means (i) an entity directly or indirectly controlling, controlled by or under common control with such Member or (ii) an entity owning or controlling 50% or more of the outstanding voting securities of such Member. For these purposes "control" means the possession, direct or indirect, of the power to direct, or cause the direction of the management and policies of, an entity, whether through the ownership of voting securities, by contract or otherwise;
"Annual Meeting"	Means the yearly ordinary General Assembly as referred to in Article 9;
"Annual Membership Fee"	means the annual contributions which must be paid by all Full Members;
"Associated Member"	means every legal entity supporting DECT that is accepted as a member of the Association in accordance with Article 6 para 3 and 4 and participating in the funding of the Association;
"Association"	means the DECT Forum association;
"Chairperson" and "Deputy-Chairperson"	means the chairperson and deputy-chairperson respectively of the Association as referred to in Article 17 and 18;
"DECT" / "DECT standard"	means the Digital Enhanced Cordless Telecommunication system based on a set of standards as defined by the ETSI ("European Technical Standards Institute") technical specifications together with other relevant documents and derivations therefrom;

"DECT Forum Board"	means the executive committee of the Association as referred to in Article 14 through 16;
"Full Member"	means legal entity supporting DECT that is accepted as member of the Association in accordance with Article 6 para 1 and 2 and participating in the funding of the Association;
"General Assembly"	means the body of the Association formed by the Members as well as the meeting of the Members;
"Local DECT Forum"	means a group established pursuant to Article 16 para 2 sub i to adopt and implement the DECT Forum strategy in a specific country or geographical area;
"Member"	means every Full or Associated Member;
"Permanent Secretariat"	means the permanent secretariat of the Association as referred to in Article 19;
"Trade Marks"	means any and all trade marks, in particular the trade marks "DECT Forum" (word mark) and/or "DECT Forum" (descriptive mark), the Association may own in the future;
"Working Group"	means an ad hoc group established pursuant to Article 16 para 2 sub i to address specific DECT related issues.

2. Expressions referring to writing shall, unless otherwise specified, be construed as including references to printing (fax, telex, photocopy) and any other modes of representing or reproducing words in a visible form.
3. Unless otherwise specified, words or expressions contained in these Articles shall bear the same meaning as in the Act in force at the date at which these Articles become binding on the Association.

Article 3. Objectives

1. The Association is non-profit oriented and shall have as its objective the promotion and evolution of DECT as the worldwide preferred cordless telecommunication standard.
2. This objective shall be accomplished through:
 - a. promoting and ensuring awareness of the DECT advantages and benefits to telecommunication users, operators, manufacturers and regulators;
 - b. convincing the telecommunication regulators to grant spectrum for the DECT standard and technology;
 - c. acting towards European and non-European institutions to support the DECT standard and technology internationally;
 - d. organizing and supporting local DECT related activities on a worldwide basis;

- e. managing technical standards in full collaboration with existing institutions;
 - f. securing DECT long term evolution (UMTS, IMT 2000);
 - g. promoting and demonstrating:
 - the interoperability of DECT equipment (networks, systems, terminals, etc);
 - the interoperability between DECT and other telecommunication standards (e.g. GSM, ISDN);
 - the competitiveness of DECT in public applications; and
 - h. providing a platform to discuss and exchange experience with the DECT standard between telecommunication operators, manufacturers, users, regulators and other interested parties.
3. All Objectives of the DECT Forum and its operations shall be built on an open and non-discriminatory basis.

Article 4. Funds

1. The funds of the Association shall consist of the Annual Membership Fees, grants, gifts and other benefits.
2. The income and property of the Association, whensoever derived, shall be applied solely for the promotion of the objectives of the Association as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit, to the Members, provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member.

Chapter II Membership

Article 5. Membership Categories

The Association shall have the following categories of Members:

- (i) Full Members
- (ii) Associated Members.

Article 6. Admittance to Membership

Full Member

1. Every legal entity supporting DECT can, subject to admittance pursuant to para 2 of this Article 6, become a Full Member of the Association, provided, however, an Affiliate of legal entity is not already a Member at the time of application.
2. Applications for full membership shall be submitted in writing to the Permanent Secretariat who, upon verifying their completeness, shall forward such applica-

tions to the DECT Forum Board. The DECT Forum Board shall, upon receipt of a certificate of acceptance of the Articles and such other documents as it may reasonably require, approve or dismiss the application. Admission as a Full Member shall become effective only upon receipt by the Association of one Annual Membership Fee from the applicant.

Associated Member

3. Every legal entity supporting DECT can, subject to admittance pursuant to para 4 of this Article 6, become an Associated Member of the Association, provided, an Affiliate of legal entity is not already a Member at the time of application.
4. Applications for associated membership shall be submitted in writing to the Permanent Secretariat who, upon verifying their completeness, shall forward such applications to the DECT Forum Board. The DECT Forum Board shall, upon receipt of a certificate of acceptance of the Articles and such other documents as it may reasonably require, approve or dismiss the application. Admission as a Associated Member shall become effective only upon receipt by the Association of one Annual Membership Fee from the applicant.
5. Associated Members shall not have the right to attend Working Group or Local DECT Forum meetings without having been invited to do so by the DECT Forum Board.

Article 7. Termination of Membership

General

1. The membership terminates in the event of:
 - a. resignation of the Member;
 - b. expulsion by the DECT Forum Board.
2. In case of non-payment of the Annual Membership Fee by a Full or Associated Member, the Association's remedy shall be expulsion by the DECT Forum Board.
3. In the event of termination of membership for whatever reason:
 - a. a Member shall be obligated to pay to the Association any financial contribution which the Member was obligated to pay before the membership was terminated; and
 - b. a Member shall not be entitled to damages in respect of any loss or damage caused to it by such termination.

Resignation

4. a. Resignation of a Member may only take place at the end of a financial year (as defined in Article 20) and with due observance of a term of notice of 90 days.
- b. In case of resignation contrary to the preceding paragraph, the membership will end at the earliest date allowed following the day on which notice was given.

- c. A Member may not, by resigning from its membership, withdraw itself from a resolution whereby rights and obligations of a financial nature of the Members are changed.

Expulsion

5. a. Expulsion may only be pronounced if a Member acts contrary to the Articles, or any regulations or resolutions of the Association, or injures the Association in an unreasonable manner.
 - b. The Member to be expelled shall have the right to defend its position at (or write to the Permanent Secretariat prior to) the DECT Forum Board meeting at which an expulsion proposal is tabled. At least 30 days' prior written notice of such meeting, with proof of posting and receipt, shall be given by the Permanent Secretariat to such Member. The written notice shall include a statement of the reasons given for the expulsion proposal.
 - c. Should the Member remedy the purported breach of the Articles, the regulations or resolutions of the Association or the injury caused to the Association within the 30 day period pursuant to the preceding paragraph, such Member shall not be expelled unless the Association cannot reasonably be expected to let the membership continue.
 - d. A resolution by the DECT Forum Board to expel a Member may be taken with a two third majority of the Board members present. Any member of the DECT Forum Board being an employee of such Member shall not have the right to vote upon the proposed expulsion. The Member shall be notified of the decision by registered mail.
 - e. The date on which membership ends shall be determined by the DECT Forum Board.

Chapter III Organization

Article 8. Basic Organization

The governing bodies of the Association are:

- A. General Assembly;
- B. DECT Forum Board;
- C. Chairperson and Deputy-Chairperson;
- D. Permanent Secretariat.

A. GENERAL ASSEMBLY

Article 9. General Provisions

1. General Assemblies of the Association shall be held at the date and place as decided by the preceding General Assembly. In the event the General Assembly has not so decided, the next General Assembly shall be held at the date and place the Chairperson deems appropriate.

2. Subject to para 1, the Association shall, within six months after the beginning of each calendar year (unless this period has been extended by the General Assembly), hold a General Assembly as its Annual Meeting in addition to any other meeting (the latter hereinafter the "Extraordinary General Assembly") in that year, and shall specify the Annual Meeting as such in the notices calling it.
3. The DECT Forum Board may, whenever it deems appropriate, convene an Extraordinary General Assembly. An Extraordinary General Assembly shall also be convened on request of not less than one-fifth of all Members.
4. All Members have the right to attend General Assemblies. The auditor as referred to in Article 25 shall be invited to attend the Annual Meeting whenever the DECT Forum Board or not less than seven Full Members deem such necessary.
5. All travel, hotel and other expenses incurred by a Member's representative in connection with his or her attendance at General Assemblies, DECT Forum Board, Working Group or Local DECT Forum meetings, or otherwise in connection with the Association, shall be paid by the relevant Member.

Article 10. Notice of General Assemblies

General Assemblies shall be called by at least 20 days' written notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the General Assembly. The notice shall furthermore announce the business to be dealt with, the agenda and, in the case of special business, the general nature of that business. The notice shall be given to the persons as referred to in Article 28.

Article 11. Proceedings at General Assemblies. Quorum

1. No business shall be transacted at any General Assembly unless a quorum of Full Members is present at the time when the General Assembly proceeds to business. Save as herein otherwise provided, a General Assembly shall achieve a quorum when at least 30% of the total number of Full Members is present.
2. Unless otherwise provided by these Articles, all resolutions of the General Assembly shall be adopted by a simple majority of the votes actually cast.
3. Except as provided in para 1 of Article 29 – 31, resolutions of the General Assembly may be adopted by written procedure. Para 1 and 2 of this Article 11 shall apply accordingly.

Article 12. Votes of Members

1. Each Full Member shall have one vote.
2. Associated Members shall not have any voting rights.
3. An abstention, blank or spoilt vote shall not invalidate a vote or poll and shall not be counted in the result of such vote or poll.

Article 13. Powers of the General Assembly

1. All the powers in the Association which have not been entrusted to the DECT Forum Board or any other body of the Association by the Act or by these Articles shall be vested in the General Assembly.
2. The particular functions of the General Assembly shall be the following:
 - a. the definition of the general policy of the Association;
 - b. the approval of the generic work program of the Association;
 - c. the amendment of the Articles and the dissolution of the Association;
 - d. the adoption and amendment of regulations, which shall not be contrary to the Articles;
 - e. the suspension and dismissal of members of the DECT Forum Board;
 - f. the appointment of an auditor;
 - g. the approval of the budget, including the Annual Membership Fee, and any modifications or amendments to the budget; and
 - h. the approval of the accounts and the annual report of the DECT Forum Board.
3. Resolutions on the matters specified in para 2 of this Article 13 can only be taken with a majority of not less than two thirds of the total votes actually cast.

B. DECT FORUM BOARD

Article 14. Composition, Election, Termination

1. There shall be a DECT Forum Board consisting of at least two natural persons (including the Chairperson and the Deputy-Chairperson).

Except as provided in para 5 of this Article 14, the members of the DECT Forum Board shall be appointed by the General Assembly.
2. Only an employee of a Full Member can be appointed as a member of the DECT Forum Board. Each member of the DECT Forum Board shall be an employee of a different Full Member.
3. Each member of the DECT Forum Board, also when appointed for a certain time, may be dismissed or suspended by the General Assembly at any time. Any suspension which is not followed by a resolution to dismiss within three months, shall end by the lapse of that term.
4. The term of office of each member of the DECT Forum Board shall be two years with the possibility of re-appointment for additional terms.
5. Membership of the DECT Forum Board shall end:

- a. by lapse of the respective member's term, unless re-appointed for an additional term;
 - b. by termination or relegation of the membership in the Association by the Full Member of which the member of the DECT Forum Board is a representative;
 - c. by resignation;
 - d. by termination of the employment contract between the member of the DECT Forum Board and the represented Full Member.
6. In all cases of premature vacancy due to an event other than para 5 sub b of this Article 14, the Full Member of which the leaving member of the DECT Forum Board was a representative shall appoint an interim member of the DECT Forum Board for the rest of the leaving member's term. In case of para 5 sub b the General Assembly shall appoint an interim member of the DECT Forum Board. At the end of the interim term the interim member may be appointed as ordinary member of the DECT Forum Board by the General Assembly for additional terms.

Article 15. Casting of Resolutions

- 1. Unless otherwise provided by these Articles, the DECT Forum Board shall have a quorum when at least half of its elected but at least two members are present.
- 2. Each member of the DECT Forum Board shall have one vote.
- 3. Unless otherwise provided by these Articles, resolutions of the DECT Forum Board shall be passed by simple majority vote of the members present. In case of a tie-vote, the Chairperson shall have the casting vote.
- 4. Resolutions of the DECT Forum Board may be adopted by a written procedure, para 1 – 3 of this Article 15 shall apply accordingly.

Article 16. Powers and Duties of the DECT Forum Board

- 1. The DECT Forum Board shall be charged, in cooperation with the Permanent Secretariat, with the management of the Association, subject to the limitations of the law and these Articles.
- 2. The particular functions of the DECT Forum Board shall be the following:
 - a. taking of any action within the scope of the objectives of the Association and the budget as approved by the General Assembly, deciding on, and controlling of, specific budgets;
 - b. approving common positions which are to be issued by the Association;
 - c. determining the need for cooperation agreements with third parties, if necessary establishing of a Working Group for the negotiation of such agreements and, subject to prior approval of the General Assembly, entering into such agreements;
 - d. approving or dismissing applications for membership;
 - e. expelling Members or relegating Full Members in accordance with Article 7;

- f. preparing the Annual Budget;
 - g. adopting the financial procedures;
 - h. establishing the Permanent Secretariat;
 - i. establishing or abolishing of Working Groups and Local DECT Forum, appointing of the chairpersons of such groups, approving of their terms of reference and rules of procedure and resolving of disputes within and between such groups;
 - j. inviting Associated Members to attend Working Group and Local DECT Forum meetings;
 - k. inviting individuals or legal entities to attend General Assembly, Working Group, and Local DECT Forum meetings;
 - l. approving common software standards for the purpose of all communications and the processing and storage of all documents relating to the Association;
 - m. establishing programmes to the benefit of the DECT community as a whole;
 - n. license the use of Trade Marks and Trade Names; and
 - o. carrying out any other business assigned by the General Assembly.
4. The Association shall be represented:
- a. either by the DECT Forum Board in corpora;
 - b. or by the Chairperson or the Deputy-Chairperson acting together with another authorized signatory of the Association;
 - c. or by such authorized signatories as appointed by the DECT Forum Board, provided that no such person shall be authorized to act with single signatory power for the Association unless determined otherwise by the General Assembly.

C. CHAIRPERSON AND DEPUTY-CHAIRPERSON

Article 17. Composition, Election, Termination

1. The Chairperson and the Deputy-Chairperson shall be appointed in their function by the DECT Forum Board out of the members of the DECT Forum Board for a term of two years. The Chairperson and the Deputy-Chairperson shall be appointed by a two third majority of the Board members present.
2. The Chairperson and the Deputy-Chairperson, also when appointed for a certain time, may be dismissed or suspended by the DECT Forum Board at any time by a two third majority of the Board members present. Any suspension which is not followed by a resolution to dismiss within three months, shall end by the lapse of that term.
3. In case the Chairperson's or the Deputy-Chairperson's membership of the DECT Forum Board ends for whatever reason, a new Chairperson or Deputy-

Chairperson, as the case may be, shall be appointed pursuant to para 1 of this Article 17.

Article 18. Powers and Duties of the Chairperson and Deputy-Chairperson

1. The Chairperson shall have the following powers and duties:
 - a. preparing of the agenda for, and organizing of, the General Assemblies and meetings of the DECT Forum Board;
 - b. presiding over the meetings of the General Assemblies and the DECT Forum Board;
 - c. implementing of the resolutions passed by the General Assembly and the DECT Forum Board; and
 - d. representing the Association.
2. The Deputy-Chairperson shall have the following powers and duties:
 - a. assisting the Chairperson in its functions; and
 - b. representing the Chairperson in case of necessity.

D. PERMANENT SECRETARIAT

Article 19. Establishment / Power and Duties

1. The DECT Forum Board shall establish a Permanent Secretariat.
2. The Permanent Secretariat shall manage and organize the activities of the Association in accordance with the Act, the Articles as well as the regulations and resolutions adopted by the General Assembly and the DECT Forum Board.

Chapter IV

Financial Matters and Reporting

Article 20. Financial Year

The financial year shall run from the first of January up to and including the thirty-first of December.

Article 21. Annual Budget

1. The Annual Budget shall be approved annually by the General Assembly in the Annual Meeting.
2. The Annual Budget shall be in such format and shall include such detail as may be required by the General Assembly.
3. The DECT Forum Board shall inform the General Assembly of any foreseeable shortfall in respect of the budgeted expenditure.

Any shortfall in respect of budgeted expenditure that arises during a financial year because of additional expenditure previously approved by the General Assembly or because of the failure of one or more Full Members to pay its or their Annual Membership Fee shall, at the discretion of the General Assembly, be levied by the Permanent Secretariat on the Full Members during the financial year in which it occurs or be financed out of the capital (if any) of the Association. Any other shortfall may not be levied on the members

In the event that at the year-end a credit balance remains in the accounts it may be credited against Full Members' contributions for the following year in such manner as may be determined by the General Assembly.

4. All financial transactions shall be transacted in Swiss Francs. Furthermore, all financial matters shall be carried out in accordance with financial procedures adopted by the DECT Forum Board.

Article 22. Annual Membership Fee

1. Annual Membership fees shall be 16'900 Swiss Francs for Full Members and 2'000 Swiss Francs for Associated Members.
2. Any new Full Member shall pay a full Annual Membership Fee at the time of admission independent of when such Full Member is admitted. However, such Full Member's next Annual Membership Fee shall be reduced in proportion to the membership period in the first year.
3. Any new Associated Member shall pay a full Annual Membership Fee at the time of Admission independently of when such Associated Member is admitted.

Article 23. Exclusion of Personal Liability

The liabilities and obligations of the Association may be enforced against its assets only, and no Member shall have any individual liability for any liabilities or obligations of the Association. The Member's liability vis-à-vis the Association is limited to the payment of its Annual Membership Fee and such payment (if any) as decided by the General Assembly pursuant to para 3 of Article 21.

Article 24. Annual Report

1. Notwithstanding any other legal obligations, the DECT Forum Board shall be obligated to keep sufficient records in respect of the financial position and all activities - in accordance with the requirements arising from these activities - of the Association and to store the relating documents hereto in such manner that the rights and obligations of the Association can be known out of it at all times.
2. At the Annual Meeting the DECT Forum Board shall submit an annual report on the course of business of the Association and on the policy conducted. It shall submit the balance sheet and the statement of income and expenditure with notes for the approval of the General Assembly. The DECT Forum Board shall also submit the report of the auditor as referred to in Article 25. After expiration of such period any Full Member may commence proceedings against all members of the DECT Forum Board for the enforcement of these obligations.
3. Notwithstanding any other legal obligations, the DECT Forum Board shall be obligated to keep the records referred to in the para 1 and 2 of this Article 24 for a period of ten years.

Article 25. Auditor

1. The General Assembly shall elect an auditor for a term of two years which may be re-elected for additional terms.
2. If the General Assembly fails to elect an auditor, the DECT Forum Board shall appoint an auditor. The appointment may at all times be revoked by the General Assembly.
3. The auditor shall audit the balance sheet and the statement of income and expenditure of the Association and produce a written report on its audit examination to the DECT Forum Board.

Chapter V

General Provisions

Article 26. Trade Marks and Trade Names

1. The DECT Forum will register Trade Marks which it may license to Members and Non-members for use in accordance with the regulations on Trade Marks. The regulations on Trade Marks, and any modifications thereto, as adopted in accordance with Article 31, shall be binding upon all Members.

Each Full Member is, upon the effectiveness of its membership, granted a non-exclusive license to use the "DECT Forum" logo in accordance with said regulations.

2. Except as otherwise provided for in these Articles, nothing within these Articles shall confer on the Association or any Member the right to use any other Member's trademark, tradename or other designation without such other Member's prior written approval.
3. The Association shall have the right to include each Member's name in a Members' list to be set up by the Permanent Secretariat, which list may be used by the Association for promotion, and other purposes within the scope of the objectives of the Association, and may be publicly distributed by any Member.

Article 27. Publicity and Confidentiality

1. No Member shall make any statement to the general public or the media pertaining to the Association or the work performed thereunder unless such statement has been approved by the DECT Forum Board.
2. Any confidential information provided by a Member to the Association and/or other Members within the context of the Association shall be kept strictly confidential and shall be used for the sole purpose of, and only to the extent necessary for, participating in the Association, its Working Groups or Local DECT Forum.

Article 28. Notices

1. A notice pursuant to the Articles shall be in writing and may be given by the Association to any Member either personally or by sending it by post, by facsimile or by electronic mail to the Member's registered address or principal place of business as last notified to the Permanent Secretariat, unless otherwise pro-

vided by these Articles. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 96 hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post. Where notice is served by facsimile or by electronic mail it shall be deemed to have been received on the day following the day on which it was transmitted.

2. Notice of every General Assembly shall be given in any manner herein before authorized to:
 - a. every Member; and
 - b. the members of the DECT Forum Board.

No other person shall be entitled as of right to receive notices of General Assemblies.

Article 29. Amendment of the Articles of Association

1. The Articles may be amended only by a resolution of the General Assembly which has been convened with the statement that an amendment of the Articles will be proposed in that meeting. Such resolution may not be taken by way of a written procedure.
2. Those who have convened the General Assembly to discuss a motion to amend the Articles shall ensure that, at least 20 days before the meeting, a copy of such motion containing the verbatim text of the proposed amendment has been received by all Members and the Permanent Secretariat for inspection by the Members until the end of the day immediately preceding the day on which the meeting is held.
3. An amendment of the Articles shall become effective upon a resolution adopted in accordance with the previous para 1 and 3.

Article 30. Dissolution

1. The Association may be dissolved by a resolution of the General Assembly. The provisions of the para 1, 2 and 3 of Article 29 shall apply accordingly.
2. The balance remaining after liquidation shall be divided among those who were Members at the time when the resolution to dissolve was adopted. Each of them shall receive an share related to the fee for the respective Member category. However, the resolution to dissolve may also specify another destination for the balance.

Article 31. Regulations

1. The General Assembly may adopt regulations. The provisions of para 1, 2 and 3 of Article 29 shall apply accordingly.
2. The regulations shall not be contrary to the Articles. In case of a conflict these Articles shall prevail.

Article 32. Language

English shall be the working language of the Association.

Article 33. Governing Law – Disputes

1. The Articles and all regulations promulgated thereunder shall be governed by the substantive laws of Switzerland.
2. Any and all disputes between the Association and its Members or among the Members arising out of, or in connection with, the Articles or any regulations promulgated thereunder, which cannot be resolved by friendly settlement, shall be settled in accordance with the Rules of the International Chamber of Commerce by three arbitrators. The place of arbitration shall be Berne. The arbitral proceedings shall be conducted in the English language.
3. The decision of the arbitral tribunal shall be final and binding and the parties waive all challenge of the award in accordance with Article 192 of the Swiss Private International Law Statute.

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Paris, 9th January 1997

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Munich, 13th October 1998

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Zurich, 24th April 2001