



MEF: Objectives and Rules & Procedures

The MEF is an open, non-exclusive, not-for-profit organization whose objective is to further the growth and prosperity of the mobile entertainment industry. It is a global trade association representing all participants in the mobile entertainment value chain interested in driving the industry's evolution and commercial potential through collaboration, consultation and promotional activities.

MEF achieves its objectives through initiatives that address issues of common interest to segments of the industry. These initiatives bring together mobile entertainment leaders to collectively progress industry opportunities, track trends and tackle industry challenges.

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I. Objectives

The Objectives of MEF are:

- To facilitate the development of mutual comprehension, collaboration and business development within and between the mobile telecommunications and entertainment industries specifically by providing a context for networking and collaboration.
- To create opportunities for trade development for the mobile entertainment industry across the value chain and between regions.
- To enhance consumer confidence in mobile entertainment through the active support of good regulation and self-regulation, public information and appropriate public relations.
- To promote the awareness, profile and prestige of the mobile entertainment industry through the provision of industry intelligence and educational materials, effective marketing and the creation of events.
- To contribute to the resolution of issues challenging the industry as a whole through the development of common positions and coordinated responses.
- To provide added value to all members in the marketing, commercial and regulatory areas, and the technical area where other bodies do not do so.

II. Rules and Procedures

1. Organizational Structure

The MEF is comprised of two main bodies: a General Assembly (*see section 1.1*) which serves as its legislative body and a democratically elected Board of Directors (“Board”) (*see section 1.2*) which executes its policies.

Members of the General Assembly participate in the initiatives agreed upon by MEF and activities that advance the agenda of the organisation. The Board Committees (*see section 1.2.6*) and an Executive Director (*see section 1.3*) handle the day-to-day operations of the organisation and regularly report to the Board.

The Board comprises of a Chairperson (*see section 1.2.1*), a vice-Chairperson, and members of the Board.

1.1 General Assembly

1.1.1 Membership of the General Assembly

The General Assembly is comprised of all full members of MEF, as determined by the criteria in section 2.

1.1.2 Powers of the General Assembly

The General Assembly’s powers include:

- Electing Board Members and Chairpersons of the Board
- Approving MEF’s budget and accounts
- Appointing MEF’s directors
- Altering the size of the Board (provided that it does not drop below 5 members, or exceed 11 members)
- Approving changes to the Rules and Procedures
- Approving the establishment of subsidiaries and affiliates
- Approving membership fees

1.1.3 Meetings of the General Assembly

The General Assembly may be convened at any time by majority decision of the Board. At least 45 calendar days notice shall be given to members, by email and any other means. The General Assembly shall meet at least once a year, during the month of June, for its Annual General Meeting. The agenda of the Annual General Meeting shall include at a minimum:

- presentation of audited accounts for the prior financial year to 31st March
- presentation of the operating budget for the current year from 1st July

1.1.4 Voting Procedures of the General Assembly

- Each full member has one vote in the General Assembly
- A quorum shall require the presence of 1/3 of members
- Decisions are taken by a majority vote
- Amendments to Rules & Procedures require a 2/3 majority of votes
- Expulsion of a member not in default of fees requires 2/3 majority vote
- A unanimous vote is necessary in order to amend the membership contract
- By decision of the Board, a distance votes on an issue, which may neither include the election of the Board nor the amendment of the membership contract, may be undertaken by email. A minimum of 14 calendar days shall be permitted for response.

1.2 Board of Directors

The Board of Directors will consist of no less than 5 members and no more than 11 members, each with one vote.

1.2.1 Chairperson and Vice-Chairperson

- The Board is run by a Chairperson and a Vice-Chairperson, both elected by the Board.
- The Chairperson calls and presides over the meeting of the Board, while the Vice-Chairperson serves as an alternate.

The Board's duties and powers shall include:

- Electing its Chairperson and Vice Chairperson
- Removal, at the Board's discretion, of a Board Director who does not attend nor deputize an alternate to attend three Board meetings consecutively
- Removal, at the Board's discretion, of a Board Director whose affiliated company ceases to be a member of MEF for any reason
- Creating and terminating Board Committees
- Creating and terminating Initiatives (*see section 1.4*)
- Appointing and removing Chairpersons of Board committees and Initiatives
- Approving all contracts with a total value greater than £5,000.
- Approving contracts for 'strategic partnerships' for high-calibre companies, organizations or individuals who provide essential external services for achieving MEF's objectives
- Approving such financial operating procedures as shall be recommended by the Finance Committee
- Proposing membership fees to the General Assembly
- Liaising with other trade associations, forums of standard bodies
- Preparing MEF's budget for approval by the General Assembly
- Oversight of MEF's incomes and expenditures, to ensure consistency with the budget and the solvency of MEF
- Appointing professional advisers for MEF based upon a competitive process.
- Hiring staff for MEF
- Approving all material and information published by MEF or under MEF's name
- Delegation of authority for any of its powers to specific Board committees or Initiatives for a determinate period of time
- Delegation of authority to a Board Director or Head of Initiative to represent policy or speak on MEF's behalf on a specific area or topic for a specific period of time
- Approving proposals from the Executive Director and/or a Board committee for the use either wholly or partially by third parties of MEF's Trademark
- Monitoring expenditures and budget

1.2.2 Formation and Election of the Board of Directors

- The MEF General Assembly and board elections will take place parallel to the MEM show in June each year.
- Once elected, Board Directors shall serve for a two-year term.
- Board appointments shall be so scheduled that approximately half the Board shall be subject to re-election each year.
- Board elections shall take place according to the procedures in Appendix A
- Under the founding statute of MEF, the Founding Directors shall have permanent observer status on the Board. The Founding Statute and a list of the Founding Directors are in Appendix B
- The Chairperson and Vice-Chairperson(s) of the Board shall be elected by the members of the Board immediately after each Board election.
- The Board may elect dual Vice-Chairpersons provided there is a clearly established delineation of responsibilities.
- The Chairpersons of the Regional Branches shall be entitled to a seat on the Board of MEF, without election by the General Assembly

1.2.3 Board Director Replacements

1.2.3.1 Regular Board Directors

If a board director leaves member company:

- The company has 30 days to designate a replacement, subject to board approval, and the new candidate serves for the remainder of the term

If a member company requests their board representative resign without offering a replacement or ceases to be a member, **either**,

- The seat can be left vacant until next election, **or**,
- The seat can be offered to the candidate with next highest number of votes who will then serve only until the next election (rather than for the remainder of a two year term).

1.2.3.2 Board Directors with Special Roles

If a board director leaves a member company:

- The company has 30 days to designate a replacement
- The Board can approve the new candidate or allow the previous candidate to continue to serve until the next election

If a member company requests their board representative resign without offering a replacement or ceases to be a member:

- The seat can be left vacant until next election, **or**,
- The Board can select a candidate from the prior election

In such cases, Special Roles previously fulfilled by the relevant individual are to be reassigned by the Board to incumbent Directors.

*All local chapter appointments are subject to ratification by the Global Board.

**A board replacement or Special Advisor must ensure his company is a full MEF member in good standing or join within 30 days.

1.2.4 Procedures of the Board

Subject to the provisions of section 1.2 of this document, the Board may set its own procedures as it may from time to time see fit.

1.2.5 Voting Procedures

- The Board will vote on all issues by a simple majority
- In the case of a tie, the vote of the person acting as chairperson shall serve as a tie-breaker.
- In the case of in-person or telephonic Board meetings, votes shall be taken amongst those present.
- Directors who are not present may issue alternates or attending directors with proxies to vote on their behalf.
- Distance voting shall be permitted at the discretion of the Chairman, by means of email ballots amongst all Directors. A minimum of 48 hours shall be allowed for Directors to respond to such email ballots. At the Chairman's discretion, silence may be taken as assent.

1.2.6 Board Committees

The Board may establish such committees as it requires, chosen from amongst its members, with membership selection by vote of all Directors if there are more nominees than positions.

Notwithstanding the foregoing, the Board has an obligation to maintain a permanent Finance and Compensation Committee and a permanent Marcoms committee.

1.2.6.1 The Finance and Compensation Committee shall be comprised of at least three Board members, and shall be responsible for:

1. Developing and proposing to the Board the annual MEF budget
2. Monthly review of income
3. Monthly review of costs
4. Monthly review of expenses
5. Selection and oversight of professional advisors for Accounting & Auditing
6. Review and approval of all contracts prior to signature
7. Definition of the financial control procedures for MEF
8. Determining the compensation of the Executive Director
9. Approving the remuneration of all employees of MEF, prior to an offer of employment or of a change in remuneration terms being made to the individual concerned.

1.2.6.2 The Marcoms Committee shall be comprised of at least three Board members, and shall be responsible for the management of MEF brand in its area of competence, the promotion and oversight of flagship events relying primarily on the MEF brand, and the performance of MEF in delivering scalable marketing benefits to the totality of MEF members. Its specific responsibilities shall be:

1. To ensure that internal and external communication tools are being used to create scalable membership benefits, enhance the MEF brand and raise awareness of the Mobile Entertainment industry, and to report on such benefits to the Board on a quarterly basis.
2. To ensure that events are correctly prioritized, planned and executed according to the following criteria:
 - a) Widest possible participation by MEF's membership
 - b) Creation of significant value for MEF members
 - c) Coherence and rational scheduling of any event bearing the MEF brand
 - d) Clarity of lines of communication between members, events promoters and MEF, and in particular that all decisions and communications are subject to the oversight of the Committee
 - e) The most favorable terms are obtained from the organizers of events bearing the MEF brand
 - f) An event for each MEF Region shall be held at least annually
3. To ensure the competence and coherence of MEF's Public Relations (PR) activities, and in particular:
 - a) The definition of the PR strategy for MEF
 - b) The approval for submission to the Board of all press releases
 - c) The choice and performance review of advertising and PR agencies
4. To ensure that the integrity of the MEF brand is protected and enhanced, through the establishment of policies regarding the definition and use of MEF Branding and approval of all applications to license the brand.
5. To ensure the Annual MEF Awards take place and are successfully administered, and in particular:
 - a) Setting the Rules and Procedures of the Awards process
 - b) Identifying categories and criteria for the Awards
 - c) Researching and nominating the winners of a Board Special Recognition Awards, for decision by the Board of Directors

1.3 Executive Director

An Executive Director will execute the Board's plans and oversee the Board's budget.

1.4 Initiatives

- Initiatives address specific issues, topics or areas which are of interest to members of MEF
- Any Full member of MEF may propose a topic for an initiative to the Board. The Board shall approve an initiative if it is likely to provide value to MEF members and to:
 - enhance the growth and/or prosperity and/or reputation of the industry or
 - enhance the MEF brand
- The Board shall decide upon whether to undertake the initiative on the basis of:
 - Scope
 - Relevance to MEF
 - Feasibility
 - Level of MEF resources required relative to their availability and other priorities
 - Commitments of support by at least 3 MEF members
 - Openness and utility to the MEF membership
 - Availability of a Board member as sponsor
- Each Initiative is chaired by an individual, employed by a MEF Member and approved by the Board
- Each Initiative shall be represented to the Board by a sponsoring Board Director
- Individuals may represent themselves as Heads of Initiatives only once the Initiative and their leadership of it has been approved by the Board.
- Initiative outputs, including but not limited to white papers, press releases and position documents, are subject to the approval of the Board
- Initiative outputs may be offered for Board approval by the Head of Initiative if it has the support of 2/3 of the initiative participants
- The MEF Board will undertake a twice-yearly review of existing MEF initiatives to ensure their relevance and merit in meeting MEF's mission. The Board has the right to prioritize initiatives and reallocate resources, as well as terminate them, as required.

1.5 Regional Branches

MEF shall be permitted to establish Regional Branches. In total, the number of Regional Branches shall not exceed five (5).

Regional Branches shall:

- Be constituted as not-for-profit organisations in their local jurisdictions, and shall be wholly owned by the MfEF Limited.
- Operate under precisely the same rules and procedures as are set out in this document, applied to the local membership and Regional Branch Board of Directors.
- once fully constituted, hold their Annual General Meetings and election of Regional Chairperson under circumstances most likely to favor the widest possible participation by Branch members, and preferably in coincidence with the Branch Annual Event
- Receive as income a proportion of membership dues and other income arising in their region as shall be determined from time to time by the Board of MEF in consultation with the Finance Committee of the Region, on the basis of where the added value activities in the Region are being administered and executed.
- Be subject to the ultimate financial authority of the MEF Limited.
- Subject all their financial procedures to the approval of the MEF Finance Committee and Board
- Be entitled to appoint local General Secretaries, who shall serve the Regional Branch Board and Chair and shall report to the Executive Director.

1.5.1 Interim Procedures during Establishment

- During the process of establishment, interim Regional Branches shall be temporarily entitled to operate locally in breach of some or all of the Rules and Procedures for a period not exceeding 6 months from the decision to recognise an Interim (founding) Chairperson by the Board of MEF Limited.
- The establishment of an Interim Board shall be a necessary step to recognition as a MEF Regional Branch. Interim Boards must be composed solely of Full members of MEF.
- Until the Board of MEF Limited has recognised a MEF Regional Branch, the interim Branch may not independently receive funds nor enter into any financial commitment without the express written approval of the Finance Committee of MEF Limited. Furthermore, it may not enter into any contractual commitments concerning marketing nor actions affecting the brand without the express written approval of the Marcoms Committee of MEF Limited.
- In the event that the Board of MEF Limited does not recognise a Regional Branch within the period of 6 months following the constitution of the interim Regional Branch, neither the Interim Chairperson nor any member of the Interim Board shall no longer be entitled to present themselves as officers of MEF.

1.6 Special Titles

1.6.1 Emeritus Titles

- MEF recognises 'emeritus titles.' Such titles shall be granted to former Directors of MEF or its regional chapters who have made an outstanding contribution and desire to continue to contribute in a personal capacity.
- An 'emeritus title' may be a:
 - a. Founding Director
 - b. Former Chairperson or Vice-Chairperson of MEF Global or its Regional Branches, or a member of an interim Board, nominated by a decision of the Global Board.
- The initial appointment of an 'emeritus title' shall be subject to the approval of the AGM and shall be renewed on an annual basis by a decision of the MEF Global Board. The nomination of a candidate shall include the specific title to be awarded an 'emeritus title.'
- The 'emeritus title' shall have the right to speak on behalf of MEF (in accordance with MEF policies and guidelines) and to represent MEF at selected industry events (as approved by Marcomms Committee).
- If not already entitled, the 'emeritus title' shall have 'observer' status on the MEF Global and Regional Branch Boards.
- Benefits shall include access ad personam to MEF Associate Member benefits and profile on the MEF website.
- The status shall be renewable on an annual basis (subject to the Board's discretion).

1.6.2 'MEF Special Advisor' role

- MEF recognises a 'MEF Special Advisor' role. Such titles shall be granted to former Directors who have served on the MEF Board for at least one year, made a major contribution to MEF and desire to continue to contribute in a personal capacity.
- A 'MEF Special Advisor' may be nominated by at least two MEF board directors and appointed by a decision of the Global or Regional Chapter board.
- The candidate must submit a proposal to the MEF board with suggested activities and outputs.
- Benefits shall include access ad personam to MEF Associate Member benefits and profile on the MEF website.
- The status shall be renewable on an annual basis (subject to the Board's discretion).

1.6.3 'Honorary Board Member' role

- MEF recognises a MEF 'Honorary Board Member' role for network operators in LATAM region
- This role will permit LATAM network operators to serve as non-voting directors
- This role is only available to full members
- The role of Honorary Board Members will be reviewed annually

2. Membership

2.1 Levels of Membership

2.1.1 Full Membership

Full membership includes all the rights and privileges pertaining to members of MEF including:

- Voting for Members to the Board of Directors
- Candidature for membership of the Board
- Candidature for Head of an Initiative
- Participating and voting in the work of Initiatives
- Attending all **MEF** and third-party events at rates enjoying the maximum level of discount negotiated by MEF for its members
- Proposing initiatives

2.1.2 Associate Membership

Associate membership includes:

- Observer Status in the General Assembly
- Participating in initiatives
- Attending such **MEF** events as may from time to time be decided by the Board
- Enjoying such rates of discount negotiated by MEF for its members for third-party events as the Board may from time to time decide

2.2 Membership Fees

Membership fees shall not be amended retroactively.

Membership is set according to an applicant's net assets (in US\$) as represented by shareholders equity, based on the best estimate for the value at time of application. However, as a UK-based organization MEF charges subscriptions in UK£ to reflect the local operating budget.

The fees structure is as follows:

Balance Sheet Assets in \$	Associate Member Annual Fee in £	Full Member Annual Fee in £
10 million or higher	4,000	8,000
500,000 to 10 million	2,500	7,000
Under 500,000	1,500	3,500

Membership fees shall be due within 30 days of acceptance of application. Subscriptions shall run for 12 months from the date of receipt of the application form, but shall only become active upon receipt of subscription payment.

Members may resign at any time. Three (3) months written notice is required to advise the MEF Board of their resignation, during which period member dues will continue to be paid in full. No part of member fees will be refunded under any circumstance.

Failure by a member to pay its fees as invoiced within 90 days of the date of invoice will lead to immediate and automatic termination of membership. Under these circumstances, MEF will have the right to treat any deposit it is holding on the member's behalf as a payment or part-payment of the fees in default.

When joining the applicant will pay a three month deposit upfront together with the first year fee. The deposit is included in the “First Year Annual Fee”. In case a member fails to meet the three months cancellation notice period, MEF will keep the deposit accordingly. In case members give cancellation notice on time, MEF will return the deposit.

Balance Sheet Assets in \$	Associate Member Three Month Deposit in £	Full Member Three Month Deposit in £
10 million or higher	1,000	2,000
500,000 to 10 million	625	1,250
Under 500,000	375	750

If at anytime it ceases to be a Member, it shall not be entitled to any refund of any fees paid pursuant to section 2.2 above

If it ceases to be a Member, it shall nonetheless be liable for all fees due to MEF remaining unpaid at the date of cessation of membership; and

Except as may otherwise be agreed or determined in accordance with MEF’s Rules and Procedures, it will be responsible for all expenses and other costs incurred by it or by any of its representatives or personnel (including those who may act as Directors of MEF) in connection with MEF and its activities.

3. Legal Formation

- Membership in MEF may be obtained by a legal entity: be it an association, a company, an organization or a public authority, which commits itself to comply with the Statutes and Rules of Procedure of MEF.
- MEF has been incorporated as a London-based, UK company limited by guarantee.

4. Policies

MEF shall maintain an Intellectual Property Policy (IPR) governing the rights pertaining to IPR developed under the MEF brand, and shall enforce such policy.

MEF shall maintain an Anti-Trust Policy, and shall ensure that members undertake to abide by such policy.

III. Appendix A: MEF Election Voting Procedure

- 1 Nominations for the Board will be allowed in writing or verbally right up until the election is held;
- 2 MEF elections will be by written ballot of all those full MEF members physically present or who have registered an absentee ballot in writing with the Secretariat;
- 3 Candidates are free to canvas votes from members prior to the meeting;
- 4 Each candidate will have the opportunity to speak - or have a proxy speak on their behalf - for two minutes;
- 5 Full members may register an absentee ballot in two ways:
 - Select another full member company as their appointed proxy at least one hour prior to the election start time by email to the indicated contact person. In this case, the company holding the proxy vote reserves the right to vote on behalf of the absentee member. A full member may hold a maximum of 4 proxy votes.
 - Register an absentee ballot with the Secretariat and send a list of selected candidates to the MEF Secretariat at least one hour prior to the election start time by email to the indicated contact person;
- 6 Ballots will be confidential, but for security reasons the voting member must put their company name on the ballot. This information will be known only to the vote counters (MEF secretariat), who will not be authorized to disclose any information other than the results to anyone;
- 7 The procedure requires members to select the appropriate number of directors from a list of candidates, without indicating order of preference;
- 8 The candidates with the highest number of votes will win to fill the available number of slots;
- 9 In the event of a tie, there will be a second secret ballot between the two subjects of the tie, to determine one winner;
- 10 The members of the Board are elected for a term of two years, subject to the rules of MEF Ltd;
- 11 Once the Board has been elected, an election for Chairman will take place;
- 12 Any member of the Board may nominate themselves, or may be nominated by another member;
- 13 The election for Chairman will be by confidential written ballot amongst the members of the newly elected Board;
- 14 The rules are the same as for the Board elections;
- 15 Once the Chairman has been elected, an election for Vice-Chairman will take place, according to the same procedure;
- 16 The Chairman and Vice-Chairman are elected for a term of one year.

IV. Appendix B: MEF Start Up Provisions

1. Founding Members of the First Board of Directors

The founding members of the first Board of Directors include:

mBlox

Andrew Bud

Booz Allen & Hamilton

Bernhard Kerres

Cash-U

Rann Smorodinsky, **Vice-Chairperson**

Converse

Oded Eliashiv

Picofun

Johan Lenander

OpenMobile

Thomas Zilliacus, **Chairperson**

- The Board will consist of the founding members for the first year and will be elected annually by the Assembly in April of each year. The first elections will take place in April 2002 and thereafter once a year. Board seats subject to election in April 2002 will be decided by lot among all Board members.
- Until the first meeting of the General Assembly, the Board of Directors has the power to elect new members within limits set forth by the Rules of Procedure.
- The power of the General Assembly shall be vested in the Board, until the General Assembly is assembled.
- Founding Members will retain permanent Observer status on the Board, with right of speech but no right of vote

2. Companies Chairing Sub-Committees (until April 2002)

Finance

OpenMobile

Media

TBD

Awards

Booz Allen & Hamilton

Events

TBD

3. Professional Committees and their Chairmen (until April 2002)

Technologies

Comverse

Standards and Quality processes

Cash-U

Mobile Marketing and Advertising

mBlox

4. Tracks and first Chairpersons (until April 2002)

Published Content (Video, Music, Animation & Graphics)

Yourmobile.com, Ralph Simon (CEO)

Infotainment

TBD

Games

Picofun, Johan Lenander (CEO)

Gambling

OpenMobile Corporation, Pekka Palin (CEO)

Community

Comverse (Nex2ME), Ohad Ouziel (Marketing Director)

- Tracks, committees and sub-committees remaining without Chairpersons will start functioning as soon as new members come in and express interest in chairing them.

5. Awards Ceremony

- The Rules and Procedures of the MEF Annual Awards will be announced at MEF's first annual meeting in Paris, April 2001.

[This document is correct as at 4 May 2011]