



Mobile Ecosystem Forum: Objectives, Rules and Procedures

Mobile Ecosystem Forum (MEF) is a not for-profit global trade body that acts as an impartial and authoritative champion for addressing issues affecting the broadening mobile ecosystem. The mobile ecosystem is an environment which connects all companies who deliver or enable consumer mobile services and local experiences accessed through a personal, portable and connected device. MEF provides its members with a global and cross-sector platform for networking, collaboration and advancing industry solutions.

MEF's mission is to accelerate the growth of a sustainable mobile ecosystem that drives inclusion for all and delivers trusted services that enrich the lives of consumers worldwide.

MEF achieves its objectives through Programmes and Initiatives which bring together industry leaders and innovators to collectively and collaboratively identify and progress industry opportunities, track trends and address challenges both locally and globally.

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I. Objectives

The Objectives of MEF are:

- a) To facilitate in and shape the development of the evolving mobile ecosystem by promoting trusted and sustainable business models and advocating industry best practice and good regulation through cross ecosystem co-operation and collaboration
- b) To connect global companies across the ecosystem to local innovators and mobile leaders
- c) To support both emerging and established markets and provide a market and sector entry and partnership platform for local companies expanding their business globally
- d) To share ecosystem sector insights, inform about new market concepts and innovations through knowledge sharing and insights to improve monetisation, support the creation of new opportunities or secure the protection of revenues
- e) To create a trusted and sustainable marketplace for consumers and to enhance their confidence and drive access and inclusion via mobile for all, including users who are new to the connected world
- f) To promote the profile and enhance the prestige of the global mobile ecosystem and the parties within in, through thought leadership and industry visibility
- g) To provide relevant and enriching services to every community which adds value and differentiation to Members in the delivery of MEF's objectives throughout its Programmes, Initiatives, events and content marketing

II. Rules and Procedures

1. Organisational Structure

An Executive team (“the Executive”), led by a Chief Executive Officer (“CEO”), advances the agenda of the organisation and regularly reports to the Board.

MEF is also comprised of two governing bodies:

- a) **A General Assembly** which is comprised of Full MEF Members, as determined by the Membership criteria set out in Section 2, and which serves as its legislative body
 - i. Members of the General Assembly participate in activities administered by the Executive.

- b) **A Board of Directors (“Board”)** whose duty is to oversee and support the strategic direction of the organisation. The Board is comprised of:
 - i. Directors who are democratically elected by the General Assembly
 - ii. Directors who are appointed through a Strategic Partnership Agreement
 - iii. A Finance Director who oversees the work of the Finance Committee
 - iv. The Chair of each Regional Chapter
 - v. The CEO

A Chair and Vice Chair are elected internally by the Board (see Section 1.2)

1.1 General Assembly

1.1.1 Membership of the General Assembly

The General Assembly is comprised of Full MEF Members, as determined by the Membership criteria set out in Section 2 and which serves as its legislative body.

1.1.2 Powers of the General Assembly

The General Assembly’s powers include:

- a) Appointing Elected Directors

- b) Altering the size of the Board
- c) Rescinding changes to MEF’s Objectives, Rules and Procedures and pursuant to decisions enacted by the Board of Directors.

- d) Delegating powers to the Board as follows:
 - Approving the accounts
 - Approving changes to the Membership Contract
 - Approving Membership Fees
 - Approving the establishment of subsidiaries and affiliates

1.1.3 Meetings of the General Assembly

- a) The General Assembly shall meet at least once a year, commonly for its Annual General Meeting (“AGM”)
- b) The General Assembly may be convened at any other time by majority decision of the Board for an Extraordinary General Meeting (“EGM”)
- c) A minimum of (30) calendar days’ notice of an AGM shall be given to Members, by email and any other means.
- d) The agenda of the AGM shall include at a minimum:
 - i. presentation of audited accounts for the prior financial year
 - ii. presentation of the operating budget for the current year

1.1.4 Voting Procedures of the General Assembly

- a) Each Full Member within the General Assembly has one vote per Member company
- b) A quorum shall require the presence of at least 12 Full MEF Members
- c) Decisions are taken by a majority of those voting

Amendments to MEF's Objectives, Rules and Procedures require a 2/3 majority vote

- d) The expulsion of a Member not in default of fees requires a 2/3 majority vote
- e) Members who are not present at the AGM may vote in elections via an Absentee Ballot as stipulated in Appendix B
- f) By decision of the Board, a distance vote on an issue of pertinence to the General Assembly may be undertaken via a meeting, email or other digital means which maximise member participation. Such a vote may not be used to determine the election of Board Directors, nor make any amendment to the Membership contract
 - i. A minimum of 14 calendar days shall be permitted for response

1.2 Board of Directors

- a) The Board will be composed of up to 21 Board seats
 - i. Up to a maximum of 6 permanent seats will be reserved for the CEO, Finance Director and Regional Chapter Chairs. Thus the number of seats available at each election may vary depending upon the number of active Regional Chapters.
 - ii. A minimum of 5 and a maximum of eight (8) Board seats will be available through election by the General Assembly and a further 8 Board seats will be available via Strategic Partnership
 - iii. A 50/50 ratio between elected and appointed seats will be maintained
- b) Individuals applying for a MEF Board seat, either by election or Strategic Partnership appointment, should ensure that there is no conflict of interest as defined in the "MEF Board: Board Members' Duties and Obligations" at Appendix A
- c) The Chair and Vice Chair of the Board shall be elected by the Board Members immediately after each Board election
- d) The Board may elect dual Vice Chairs provided that there is a clearly established delineation of responsibilities
- e) The Chair of each Regional Chapter Board shall be entitled to a seat on the Global Board without election by the General Assembly
- f) All Regional Chapter appointments are subject to ratification by the Global Board.

1.2.1 Chair and Vice Chair

- a) The Board is run by a Chair and a Vice Chair, elected by the Board Directors
- b) The Chair calls and presides over all Board Meetings while the Vice Chair serves as an alternate

1.2.2 Elected Board Directors

- a) To be eligible to apply for a Global Board seat, candidates must be Full Members in good standing, and:
 - i. Represent a start-up (15 or fewer employees) which aligns to MEF's mission and organisational goals and Programmes, or
 - ii. Have demonstrated commitment and investment in MEF by means which include, but are not limited to:
 - Prospected five (5) new MEF Members
 - Introduced a Strategic Partner which is aligned to MEF's mission, organisational goals and Programmes
 - iii. The process of reviewing and assessing candidate eligibility will be undertaken by the MEF Executive who track and report prospecting
- b) Elected Board Directors are elected by the General Assembly during an AGM
- c) Elected Board Directors shall serve for a maximum two-year term
- d) Elected Board Directors may stand for re-election once their two-year term has expired
- e) Elected appointments shall be so scheduled that approximately half the Board shall be subject to re-election each year
- f) Board elections shall take place according to the procedures set out in Appendix B
- g) Under the Founding Statute of MEF, the Founding Directors shall have permanent observer status on the Board. (See Appendix C)

1.2.3 Appointed Board Directors

- a) Companies which are MEF Strategic Partners and commit to a minimum annual collaboration with MEF to advance a roadmap of activities aimed at building the industry are entitled to an appointed seat on the MEF Global Board
- b) Appointed Board Director seats are available throughout the calendar year
- c) Directors appointed via a Strategic Partnership shall serve for a one (1) year or two (2) year term depending upon the length of their Agreement
- d) Appointments are renewable on an annual basis provided that a Strategic Partnership Agreement is renewed at the same level or higher and that the Member remains in good standing
- e) Eligibility Criteria:
 - i. The Strategic Partner Company must be a full MEF member and be in good standing, as set out in Appendix A
 - ii. The individual shall be a high level Executive with proven thought leadership within a MEF Programme or Initiative or sector, for example, have previously held an evangelist role in a focus area core to MEF's strategy
 - iii. Does not contravene any existing MEF Bylaws or compliance requirements eg, MEF Messaging Compliance Guidelines
- f) Due Diligence & Process for Applying

- i. Prior to offering an appointed board seat as part of a Strategic Partnership, the proposed Board candidate:
 - o must be formally nominated by at least one serving Director and be interviewed by at least three (3) Board Directors, including the CEO
 - o must submit a profile and intended contribution for Global Board review
 - o must agree to adhere to the same rules, duties and obligations as elected Directors as set out at Section 1.2.6
- ii. The final appointment is subject to Global Board approval
- iii. In order to minimise disruption, candidates appointed to a Board seat will join the Board at the same time on a quarterly basis.

1.2.4 Board Directors with Special Roles

Directors in a 'Special Role' may be fundamental to maintaining continuity and achieving the organisation's objectives.

1.2.4.1 Special Roles are defined as:

- i. Chair or Vice Chair
- ii. Chair of a Board Committee, for example, the Finance Chair
- iii. Local experts proposed by Regional Chapters, ratified by the Global Board and who have served in the role for a minimum of three (3) months preceding their nomination and appointment

1.2.5 Board Director Replacements

A Board vacancy can arise as a result of:

- 1) a Member Company voluntarily removes their Board representative without indicating a replacement
- 2) a Board Director leaves the company they were representing when appointed to the Board
- 3) a Member Company with a representative on a Board ceases to be a Member

1.2.5.1 Replacement of an Elected Director

- a) If an elected Board Director leaves a Member Company:
 - i. the Member Company has 30 days to propose a replacement, subject to Board approval, and the new candidate will serve for the remainder of the previous incumbent's two year term
- b) If a Member company requests their Board representative resign without offering a replacement or ceases to be a Member:
 - i. The seat can be left vacant until the next election, or,
 - ii. The seat can be offered to a qualifying Full member candidate who has been nominated by a current Director /voted on unanimously, only until the next election (rather than the remainder of the previous incumbent's two year term).

1.2.5.2 Replacement of a Director holding a Special Role

- a) If a Board vacancy arises for a Director holding a Special Role:

- i. A Member Company has 30 days to designate a replacement candidate
 - ii. The Board can approve the new candidate or allow the previous candidate to continue to serve until the next election
- c) The Board candidate must submit qualifying criteria as follows:
- Areas of specialist knowledge
 - Contributions to MEF to date
 - Suggested outputs and on-going support for Board review
- d) Any Board replacement or Director with a Special Role must ensure that their company is a Full MEF Member and in good standing.

1.2.5.3 Replacement of an Appointed Director

- a) A seat can be left vacant until the end of the Strategic Partnership, or,
- b) The appointed Board Director may be replaced by a Senior Executive from the Strategic Partner or a company nominee, subject to Board approval
- i. The replacement Director will serve only until the end of the company's Strategic Partnership
- c) The Strategic Partner company may propose a replacement within 60 days of giving notice of their intention to appoint a new candidate
- a. The incumbent Director may continue to serve on the Board, provided they remain within the terms of their company's Strategic Partnership and / or commit to a new Strategic Partnership
 - b. The individual may continue to serve as a Director until such time as a replacement has been ratified by the Board for the remainder of the length of their company's Strategic Partnership Agreement
- d) If an appointed Board Director leaves a Member Company and the individual wishes to retain their seat, they must commit to a new Strategic Partnership in line with the set criteria and within 60 days of giving notice of their intention to retain their Board seat under the terms of a new Strategic Partnership Agreement

1.2.6 Board Duties and Obligations shall include:

- a) Inclusion as a Director on the UK Companies House Register and adherence the general duties of Directors as set out in the Companies Act 2006:
- i. to act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
 - ii. to promote the success of the company for the benefit of its members as a whole
 - iii. to exercise independent judgement
 - iv. to exercise reasonable care, skill and diligence
 - v. to avoid conflicts, or possible conflicts between interests as a Director and the interests of the company
 - vi. not to accept benefits from third parties, if they may be regarded as likely to give rise to a conflict of interest
 - vii. to declare any direct or indirect interest in a proposed transaction or arrangement
- b) Electing a Board Chair and Vice Chair

- c) Removal, at the Board's discretion, of a Board Director who neither attends, nor deputises an alternate to attend, three (3) consecutive Board meetings
- d) Under UK law, the Board of Directors has fiduciary responsibility towards the Company, its solvency and its stakeholders. As such, responsibilities include
 - o Oversight and approval of MEF's operating procedures, finances and accounts
 - o Approving pricing changes to Membership fees, Programme fees, Strategic Partner fees or any other pricing related matters, as well as to the Membership contract as proposed by the Executive.
- e) Removal of a Board Director whose company ceases to be a Full MEF Member for any reason
- f) An average anticipated contribution of one (1) day per month for Board Directors, and 2 days for Chair and Vice Chair
- g) Engagement in Board Meetings, generally held monthly, by telephone conference for 90 minutes, plus any relevant preparatory and follow up actions
- h) Attendance at a live Global or Regional Board Meeting or AGM, a minimum of one per year
- i) Advocacy and external representation on behalf of MEF and as a spokesperson in areas of expertise, including leveraging local relationships with strategic partners (associations, regulators, agencies) to support in the delivery of MEF's objectives
- j) Delegation of authority for any of its powers to specific Board Committees for a determinate period of time
- k) Contribution to strategy setting and supporting the Executive
- l) Establish, Chair, contribute to and disband Board Committees (see section 1.2.8)

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

1.2.7 Board Voting Procedures

- a) The Board will vote on all issues by a simple majority
- b) In the case of a tie, the vote of the Chair or Vice Chair shall serve as the deciding vote
- c) In the case of live and / or telephone Board meetings, votes shall be counted from those present at the meeting
- d) Directors who are not present may appoint alternates or enable attending Directors to vote on their behalf by proxy

- e) Distance voting shall be permitted at the discretion of the Chair by means of email ballots amongst all Directors
 - i. A minimum of 48 hours shall be allowed for Directors to respond to such email ballots
 - ii. At the Chair's discretion, silence may be taken as assent.

1.2.8 Board Committees

The Board may establish Committees as it requires, chosen from amongst the Board Directors, with selection carried out by way of a vote by all Directors if there are more nominees than positions available.

Notwithstanding the foregoing, the Board has an obligation to maintain the following permanent Committees:

- 1) Finance & Compensation Committee
- 2) Growth Committee to support Recruitment and Retention objectives
- 3) Marcomms Committee

1.2.8.1 The Finance and Compensation Committee shall be comprised of at least three Board members including the Finance Director and Chair. The committee shall meet a minimum of once a quarter and the Finance Director shall provide a financial update to the Board a minimum of once a quarter. The Committee shall be responsible for:

- a) Oversight of the financial control procedures for MEF including the selection and oversight of professional advisors for Accounting & Auditing
- b) Reviewing the annual MEF budget developed by the Executive before it is presented to the Board for Approval
- c) Monthly review of management accounts
- d) Signing off annual accounts Approval of all employment, supplier or consultancy contracts with a gross remuneration in excess of £75,000 or such limits as the Board sets
- e) Approving the annual remuneration and organisational bonus pool
- f) Approving the setting of the organisational KPIs and pay-out for the Executive leadership

1.2.8.2 The Growth Committee shall be comprised of at least two (2) Board Directors, and shall be responsible for:

- a) Driving and supporting the MEF Director Ambassador Programme, including the introduction of prospects and Strategic Partners
- b) Supporting the Executive's Business Development and Member Engagement activities
- c) Regular review of recruitment targets and Members at risk against actuals with the Executive team

1.2.8.3 The Marcomms Committee shall be comprised of at least two (2) Board Directors, and shall be responsible for the management of the MEF Brand, and communication channels and products to deliver marketing benefits to the totality of MEF Members. Its specific responsibilities shall be:

- a) To ensure that internal and external communication tools are being used effectively to create scalable membership benefits, enhance the MEF Brand, raise awareness of the mobile ecosystem and to report on such benefits to the Board on an adhoc basis.
- b) To ensure that hosted and partner events are correctly prioritised, planned and executed according to the following criteria:
 - i. Widest possible participation by MEF's membership
 - ii. Creation of significant value for MEF members
 - iii. Coherence and rational scheduling of any event bearing the MEF Brand
 - iv. 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
 - v. The most favourable terms are obtained from the organisers of events bearing the MEF Brand
 - vi. At least one event in each MEF Region shall be held at annually
- c) To ensure the competence and coherence of MEF's Marketing, Digital Media and Public Relations activities, and in particular, defining MEF's marketing, social and PR strategy and alignment of this strategy to the organisation's mission

1.3 Programmes & Initiatives

- a) MEF's runs Programmes & Initiatives which address specific issues and areas of relevance to MEF Members and the broader mobile ecosystem
- b) Any Full MEF Member may propose a topic for a Programme or Initiative to the Executive for assessment and review to determine its value to MEF and its members and to the ecosystem. Proposals will be evaluated on the degree to which they meet the following criteria:
 - i. Address existing barriers, regulatory challenges or market development opportunities
 - ii. Support value creation/competitive advantage for Members and drive the sustainability and growth of the mobile ecosystem
 - iii. Ensure the protection of the mobile ecosystem and / or consumers
 - iv. Enhance the MEF Brand
- c) Proposals that meet the value criteria in clause b will then be assessed on the basis of:
 - i. Scope, relevance and scalability
 - ii. Alignment to MEF's mission and objectives
 - iii. Viability of the business plan for the Initiative to ensure sufficient resourcing requirements for its execution
 - iv. Availability of one (1) or more Board member as sponsors
 - v. Ability to generate market impact and Member value
 - vi. Opportunity to grow the Membership and enhance MEF's relevance within the global mobile ecosystem

1.4 Regional Chapters

- a) MEF shall be permitted to establish Regional Chapters. In total, the number of Regional Chapters shall not exceed five (5).
- b) Regional Chapters shall:
 - i. Be constituted as not-for-profit organisations in their local jurisdictions, and shall be wholly owned by Mobile Ecosystem Forum Ltd.
 - ii. Operate under the same rules and procedures as are set out in this document, applied to the local membership
 - iii. Hold elections for Regional Chapter Board of Directors
 - iv. Once fully constituted, hold their Annual General Meetings and election of Regional Chair under circumstances most likely to favor the widest possible participation by Chapter members
 - v. Receive dedicated resource from MEF headquarters or appoint local resourcing, according to criteria of financial viability in the Region
 - vi. Be subject to the ultimate financial authority of Mobile Ecosystem Forum Limited
 - vii. Subject all their financial procedures to the approval of the MEF Finance and Compensation Committee and Board
 - viii. The Regional Board must meet on a quarterly basis as a minimum during each calendar year. If this obligation is not met, the Global Board has the right to dissolve the Chapter.

1.4.1 Interim Procedures during Establishment

- a) During the process of establishment, interim Regional Chapters shall be temporarily entitled to operate locally in breach of some or all of the Rules and Procedures for a

period not exceeding six (6) months from the decision to recognise an Interim (founding) Chair by the Board of Mobile Ecosystem Forum Limited.

- b) The establishment of an Interim Board shall be a necessary step to recognition as a MEF Regional Chapter. Interim Boards must be composed solely of Full Members of MEF.
- c) Until the Board of Mobile Ecosystem Forum Limited has recognised a MEF Regional Chapter, the interim Chapter may not independently receive funds nor enter into any financial commitment without the express written approval of the Finance and Compensation Committee. Furthermore, it may not enter into any contractual commitments concerning marketing nor actions affecting the brand without the express written approval of the MEF Executive.
- d) In the event that the Board of Mobile Ecosystem Forum Limited does not recognise a Regional Chapter within the period of six (6) months following the constitution of the interim Regional Chapter, neither the Interim Chair nor any Member of the Interim Board shall be entitled to present themselves as officers of MEF.

1.5 Steering Committees

- a) A Steering Committee may be established to support, shape and drive MEF's activities by way of facilitating the gathering of inputs and sharing updates
- b) A Steering Committee may be established in a strategic region or to address an area of consultation where guidance from the membership is helpful for prioritising MEF's strategy and activities
- c) Participation in a Steering Committee is subject to the following criteria:
 - i. Open to Full MEF Members, as set out in Section 2
 - ii. Without limitation, open to multiple representatives per Member Company, subject to practical limitations which may be imposed from time to time by the Executive
 - iii. Members may participate in multiple Steering Committees
 - iv. A Steering Committee can meet live or virtually as required
 - v.

1.6 Special Titles

1.6.1 Emeritus Titles

- a) MEF recognises 'Emeritus Titles.'
- b) 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.
- c) An 'Emeritus Title' may be a:
 - Founding Director
 - Former Chair or Vice Chair of the MEF Global Board or Regional Board, or a member of an interim Board, nominated by a decision of the Global Board
- d) The initial appointment of an 'Emeritus Title' shall be subject to the approval and the MEF Global Board.

- e) The nomination of a candidate shall include the specific title to be awarded an 'Emeritus Title.'
- f) The holder on an '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 the Executive.
- g) The 'Emeritus Title' holder shall have 'observer' status on the MEF Global and Regional Chapter Boards.
- h) Benefits shall include access ad personam to MEF Associate Member benefits and a profile on the MEF website.
- i) The status shall be renewable on an annual basis (subject to the Board's discretion).

1.6.2 'MEF Special Advisor' role

- a) MEF recognises a 'MEF Special Advisor' role.
- b) Such titles may be granted by MEF to former Board Directors who have:
 - i. served on a MEF Board for at least **three (3) months** immediately preceding a nomination
 - ii. have made a major contribution to MEF and desire to continue to contribute in a personal capacity
- c) The candidate must submit a proposal to the MEF Board with suggested activities and outputs
- d) Benefits shall include access ad personam to MEF Associate Member benefits and a profile on the MEF website
- e) Additionally, in the exceptional circumstance that a MEF Regional Board requires a 'Special Advisor' to fill a 'Special Role' core to its objectives, it may nominate a candidate to fulfil this 'Special Role' who is a Full MEF Member and in good standing or joins as a MEF Member, subject to the standard criteria, within 30 days of a nomination. In such circumstances, the candidate must submit a proposal to the MEF Global Board, supported by the Regional Board, with suggested activities and outputs.
- f) The creation and appointment of a 'Special Advisor' by a Regional Board is subject to ratification by the Global Board. If ratified, the Special Advisor may then serve until the next Regional Board election.
- g) The status shall be renewable on an annual basis (subject to the Board's discretion).

2. Membership

2.1 Levels of Membership

2.1.1 Full Membership

- a) Full Membership includes all rights and privileges as set out below:

- i. Membership of the General Assembly
- ii. Voting for Members to the Board of Directors
- iii. Candidature for Membership of the Board
- iv. Participating in MEF Working Groups, Programmes and Initiatives (with the exception of those Programmes and Initiatives requiring additional fees or sponsorship)
- v. Attending all MEF and third-party partner events at negotiated and discounted rates
- vi. Proposing Programmes and Initiatives to the Executive for review and assessment

2.1.2 Associate Membership

a) Associate Membership includes:

- i. Observer Status in the General Assembly
- ii. Attending all MEF and third-party partner events at negotiated and discounted rates/Associate Member allocation
- iii. Receiving MEF Member-only intelligence and access to Members' only deliverables

2.2 Membership Fees

- a) Membership fees shall not be amended retroactively
- b) Full 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
- c) Associate Membership is set according to the number of employees within an organisation
- d) However, as a UK-based organisation MEF charges subscriptions in UK Sterling (£) to reflect the local operating budget
- e) The fees structure is as follows:

Membership	Current Net Balance Sheet Assets (\$)	Annual Fee (£)¹
Full	\$10 million or higher	£8,000
Full	\$500,000 - \$10 million	£5,000
Full	Less than \$500,000	£3,000
Membership	Number of employees worldwide	Annual Fee (£)
Associate	More than 15 employees	£4,000
Associate	15 or less employees	£900

2.2.1 Payment of Membership Fees

- a) Membership fees shall be due within 30 days of acceptance of an application

¹ Companies resident in the UK are subject to VAT charges.

- b) Subscriptions shall run for 12 months from the date of receipt of the application form, but shall only become active upon receipt of a subscription payment
- c) Failure by a member to pay its fees owing as invoiced within 90 days of the date of invoice may lead to immediate and automatic termination of membership
- d) Under these circumstances,
 - i. MEF will undertake additional means necessary to collect fees owing
 - ii. 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

2.2.2 Cancellation of Membership & Notice Period

- a) Members may cancel their Membership at any time
- b) Three (3) months written notice is required from a Member company to advise the Executive of their resignation, during which period Member dues will continue to be due in full
- c) No part of a Member's fee will be refunded under any circumstance
- d) If at any time a company ceases to be a Member, it shall not be entitled to any refund of any fees paid pursuant to section 2.2
- e) If a company ceases to be a Member, it shall nonetheless be liable for all fees due to MEF which remain unpaid at the date of cessation of membership
- f) Except as may otherwise be agreed or determined in accordance with MEF's Rules and Procedures, a Member Company 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.

2.2.3 Membership Deposit

- a) When joining, the applicant will pay a three (3) month deposit upfront together with the first year fee
- b) A Member's deposit will be retained in the event that the required three month cancellation notice period is not observed
- c) A deposit will be returned to any member meeting the stated cancellation notice period of three months
- d) The deposit is included in the "First Year Annual Fee" as per the table below:

Membership	Current Net Balance Sheet Assets (\$)	Full Member 3 month deposit (in £)
Full	\$10 million or higher	£2,000
Full	\$500,000 - \$10 million	£1,250
Full	Less than \$500,000	£750
Membership	Number of employees worldwide	Associate Member 3 month deposit (in £)
Associate	More than 15 employees	£1,000
Associate	15 or less employees	£225

3. Legal Formation

- a) Membership of MEF may be obtained by a legal entity: be it an association, a company, an organisation or a public authority, which commits itself to comply with the Objectives, Rules and Procedures of MEF
- b) MEF has been incorporated as a London-based, UK company limited by guarantee

4. Additional Policies

- a) MEF shall maintain an Intellectual Property Policy (IPR) governing the rights pertaining to IPR developed under the MEF Brand, and shall enforce such policy
- b) MEF shall maintain the following Policies and shall ensure that Members undertake to abide by such policies:
 - Anti-Trust Policy
 - Bribery Policy
 - Equality Policy

Appendix A: MEF Board: Board Directors' Duties and Obligations

The members of the Global Board of Directors of MEF and the members of each Regional Branch Board of Directors (each a **Director**) shall each be bound by the duties and obligations set out below and in taking the position and continuing to act in that capacity will be taken to have accepted and agreed to be bound by such duties and obligations. **Board** shall mean the Global Board of Directors of MEF or a Regional Chapter Board of Directors as the case may be. **Executive** shall mean the MEF Global and Regional staff. Reference to one gender shall include all genders.

Each active Founding Director with permanent observer status on the Global Board, each Special Adviser and each holder of a special title (including, but not limited to, Emeritus Titles) shall be deemed to be a Director for the purposes of this document.

1 Confidentiality

1.1 No Director shall, without the prior written consent of the Board:

- a) use the Confidential Information otherwise than for furthering the policies, initiatives and activities of MEF as expressly authorised by and in accordance with the direction of the Board; or
- b) forward or otherwise disclose the Confidential Information or any part of it to any person (including, but not limited to, the MEF member by whom the Director is employed or engaged) other than disclosure in accordance with paragraph 1.3 below; or
- c) make or procure or permit another person to make an announcement in respect of Confidential Information; or
- d) make any copies of or otherwise reproduce in whole or part documents or other media containing Confidential Information; or
- e) discuss any Confidential Information with the members, employees, customers, suppliers, agents or advisers of MEF.

1.2 **Confidential Information** means:

- a) all information in whatever form and of whatever nature relating to MEF obtained by a Director from or in connection with any meeting of the Boards or their sub-committees or in their contact with the Executive or disclosed to a Director in the course of his role as a Director;
- b) all information acquired by observation by a Director at the offices of or other premises of or used by MEF relating to the affairs of MEF; and
- c) all analyses, compilations, studies and other documents prepared by or on behalf of MEF which contain or otherwise reflect or are generated from the information specified in paragraphs (a) and (b) above.

1.3 The restrictions in paragraph 1.1 above shall not apply to any information which:

- a) at the date of its disclosure to the Director was known to the Director by reference to written records in the possession of the Director; or
- b) was, at the date of its disclosure to the Director, public knowledge or subsequently became public knowledge (otherwise than as a result of a breach of the terms of this document by any Director); or

- c) is acquired by the Director from any third party (but not to the extent that the information has been acquired directly or indirectly in breach of an obligation of confidentiality owed to MEF); or
- d) is required to be disclosed or announced by law or order of a court of competent jurisdiction or the regulations of a recognised stock exchange or the Financial Services Authority, the Office of Fair Trading, the European Commission or by any government department or agency or by any equivalent laws or regulations of institutions or other equivalent authorities in jurisdictions outside the United Kingdom, provided that in each case, the Director informs MEF promptly if such a disclosure becomes (or it is reasonably likely that it will become) required.

2 Conflicts of interest

2.1 Each Director shall take all reasonable steps to avoid any conflict of interest.

2.2 Each Director shall promptly inform the Board of any potential or actual conflict of interest.

2.3 On notification or becoming aware of a potential or actual conflict of interest (including, but not limited to, membership of the board or any committee of another representative organisation, industry association or trade body) the Executive may in its own reasonable assessment require the Director to:

- a) step down from such position giving rise to potential or actual conflict of interest; or
- b) nominate an alternate to serve on the Board in place of the Director in accordance with MEF's Rules and Procedures and the Director will comply promptly with the Executive's decision. The Global Board shall decide any dispute arising in connection with a conflict of interest and the determination of the Global Board shall (unless clearly in error) be conclusive and binding.

3 General Duties

3.1 Each Director shall:

- a) act in a way he considers in good faith would be most likely to promote the success of MEF for the benefit of the members as a whole;
- b) not accept any benefit from a third party offered because he is a Director or because of the actions he takes or does not take as a Director;
- c) use reasonable care, skill and diligence in carrying out his duties as a member of a Board;
- d) act in accordance with and in the spirit of MEF's Rules and Procedures; and
- e) exercise his independent judgement in carrying out his or her duties as a member of a Board (and not, for the avoidance of doubt, automatically at the direction of the MEF member by whom the Director is employed or engaged).

3.2 Each Director shall attend in person, or appoint an alternate person (subject to Board approval) to attend, all meetings of the Board.

4 Breach

4.1 If a Director:

- a) breaches any of the duties or obligations set out in paragraphs 0 or 3.1; or

b) fails to attend, in person or by an alternate appointed in accordance with paragraph e), three consecutive meetings of the Board,

then the Global Board shall decide upon a suitable sanction for such breach or failure (including, but not limited to, the removal of the Director from the Board).

4.2 The determination of the Global Board shall (unless clearly in error) be conclusive and binding.

Appendix B: MEF Election Voting Procedure

- 1 Nominations for the Board will be allowed in writing until the election is held but no later than 17:00 GMT, 2 working days before the date of the relevant scheduled election;
- 2 MEF elections will be held by written ballot of all those Full MEF members physically present, those who have registered an absentee ballot in writing with the Executive or those who have designated an alternate to place a proxy vote on their behalf;
- 3 Candidates are free to canvas votes from within the General Assembly prior to the election;
- 4 Each candidate will have the opportunity to speak - or have a proxy speak on their behalf - for a maximum of two minutes;
- 5 Full Members may register an absentee ballot in two ways:
 - i. 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 four (4) proxy votes.
 - ii. Register an absentee ballot with the Executive and send a list of selected candidates to the Executive at least two hours 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 (Executive), who will not be authorised 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 Board Directors 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 Chair will take place;
- 12 Any Board Director may nominate themselves, or may be nominated by another Director;
- 13 The election for Chair will be take place amongst the Directors of the newly elected Board;
- 14 The rules are the same as for the Board elections;
- 15 Once the Chair has been elected, an election for Vice-Chair will take place, according to the same procedure;
- 16 The Chair and Vice Chair are elected for a term of one year.

Appendix C: MEF Start Up Provisions

1. Founding Members of the First Board of Directors

The founding members of the first Board of Directors included:

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 consisted of the founding members during its first year. Subsequently, Annual elections by the Assembly took place each subsequent year. The first elections took place in April 2002 and thereafter once a year. Board seats subject to election in April 2002 were decided by lot among all Board members.
- Until the first meeting of the General Assembly, the Board of Directors had the power to elect new members within limits set forth by the Rules of Procedure.
- The power of the General Assembly was be vested in the Board, until the General Assembly was assembled.
- Founding Members were able to 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 Chairs started functioning as soon as new members came in and expressed an interest in chairing them.

5. Awards Ceremony

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

[This document is correct as at JANUARY 2017]