

ARTICLES OF ASSOCIATION

of



Zurich, Switzerland

Article 1

Name, Seat and Purpose

1. The Global Mobile Suppliers Association, hereinafter called GSA, is an association formed pursuant to Art. 60 et seq. of the Swiss Civil Code.
2. The seat of GSA is in Zurich, Switzerland.
3. The purpose of GSA is to strengthen the promotion of GSM/3G world-wide, to ensure its continuous growth and geographical spread as the *de facto* world digital cellular standard, to promote GSM/3G as the *de facto* basis for delivery of third generation mobile wideband multimedia services, within the context of global ITU IMT 2000 initiatives, and to enhance customer and service orientations of GSM/3G.
4. This purpose shall be achieved by:
 - promoting and establishing GSM/3G products and services in new and existing markets as an approved/preferred standard;
 - establishing a neutral spokesforum for the GSM/3G supplier industry;
 - increasing awareness and pro-actively supporting the take up of new capabilities and enhancements to the GSM/3G standard and leverage GSM/3G capabilities using e.g. WAP, to promote growth through capacity gains and enhanced services;
 - promoting world-wide new competitive opportunities for GSM/3G-based applications;
 - promoting GSM/3G network evolution to support third generation services;
 - encouraging IT providers to develop efficient software tools and applications based on GSM/3G, by delivering convergent Internet/intranet GSM/3G services;
 - providing significant promotional effort at the global level;
 - co-operating with the relevant industry fora and bodies, e.g. the GSM Association, UMTS Forum, ETSI, and 3GPP;
 - and by any other matters or initiatives deemed appropriate in the context of the purpose of GSA.

Article 2

Membership

1. Any company engaged in supplying GSM/3G products and services may apply for membership of GSA. The following membership categories are available:
 - Executive Members
 - Members
 - New Venture Program Members (“NVP-Members”)
2. Applications for membership shall be addressed to the Secretariat of GSA and applicants shall declare their commitment to the continuing success of GSM/3G and their willingness to conform to these Articles of Association.
3. Applicants shall specify the membership category to which they consider themselves to belong, based on the specifications issued from time to time by the Executive Committee. Upon approval by the Executive Committee of the membership category, the application shall be passed on to the General Assembly for approval.
4. The Members shall have the following rights:
 - *Executive Members*: Each Executive Member has ten voting rights in the General Assembly, the right to appoint one representative (and one substitute representative) to the Executive Committee, the right to chair and participate in all action-oriented Project Groups, the right to receive one copy of all working documents, of the minutes of the meetings and of written deliverables from GSA and the right to use freely the GSA promotional material.
 - *Members*: Each Member has three voting rights in the General Assembly, the right to participate in all action-oriented Project Groups, the right to receive one copy of all working documents, of the minutes of the meetings and of written deliverables from GSA and the right to use freely the GSA promotional material.
 - *NVP-Members*: NVP-Members are start-up wireless content and applications developers who meet the qualification criteria as set forth in the corresponding NVP-Regulation of the Executive Committee. Each NVP-Member has one voting right in the General Assembly, the right to participate in all action-oriented Project Groups, the right to receive one copy of all working documents, of the minutes of the meetings and of written deliverables from GSA and the right to use freely the GSA promotional material.

5. Elections for membership shall be valid when approved by three-quarters of the votes present, either directly or represented by proxy (“votes represented”), at the General Assembly meeting.
6. The membership starts with the approval. It ends by resignation, dissolution, bankruptcy or exclusion of the Member. Candidates for membership nominated by the Executive Committee shall, for the time period starting from the candidate's payment of the relevant membership fee to the next General Assembly, have information and participation rights as specified by the Executive Committee.
7. Members may only withdraw from GSA at the end of the calendar year, after having given six months' notice to the Secretariat.
8. Members may be expelled from membership by three-quarters of the votes represented at the General Assembly meeting.
9. The Executive Committee may expel any Member without formal approval by the General Assembly if such a Member's membership fee remains unpaid for six calendar months.
10. In the case of delinquency of any Member relating to its payment of fees obligation, the representative of such Member shall not be eligible for election to the Executive Committee, or chair any action-oriented Project Group, or be elected to, or undertake any other functions of GSA.

Article 3

Organisation

The organisation and administration of GSA is vested in:

1. the General Assembly,
2. the Executive Committee,
3. the Auditor.

Article 4

General Assembly

1. The General Assembly is formed by the representatives of the Members which have voting rights (hereinafter the "Voting Members").
2. Each Executive Member shall have ten votes, each Member shall have three votes and each NVP-Member shall have one vote. Notwithstanding the foregoing, each Member whose representative serves as elected member of the Executive Committee shall have five (instead of three) votes, and each NVP-Member whose representative serves as elected member of the Executive Committee shall have three votes (instead

of one vote), during the term of office of their respective representative. Each Voting Member may appoint by special power of attorney the President or one of the Vice-Presidents of GSA or any of such Voting Member's employees (but not another Voting Member or any other third party) in writing as its proxy to represent such Member at a meeting and vote on its behalf.

3. The General Assembly shall elect the President of GSA, the members of the Executive Committee (other than the representatives of the Executive Members appointed pursuant to Article 2 paragraph 4) and the Auditor. Elections shall be made by simple majority of the votes represented at a meeting. If no election has taken place in a first voting and if there is more than one candidate, there shall be a second voting in which the relative majority shall be decisive. The Chairperson (see Article 6) shall not have a casting vote.
4. The General Assembly shall take all decisions necessary to fulfil the purpose of GSA as laid down in Article 1. Unless otherwise provided for in these Articles decisions shall be made by simple majority of the votes represented at a meeting. The Chairperson (see Article 6) shall not have a casting vote.

Upon the request of the Executive Committee, the General Assembly meeting may be substituted by a voting procedure in writing via mail ("written vote"), unless at least 10% of all votes request an oral discussion at a General Assembly. Decisions based on a written vote shall be made by simple majority of all the votes, unless otherwise provided for in these Articles.

In particular it takes the following decisions:

- Approval of the minutes of the last General Assembly
 - Approval of the Annual Reports of the Executive Committee
 - Approval of the financial statements of GSA
 - Approval of the Annual Auditor's Report
 - Approval of the Annual Business Plan
 - Determination of annual membership fees
 - Approval of new Members
 - Expulsion of Members (subject to Article 2 paragraph 9)
5. The Executive Committee shall call a General Assembly meeting at least once a year, the agenda of which should be sent to the Members at least 20 days in advance. Voting Members representing not less than 20% of all the votes may request the President to call a General Assembly.
 6. Voting Members wishing to have an item considered by the General Assembly must submit such item to the Secretariat not less than 50 days prior to the respective General Assembly meeting.
 7. Any person engaged in GSM/3G related business who works for and is authorised by a Member may attend the meetings of the General Assembly. Anyone attending the General Assembly meeting shall be free to discuss any item on the agenda.

Article 5

The Executive Committee

1. The Executive Committee consists of the President of GSA (who may be an independent person and need not be a representative of a Member), and a certain number of Vice-Presidents. The members of the Executive Committee comprise the representatives of the Executive Members appointed pursuant to Article 2 paragraph 4 (hereinafter the “Primary Representative”), up to two representatives of the Members elected by the General Assembly, up to one representative of the NVP-Members elected by the General Assembly and the President. Executive Members may appoint one substitute representative per financial year of GSA for their Primary Representative by sending a registered letter to the Executive Committee indicating the name and professional background of such substitute. Such substitute representative may execute the rights and discharge the obligations of the Primary Representative of such Executive Member, provided the Primary Representative is ill or otherwise unavailable.
2. The President shall be elected by the General Assembly for a term of service of one year. He or she may be re-elected. The members of the Executive Committee elected by the General Assembly shall be elected for a term of service of one year. They may be re-elected.
3. The Executive Committee shall meet as often as necessary. Meetings shall be convened by letter, fax or e-mail, specifying the agenda, at least 10 days before the meeting. Telephone and video conferences are also permissible, provided that the participants can be clearly identified. Decisions shall be made by simple majority of the members of the Executive Committee present at a meeting. Each member of the Executive Committee shall have one vote and the Chairperson shall not have a casting vote. Unless a member of the Executive Committee requests oral discussion, decisions may be passed by way of a circular resolution by fax or mail. Circular resolutions shall be passed by simple majority of all the members of the Executive Committee.
4. The Executive Committee shall be responsible for the administration and management of GSA and the nomination of candidates for membership. It shall carry out this duty according to general directions given by the General Assembly. It may appoint authorised signatories.
5. The Executive Committee shall appoint one of its members or a non-member of GSA as Treasurer of GSA. It may furthermore appoint a Secretary (who need not be a member of the Executive Committee) and assign to him or her specific duties and authorities regarding the administration and management of GSA.
6. The Executive Committee may appoint Liaison Officers to represent GSA on an *ad-hoc* or regular basis at specific organisations or at any meeting, debate or other occasion where matters affecting GSM/3G form part of the agenda.

7. The Executive Committee may appoint individual Technical Experts to deal with specific subjects related to GSM/3G on behalf of GSA.
8. The Executive Committee may grant the status of Observer to industry organisations or other bodies or entities dealing with matters related to GSM/3G.
9. The Executive Committee shall co-ordinate the dialogue with other sector-specific organisations working in the field of GSM/3G and shall be authorised to enter into co-operation arrangements with such organisations.
10. The Executive Committee may issue by-laws.

Article 6

The President

1. The President of GSA may be an independent person and need not be a representative of a Member. He or she is Chairperson of the General Assembly and of the Executive Committee.
2. The President shall preside over all meetings of GSA and shall be an *ex officio* member of all action-oriented Project Groups.
3. The President is authorised to act and sign for and on behalf of GSA.
4. In case the President is permanently unable to carry out his or her functions, the Executive Committee shall be empowered to elect his or her successor until the next meeting of the General Assembly.
5. In the absence of the President at any meeting of GSA, one of the Vice-Presidents, appointed by the Executive Committee, shall act in his or her stead.

Article 7

The Auditor

1. The Auditor is elected by the General Assembly for a term of office of two years.
2. The Auditor's duty is to examine the annual financial statements, the cash position and the accounts. It is at any time entitled to demand the production of accounts and documents and to inspect the cash balance.
3. The Auditor reports to the General Assembly.

Within these limits, the assessment of the annual membership fee shall be determined by the General Assembly taking into account the financial strength of each membership category referred to in Article 2 above and the number of Members in each such category.

5. Membership fees are due on demand for payment and shall be paid within 30 days.

Article 10

Intellectual property rights

1. All patents, copyrights or other intellectual property owned or created by any Member shall remain the property of that Member. Such ownership shall not be affected in any way by the Member's participation in GSA, unless the Member specifically agrees otherwise. All material presented to GSA or its action-oriented Project Groups shall be deemed of non confidential nature and hence may be copied to the Members.
2. Each Executive Member and each Member is entitled to use the intellectual property rights of GSA, including the trade marks and service marks, to the extent that such use is allowed by the Executive Committee which shall also set forth the terms and conditions of such use.

Article 11

Amendments to the Articles of Association and Dissolution of GSA

1. Amendments to the Articles of Association must figure on the agenda and require the presence of 50% of all votes plus a majority of three quarters of the votes represented (as defined in Article 2 Section 5) at the General Assembly meeting in question.
2. The dissolution of GSA must figure on the agenda and requires the presence of 50% of all votes plus a majority of three quarters of the votes represented (as defined in Article 2 Section 5) at the General Assembly. The dissolution of GSA based on a written vote (see Article 4 Section 4) requires a majority of three quarters of all the votes.

Article 12

Final Provisions

1. These present Articles of Association have entered into force upon their approval by the founding General Assembly on 2 October 1998 and have been revised on 25 September 2002.