

ARTICLES OF ASSOCIATION

of



Zurich, Switzerland

Article 1

Name, Seat and Purpose

1. The Global mobile Suppliers Association ("**GSA**") is a not-for-profit association formed pursuant to these articles of association ("**Articles of Association**") and Art. 60 et seq. of the Swiss Civil Code.
2. The seat of GSA is in Zurich, Switzerland.
3. The purpose of the GSA is to strengthen the promotion of the 3GPP family of technologies, both radio and network technologies, GSM/EDGE, WCDMA/HSPA/HSPA+, 4G/LTE and more recently towards 5G, for the on-going successful delivery of global mobile broadband, enhanced multimedia, IoT connectivity, mobile connectivity & services and voice services (altogether "**3GPP Family of Technologies**") and to act as its members' public voice in advocating and undertaking such promotion.
4. The purpose of GSA shall be achieved by:
 - Providing members with information and technology reports on new industry developments relevant to 3GPP Family of Technologies;
 - engaging to ensure the long-term availability of spectrum to support data demand and growth of 3GPP Family of Technologies;
 - promoting and establishing 3GPP Family of Technologies products and services in new and existing markets as approved/preferred standards;
 - establishing a neutral spokes forum for the 3GPP Family of Technologies supplier industry;
 - increasing awareness and pro-actively supporting the take up of new capabilities and enhancements to 3GPP Family of Technologies standards and leveraging 3GPP Family of Technologies and capabilities to promote growth through capacity gains and enhanced services;
 - promoting world-wide new competitive opportunities for 3GPP Family of Technologies-based applications;
 - promoting 3GPP Family of Technologies network evolution to support global mobile services;
 - encouraging IT providers to develop efficient software tools and applications based on the 3GPP Family of Technologies, by delivering convergent Internet/intranet services and applications;
 - providing significant promotional effort at the global level;
 - co-operating with the relevant industry fora and bodies, e.g. the GSM Association, ETSI, ITU and 3GPP; and
 - any other matters or initiatives deemed appropriate in the context of the purpose of GSA.

Article 2

Membership

1. Any company engaged in supplying 3GPP Family of Technologies products and services may apply for membership of GSA.
2. The following membership categories are available:
 - ***Executive Member/Membership***
Any company or organisation operating in the mobile industry, which meets the qualification criteria as set forth in the corresponding GSA Membership Policy Regulation of the Executive Board shall be eligible for Executive Membership. [*SW Comment: It makes sense to move this up, so that the structure is parallel to the structure in point 3 below.*]
 - ***Ordinary Member/Membership***
Any company or organisation operating in the mobile industry, which meets the qualification criteria as set forth in the corresponding GSA Membership Policy Regulation of the Executive Board shall be eligible for Ordinary Membership.
 - ***NVP Member/Membership***
Start-up wireless content, product and applications developers, which meet the qualification criteria as set forth in the corresponding GSA Membership Policy Regulation of the Executive Board shall be eligible for NVP Membership.
3. The members shall have the following rights:
 - ***Executive Members:*** Each Executive Member shall have ten voting rights in the General Assembly, the right to appoint one representative (and one substitute representative) to the Executive Board and the right to participate in all GSA groups, the right to receive one copy of all working documents, the minutes of the meetings and written deliverables from GSA as well as the right to use freely the GSA promotional material, as indicated in the Membership Benefits Document, updated from time to time.
 - ***Ordinary Members:*** Each Ordinary Member shall have three voting rights in the General Assembly, the right to participate in all GSA groups, the right to receive one copy of all working documents, the minutes of the meetings and written deliverables from GSA as well as the right to use freely the GSA promotional material, as indicated in the Membership Benefits Document, updated from time to time.
 - ***NVP Members:*** Each NVP Member shall have one voting right in the General Assembly, 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, as indicated in the Membership Benefits Document, updated from time to time. Each NVP Member may also be invited to participate in action-orientated Project Groups, excluding the GSA Spectrum Group.

4. Membership applications shall be addressed to the secretariat of GSA (secretariat@gsacom.com; "**Secretariat**").

In the application applicants shall declare their commitment to the continuing success of the 3GPP Family of Technologies products and services and their willingness to conform to these Articles of Association and specify the membership category to which they consider themselves to belong to, based on the specifications and regulations issued from time to time by the Executive Board.

5. Membership applications shall be subject to preliminary approval by the Executive Board. Upon such preliminary approval, the membership application shall be passed on to the General Assembly for admission.

Admissions by the General Assembly require a three-quarters affirmative vote of the votes represented (either directly or by proxy) at the General Assembly or a three-quarters affirmative vote of all Electronic Votes (as defined in Article 4 below), as the case may be.

6. Membership starts on the date of the receipt by GSA of the membership fee following the admission by the General Assembly and ends with the withdrawal, expulsion, dissolution, or bankruptcy of the member.

Membership candidates preliminary approved by the Executive Board shall have information and participation rights as specified by the Executive Board from the date of the receipt of the membership fee by GSA until they are admitted or declined as members by the General Assembly.

7. Members may withdraw from GSA, after having given six months' notice to the Secretariat.
8. Members may be expelled from membership by three-quarters of the votes represented (either directly or by proxy) at the General Assembly or by a three-quarters affirmative vote of all Electronic Votes (as defined in Article 4 below), as the case may be.

The Executive Board may exclude any member without formal approval by the General Assembly if its membership fees remain unpaid for six calendar months.

9. 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 Board, to chair any GSA group, or to 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 Board,
3. the Auditor.

Article 4

General Assembly

1. The general assembly of the members is the supreme body of GSA ("**General Assembly**"). It has the following powers:
 - to adopt and amend the Articles of Association;
 - to elect and vote out of office the President of GSA;
 - to elect and vote out of office the Secondary Representatives and the NVP Representatives as members of the Executive Board (not, however, the Primary Representatives who are appointed by the Executive Members pursuant to Article 2 and 5);
 - to elect and vote out of office the Auditors;
 - to approve the minutes of the last General Assembly;
 - to approve the annual reports of the Executive Board;
 - to approve the financial statements of GSA;
 - to approve the annual auditor's report or assurance report;
 - to determine the annual membership fees;
 - to admit new members;
 - to exclude members;
 - to take decisions necessary to fulfil the purpose of GSA as laid down in Article 1; and
 - to resolve on the dissolution of GSA.

2. Unless provided otherwise by law, the General Assembly shall be held at least once a year at a place designated by the Executive Board or the President and shall be called whenever the Executive Board or the President consider it necessary.

3. The General Assembly shall be called at least 20 days prior to the day of the meeting by email. The calling notice shall state place and time of the meeting and the items of the agenda.

Members wishing to have an item considered by the General Assembly must submit such item to the Secretariat not less than 25 days prior to the General Assembly.

4. The General Assembly shall be chaired by the President or, if he or she is prevented from doing so, by a member of the Executive Board, appointed by the members of the Executive Board, or by another person elected by the General Assembly for that particular meeting as chairperson. The person chairing the meeting does not need to be a member of GSA.

The person chairing the General Assembly designates both a secretary and scrutineer for the purpose of the meeting.

The Executive Board is responsible for keeping the minutes concerning the represented votes in the General Assembly as well as any motions, resolutions, requests and answers thereto and statements to the minutes. The person chairing the meeting shall sign the minutes and the person designated to act as secretary during the meeting.

5. Each Executive Member shall have ten votes, each Ordinary Member shall have three votes and each NVP Member shall have one vote. Notwithstanding the foregoing, each Ordinary Member whose representative serves as elected member of the Executive Board ("**Secondary Representatives**") subject to and as described in Article 5, shall have five (instead of three) votes, and each NVP Member whose representative serves as elected member of the Executive Board ("**NVP Representatives**") subject to and as described in Article 5, shall have three votes (instead of one vote), during the term of office of their respective representative.
6. Unless otherwise provided for in these Articles of Association (see, in particular, Article 2, Articles 5 to 7 and Article 12), decisions shall be passed by simple majority of the votes represented (directly or by proxy) at the General Assembly. The President and/or the chairperson shall not have a casting vote.

Upon the request of the Executive Board or the President, the General Assembly may be substituted by a voting procedure in writing via email ("**Electronic Vote**"), unless at least 10% of all votes, or at least one of the Executive Members, request an oral discussion at the General Assembly. Decisions based on an Electronic Vote shall be made by simple majority of all the votes, unless otherwise provided for in these Articles of Association (see, in particular, Article 2, Articles 5 to 7 and Article 13).

Any person engaged in 3GPP Family of Technologies related business that works for a member is entitled to attend the General Assembly, if authorized to do so by such member. Anyone attending the General Assembly shall have the right to participate in the discussion relating to any item on the agenda.

Article 5

The Executive Board

1. The Executive Board shall be formed by one or more individuals (natural persons). The term of office shall be one year. Re-election shall be possible.
2. The Executive Board shall be comprised of:
 - the President;
 - the Primary Representatives and Primary Substitute Representatives,
 - up to one Secondary Representative, and
 - up to one NVP Representative.
3. The President does not need to be a member or an employee, officer or delegate of a member of GSA and shall be elected by the General Assembly by majority of the votes represented at the General Assembly ("**Absolute Majority**") for a term of two years. If the necessary Absolute Majority for an election is not reached in a first voting round and if there is more than one candidate for the position to be filled, there shall be a second voting round in which the majority of the votes casted shall be decisive ("**Relative Majority**"). Any Primary Representative of the Executive Board can propose a nomination for President.
4. The Primary Representatives shall represent each Executive Member in the Executive Board. Each Executive Member has the right to appoint one Primary Representatives to serve on the

Executive Board for the term of the Executive Members' Membership.

Each Executive Member may furthermore appoint a Primary Substitute Representative to act in substitution of its Primary Representative in case such falls ill or is otherwise unavailable to perform his or her rights and duties.

The Primary Representatives' and Primary Substitute Representatives' names and professional backgrounds shall be communicated to the Executive Board by email.

5. The Secondary Representative shall represent the Ordinary Members in the Executive Board. The representative does not need to be a member of GSA and shall be elected by the General Assembly for the term of one year. If the necessary majority for an election is not reached in a first voting round and if there is more than one candidate for the position to be filled, there shall be a second voting round in which the Relative Majority shall be decisive.
6. The NVP Representatives shall represent the NVP Members in the Executive Board. The representative does not need to be a member of GSA and shall be elected by the General Assembly for the term of one year. If the necessary majority for an election is not reached in a first voting and if there is more than one candidate for the position to be filled, there shall be a second voting round in which the Relative Majority shall be decisive.
7. The Executive Board shall be responsible for setting the overall business plan & strategy, objectives, administration and management of GSA, the nomination of candidates for membership to be admitted by the General Assembly, the coordination of a dialogue with other sector-specific organisations working in the field of 3GPP Family of Technologies as well as any other duties and responsibilities as assigned by and in accordance with the directions given by the General Assembly or these Articles of Association.
8. Within the scope of such responsibilities, the Executive Board can assign to the President the responsibilities and the execution of tasks, including but not limited to the responsibility/task to:
 - carry out the day-to-day administration and management of GSA;
 - execute of GSA's annual business plans and strategy in order to achieve the objectives of GSA as outlined in Article 1;
 - act and sign on behalf of GSA;
 - appoint authorised signatories;
 - appoint one of its members or any other person to act as secretary or treasurer of GSA;
 - 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 the 3GPP Family of Technologies or related services form part of the agenda;
 - appoint individual technical experts to deal with specific subjects related to the 3GPP Family of Technologies or services on behalf of GSA;
 - grant to industry organisations or other bodies or entities dealing with matters related to 3GPP Family of Technologies the status of a non-contributing observer in project groups;
 - enter into co-operation arrangements with other sector-specific organisations working in the field of 3GPP Family of Technologies;

- define and implement the GSA annual budget;
- negotiate and enter into service, product and consultancy contracts with suppliers on behalf of GSA;
- define and implement GSA policies and operational procedures;
- support GSA groups such as the Spectrum Group where needed;
- negotiate and enter into service and any other contracts necessary to carry out the day-to-day administration and management of the GSA and to execute GSA's annual business plans and strategy in order to achieve the objectives of GSA as outlined in Article 1;
- negotiate and enter into service and any other contracts with persons to act as secretary or treasurer of GSA;
- negotiate and enter into service contracts for bookkeeping and general accounting to manage the finances of GSA; and
- publish by-laws as approved by the Executive Board to help establish the roles and duties of the Association's officers and other functions as needed.

Notwithstanding such assignment to the President, the Executive Board shall remain responsible for the supervision of the President and responsible for its responsibilities as outlined in Article 5 paragraph 8 above.

9. The Executive Board shall meet as often as necessary. Ideally, agenda items shall be specified 10 days before the meeting. Meetings shall be held in person or by means of telephone conference calls or videoconferences, provided the participants can be clearly identified.

Executive Board meetings shall be chaired by the President or, if he or she is prevented from doing so, by a member of the Executive Board, appointed by the members of the Executive Board for that particular meeting and acting as chairperson.

Decisions shall be made by simple majority of the members of the Executive Board present at a meeting. Each member of the Executive Board shall have one vote. The President and/or the chairperson shall not have a casting vote. Unless a member of the Executive Board requests oral discussion, decisions may be passed by way of a circular resolution by email. Circular resolutions shall be passed by simple majority of all the members of the Executive Board.

Article 6

The President

1. Under the overall guidance and supervision of the Executive Board, the President shall be responsible for the execution of the tasks/responsibilities assigned to him by the Executive Board as pursuant to Article 5 above.
2. The President shall report to the Executive Board on a regular basis on any of his tasks, duties and responsibilities as well as, in particular, on the progress of the annual business plans and strategy, and shall attend all meetings necessary to the execution of his tasks and responsibilities including but not limited to the General Assembly and the meetings of the Executive Board.

3. In case the President becomes permanently unable to carry out his or her functions, the Executive Board shall be empowered to elect an interim president to act as the President's successor until the next the General Assembly.

Article 7

The Auditor

1. The General Assembly elects the Auditor for a term of office of two years.
2. The Executive Board decides if the GSA Accounts require a full audit or an assurance report of the GSA finances and accounts.
3. 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.
4. The Auditor produces the annual auditor's report or an assurance report of the GSA finances and accounts, which is subject to approval by the General Assembly.
5. The Auditor reports to the General Assembly.

Article 8

GSA Spectrum Group Role and Responsibilities

1. The GSA Spectrum Group is the GSA focus group for technical and regulatory matters of radio spectrum pertaining to the successful evolution of International Mobile Telecommunication (IMT) and associated radiocommunication systems and comprises a team made up of spectrum and regulatory affairs specialists from Executive Member and Ordinary Member companies.
2. The GSA Spectrum Group develops strategies and plans and contributes studies and technical analysis to international, regional and individual country policymakers and regulators to facilitate the timely availability of spectrum for use by mobile network operators as defined in the GSA Spectrum Group "Policy document" updated and approved by the Executive Board, at least annually and more often if required.
3. Based on recommendations from participating members of the GSA Spectrum Group and Executive Members, the Executive Board elects the GSA Spectrum Group chairperson who must be an employee of an Executive Member company ("**Spectrum Group Chairperson**"). The timing of the election process and the term of service of the Spectrum Group Chairperson are defined in the Spectrum Group Policy document.
4. Based on recommendations from participating members of the GSA Spectrum Group and GSA Executive Members, the Executive Board elects the GSA Spectrum Group Vice Chairperson who must be an employee of an Executive Member company ("**Spectrum Group Vice Chairperson**"). The timing of the election process and the term of service of the Spectrum Vice Chairperson are defined in the GSA Spectrum Group Policy document.

5. The elected Spectrum Group Chairperson and Spectrum Group Vice Chairperson constitute the "**GSA Spectrum Group Chair**". The GSA Spectrum Group Chair reports to the President.
6. The Spectrum Group Chairperson proposes the structure of the GSA Spectrum Group team, which is subject to the approval by the Executive Board. The GSA Spectrum Group team comprises the Spectrum Group Chairperson, the Spectrum Group Vice Chairperson, Regional Coordinators and regional team members. The Spectrum Group Chair nominates the Regional Coordinators, who must be employees of Executive Member companies, and are subject to approval by the Executive Board. The timing of the election process and the term of service of Regional coordinators are defined in the GSA Spectrum Group Policy document.
7. Roles and responsibilities of the GSA Spectrum Group are defined in the GSA Spectrum Group Policy document.
8. Any Ordinary Member company of GSA can request to participate in the GSA Spectrum Group work.

Article 9

GSA Marketing Group; Role and Responsibilities

1. The GSA Marketing Group is formed of representatives from GSA Executive and Ordinary Member companies and sets and agrees the annual marketing communications strategy and objectives to support the GSA purposes described in sections 3 and 4 of Article 1. The GSA Marketing Group reports to the President.
2. GSA Executive and Ordinary Members can appoint up to two representatives to be their marketing representatives in the GSA Marketing Group.
3. The GSA Marketing Group elects from the marketing representatives a person to manage GSA Marketing Group's activities ("**Marketing Lead**").
4. The Marketing Lead together with the President determines, in compliance with GSA's policies and procedures, the annual marketing budget to be part of GSA's annual budget, subject to the approval by the Executive Board.

The GSA Marketing Group shall meet as often as necessary, either via video or telephone conference or in person to achieve the marketing objectives of GSA. Meetings shall be called by email, specifying the agenda. Each member of the GSA Marketing Group shall have one vote and the Marketing Lead shall not have a casting vote. Decisions are passed by simple majority of the members of the GSA Marketing Group present at the meeting. Decisions of the GSA Marketing Group may also be adopted without a meeting, by way of email correspondence. Such decisions by way of email correspondence are passed by simple majority of all the members of the GSA Marketing Group.

5. Member companies participating in the GSA Marketing Group will cover all their own costs relating to GSA Marketing Group activities including all costs of attending meetings.

Article 10

Finances, Assets and Membership Fees

1. The financial year of GSA is the calendar year.
2. For the debts of GSA, only its assets can be held liable.
3. GSA shall cover its administrative costs and expenses, including costs and expenses in relation with the President's office and the Secretariat (but excluding costs and expenses of other members of the Executive Board), the General Assembly meeting (but excluding costs and expenses of the members for their participation), legal fees, bank costs, etc. as well as the costs and expenses related to the core activities of GSA which figure in the budget for the relevant business year, such as the participation at key conferences or promotional activities.
4. The maximum membership fee shall be

– for Executive Members	GBP	50,000;
– for Ordinary	GBP	20,000;
– for NVP Members	GBP	10,000.

Within these limits, the assessment of the annual membership fees 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 11

Associates of GSA

1. Associates of GSA are not members of GSA and, thus, do not have the same right as the members of GSA. In particular, the Associates of GSA do not have a voting right and do not have the right to participate at the General Assembly or at any other meeting of GSA.
2. Associates of GSA shall have only have restricted benefits and rights as outlined in the GSA Associates Policy, which is part of the GSA Membership Policy document.

Article 12

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 (unless marked confidential) and hence may be copied to the members.

2. Each Executive Member and each Ordinary Member is entitled to use the intellectual property rights of GSA, including the trademarks and service marks, to the extent that such use is allowed by the Executive Board which shall also set forth the terms and conditions of such use.

Article 13

Amendments to the Articles of Association and Dissolution of GSA

1. Amendments to the Articles of Association require a special voting procedure and must figure on the agenda of the General Assembly. Any amendments require the presence of 50% of all votes at the General Assembly in question and shall be valid when approved by three-quarters of the votes present, either directly or represented by proxy ("**votes represented**"), at the General Assembly.
2. Amendments to or deviations from the provisions of these Articles of Association, which have not been approved in accordance with this Article 13 are null and void and have no legal effect.
3. The dissolution of GSA must figure on the agenda of the General Assembly and requires the presence of 50% of all votes plus a majority of three quarters of the votes at the General Assembly. The dissolution of GSA based on an Electronic Vote requires a majority of three quarters of all the votes.

Article 14

Final Provisions

1. These present Articles of Association have entered into force upon their approval by the founding General Assembly on 2nd October 1998, were revised on the 25th September 2002 and have been further revised and approved on 14th June 2017.