

## **Mobitex Association By-laws**

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## Article 1 – Name

### ***Section 1. Definition.***

The name of this organization shall be the Mobitex Association, hereinafter referred to as the Organization or “MA.”

### ***Section 2. Office.***

The principal office of the Organization shall be in Göteborg. The Organization may have other offices which can, when needed, be designated by the Board of Directors (which is also hereinafter referred to as the “Board”).

### ***Section 3. Official Language.***

The official language of MA, for correspondence and meetings, is English.

## Article 2 – Purpose

The Mobitex Association (MA) has been formed to provide a worldwide forum and network for the Mobitex community for the sharing of information and support to the mutual benefit of members and through our members promote the use of Mobitex worldwide, and to maximize the value of Mobitex to system operators and solutions providers and their customers.

## Article 3 – Mission

MA’s mission is (i) to be the worldwide network and forum for Mobitex, (ii) influence the technical development of Mobitex, (iii) coordinate new Mobitex products and solutions (iv) promote the technology, through our members and be a window to our community’s members, enable narrowband, help Mobitex technology to reach its potential as the premier technology of choice and be a point of reference for topics related to Mobitex and wireless data.

## Article 4 – Membership

### ***Section 1. Definition of membership***

Membership in the MA shall be open to:

1. Operators of Public or Private Mobitex Networks.
2. Suppliers of network equipment/infrastructure, radio modems, terminals, and/or software applications for Mobitex.
3. Holding Companies that have ownership interests in Mobitex public mobile data network.
4. Customers or potential customers for Mobitex services upon recommendation by other members.

### ***Section 2. Member Representation and Voting Rights***

Each member shall possess one vote in all matters that are subject to a vote of the Membership. Each member company shall be permitted to designate one company representative to the Marketing and Technical Council defined in Article 9, Sections 5 and 6 of these Bylaws, and the representative will have one vote on matters before the councils. Each member shall also possess one vote for each Director he/she is eligible to elect to the Board of Directors as provided in Article 7, Section 2.

### ***Section 3. Membership Application.***

Any corporation or other business entity eligible for membership under these Bylaws may be admitted to membership upon written application on forms provided by the Organization. The Board of Directors may develop an application review process and reserves the right to deny

membership based on cause as determined by the Board. The Board of Directors, or an officer designated by the Board, shall have the responsibility for reviewing all applications and notifying applicants of admissions to membership. The Chairman will maintain a list of all members.

#### ***Section 4. Duration of Membership and Resignation.***

Membership of the organization may terminate by voluntary withdrawal. All rights, privileges, and interest of a member in or to the Organization shall cease on the termination of membership. Any member may, by giving written notice, withdraw from the Organization. Withdrawals shall not relieve the member of the obligation to fulfil all financial obligations existing on the date of withdrawal.

#### ***Section 5. Suspension and Expulsion.***

Any membership may be suspended or terminated for causes as determined by the Board and in accordance with the applicable law. For purposes of this provision, the term "causes" includes but is not limited to non-payment of dues and fees (as provided in Article 5, Section 2), violations of these Bylaws or any rule or practice duly adopted by the Organization, or conduct deemed prejudicial to the interests of the Organization. Prior to taking final action, the Board will exercise due process.

#### ***Section 6. Responsibilities.***

Members are expected to take part and be involved in the work of the Association. Members are expected to share information to the benefit of the entire community. However, should the information be confidential, it must not be shared in a way that reveals the identity of the giver and that reveals secret details.

### **Article 5 – Fees**

#### ***Section 1. Annual Fees.***

Each year the Board of Directors shall, if necessary, recommend the appropriate level of annual fees for all members of the Organization for the next fiscal year. The recommendation shall be based on an assessment of the fiscal health of the Organization and this assessment shall be presented to the members. Full year fees will be assessed in the beginning of the fiscal year. Should a member join during the second half of the fiscal year, the member can apply for a reduced membership fee for that year. The Board of Directors decides on whether the application is approved.

#### ***Section 2. Lapsed Membership.***

Members who fail to pay their fees within thirty (30) days from the time they are due shall be notified by a Board designee authorized to provide such a notice. If payment is not made within sixty (60) days of the date when notice was sent, without further notice and without a hearing, the board has a right to terminate the membership and the member will thereby forfeit all rights and privileges of membership. Unless otherwise agreed, termination pursuant to this provision will be effective on the 60th day of non-payment after notice. The Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and upon the member having proven valid causes.

### **Article 6 – Meetings**

#### ***Section 1. Annual Meetings.***

There shall be an annual meeting of the Organization, which shall occur at least once each calendar year and shall not occur greater than eighteen months apart. Notice of the meeting

shall be sent at least forty-five (45) days but no longer than ninety (90) days in advance of this meeting by mail or other lawful mode of transmittal.

### ***Section 2. Special Meetings.***

Special meetings may be called by the Chairman, a majority of the Board of Directors, by written request to the Chairman by 10% of the entire Organization's member group or 5 members, whichever is greater. Meetings may be held in person, via teleconference call or by similar modes of communication. Notice of a special meeting shall be sent to each member at their last recorded address at least thirty-five (35) days in advance, with a statement of the time and place for the meeting and information as to the subject or subjects to be considered.

### ***Section 3. Quorum at Meetings.***

Members may take action on a matter at a meeting only if a quorum exists with respect to that matter. A majority of the existing members entitled to vote at the meeting, and who are present in person or represented by proxy, shall constitute a quorum at all meetings of members for the transaction of business. Once a member is represented for any purpose at a meeting (other than solely to object to holding the meeting or transacting business at the meeting), that member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. A majority of the members represented at a meeting, whether or not a quorum is present, may request adjourning of the meeting.

### ***Section 4. Voting and Proxies.***

Subject to the other provisions of these Bylaws, each member entitled to vote may vote in person or by proxy. No proxy shall be voted or acted upon after one year from its date of execution. A duly executed appointment of proxy shall be irrevocable if the appointment form states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

### ***Section 5. Required Vote.***

If a quorum exists, action on a matter (other than the election of directors) is approved upon the vote of at least a majority of the voting members of the Organization who are present, in person or by proxy, and voting.

## **Article 7 – Board of Directors**

### ***Section 1. Duties.***

The Board of Directors shall set objectives for the Organization and shall have supervision over the control and direction of its affairs. As part of its duties, the Board of Directors shall establish and/or approve all policies for the MA, including the policies relating to its governance, projects, organization, meeting schedules, membership fees, tools for councils and similar issues.

### ***Section 2. Number, Election and Composition.***

The Board of Directors shall consist of three (3) to five (5) voting members. These members shall be elected as follows:

1. A Chairman of the Board of Directors shall be elected to his/her seat by a vote of the members of the Organization.
2. One of the board members shall represent Mobitex Technology AB, being a host for the Organization.
3. Remaining board members shall be elected by a vote of the members of the Organization

Policies and procedures regarding the time, place and administration of Director elections not provided herein or mandated by statute, shall be developed by resolution of the Board of Directors. The number may be changed as provided for in Article 11 or as required by

applicable law. Directors shall remain active members in good standing of the Organization. In the event of a Board Member being unable to attend a board meeting, an alternate, referred to as an Observer, may be sent in his/her place to observe the meeting. An Observer shall not have the authority to vote on behalf of the absent member unless the Observer has a proxy. Council chairs have the authority to sit in at board meetings.

### ***Section 3. Regular Meetings and Notice.***

Meetings may be held in person, via teleconference call or similar modes of communication allowed by law at such times as designated by the Chairman and/or upon demand of a majority of the Directors currently in office. The board of directors shall meet at least 4 times a year, of which one meeting should take place in person. In accordance with the applicable statute, Directors will be notified of all meetings at least seven (7) days in advance by mail, facsimile, electronic mail or other lawful mode of transmittal.

### ***Section 4. Special Meetings and Notice.***

Special board meetings may be called by the Chairman, or by a majority of the Directors currently in office, who may decide on the venue and the topics to be discussed. Notice of any special meeting shall be mailed or transmitted by other lawful means to each Board member at their last recorded address at least four (4) days in advance and shall specify the issue/s to addressed.

### ***Section 5. Quorum.***

Two-thirds of the board members present at a board meeting shall constitute a quorum.

### ***Section 6. Conduct.***

Meetings of the Board shall be presided over by the Chairman, or in his or her absence, a temporary Secondary Chairman who is designated by the board members present. All board meetings shall be documented by minutes, which is the responsibility of the Chairman. Minutes of the meeting should be made available to members no later than two (2) weeks after meeting taking place.

### ***Section 7. Absence.***

Any board member unable to attend a meeting shall communicate this via mail, electronic mail or facsimile to the Chairman. An Observer, as defined in Section 2 of this Article 6, may be designated to attend in his or her absence. If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to see sufficient, his or her resignation shall be deemed to have been tendered and accepted, effective at the adjournment of the second meeting. Upon removal, the remaining members of the Board of Directors may elect a new Board representative in accordance with Section 10 of this Article 6.

### ***Section 8. Compensation.***

Directors shall not receive any compensation for their services as Directors.

### ***Section 9. Resignation or Removal.***

Any Director may resign at any time by giving written notice to the Chairman or the Secretary. Such a resignation shall come into effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chairman but in no case later than 72 hours from when the written notice was received by the Chairman. Any Director may be removed by a unanimous vote of the other members of the Board of Directors present at any regular or special meeting. Written notice of removal shall be promptly given. A vacancy created by resignation or removal shall be filled in accordance with Section 10 of this Article 6.

**Section 10. Vacancies.**

Any vacancy that may occur on the Board by death, removal, resignation, or otherwise may be filled by the majority vote of the current remaining members of the Board. The Director elected to fill a vacancy will sit as Director for the remainder of the term of the member whose seat was vacated.

**Section 11. Terms of Office.**

Each Director shall serve a term of two (2) years, or until his successor is elected and qualifies.

**Section 12. Manner of Acting.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless law or these Bylaws require the act of a greater number. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

**Section 13. Action Without Meeting.**

By written agreement of all members of the Board of Directors, any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting by unanimous consent resolution. Board or council members acting on behalf of MA in matters involving costs must make sure that expenditure is approved by Chairman and that the undertaken action is in line with the objectives that have been set by the board.

**Article 8 – Officers****Section 1. Definition.**

The elective officer of the Organization is the Chairman. The Members, in accordance with Article 6, Section 2, shall elect the Chairman every other year at the time of the Organization's annual meeting. New offices may be created and filled by the board with the approval of the Board of Directors.

**Section 2. Term.**

Any elective officer shall take office at the annual meeting and serve for a term of two years or until his or her successor is duly elected and qualified. An officer may serve unlimited multiple terms.

**Section 3. Vacancies.**

A vacancy in any elective office may be filled for the balance of the term by a majority vote of the Directors present at any regular or special meeting.

**Section 4. MA Chairman.**

The Chairman is the principal elective officer of the organization and presides at meetings of the Organization and the Board of Directors. He or she will also perform or delegate duties as directed by the Board of Directors.

**Section 5. Secondary Chairman.**

In the event of the Chairman's absence, a temporary Secondary Chairman is elected to perform the Chairman's duties.

**Section 6. Accounts.**

The Board of Directors shall appoint one person to keep an account of all monies received and expended for the use of the Organization, and shall disburse the funds of the Organization as directed by the Board. He or she will at all reasonable times make the books of account and financial records available to any board member.

### ***Section 7. Administration and Management.***

By a majority vote of the Board of Directors, the administration and management of the Organization may be contracted to an association management company to carry out the executive or administrative duties and responsibilities of the Organization. Contracted responsibilities will be determined on an annual basis as determined by the Board of Directors.

## **Article 9 – Councils**

### ***Section 1. Appointment of Councils.***

The Chairman, subject to the approval of the Board of Directors, shall annually appoint standing or special councils or sub councils, and the Chair of each council as may be required by the Bylaws or as he or she may find necessary. All council members must be in good standing of the Organization. Council Chairs shall serve one-year terms. All councils are ultimately held accountable to the Board of Directors.

### ***Section 2. Member Participation.***

All Members may serve on councils and may serve as Chair of an MA council.

### ***Section 3. Non-council Member Participation.***

Council meetings are open for MA members who are not members of a council but who wish to attend a meeting.

### ***Section 4. Working program for Councils.***

All members can suggest working programs to councils. The Council Chair and the board of Directors may stop a program that they don't find to be in the interest of the organization. All working programs must be in good standing of the Organization's purpose and mission.

### ***Section 5. Technical Council.***

The Technical Council (TC) is open to all members, but has 2-3 appointed persons managing the council. They shall be elected to represent both operators and non-operators. The TC Chairman shall keep minutes, provide meeting notices, act as parliamentarian at meetings, and perform other tasks as defined by the members of the TC. The TC shall meet regularly to discuss technical matters of common concern and make recommendations to the MA Board of Directors. The Chairman of the TC can suggest working programs, as required, with short or long term responsibilities and objectives. The TC shall be responsible for such items as: (i) reviewing of the Mobitex Interface Specification and technical matters of common interest to the member companies and recommending specification or other changes from time to time; (ii) number series allocations; (iii) reviewing Mobitex network matters of common interest to the member companies and recommending system improvements; (iv) providing useful industry information to network operators; and (v) presenting and recommending to the Board of Directors technical solutions that increase the effectiveness of communication solutions using the Mobitex network technology; (vi) certification of products (vii) developer support.

### ***Section 6. Marketing Council.***

The Marketing Council (MC) is open to all members, but has 2-3 appointed persons managing the council. The MC shall elect a Chairman who will keep minutes, provide meeting notices, act as parliamentarian at meetings, and perform other tasks as defined by the members of the MC. The MC shall meet regularly to discuss matters of common concern related to marketing of Mobitex and make recommendations to the MA Board of Directors. The Chair can suggest working programs, as required, with short or long term responsibilities and objectives. The MC shall be responsible for such items as: (i) content and layout of website with input from members (ii) The Mobitex Association's yearly conference (iii) handling the info@mobitex.org.

### **Article 10 – Fiscal Year**

The fiscal year shall commence on the first day of August and end on the last day of July.

### **Article 11 – Dissolution**

The Organization shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. Upon dissolution of the Organization, any remaining Organization funds shall be distributed in accordance with all applicable laws and as determined by the Board of Directors.

### **Article 12 – Amendments**

Upon proposal by the Board of Directors, these Bylaws may be amended, repealed or altered in whole or in part by a majority vote at any meeting. The vote must be completed in accordance with the law and a valid notice, including a copy of any proposed amendments, must be provided.