

I3f Governance Rules

December 6, 2013 Final

Organisation

1. Full members of the i3 forum are telecommunication service providers who operate international interconnections. Other telecom industry stakeholders may join the i3forum as associate members. Unless otherwise stated, “members” refers to both full members and associate members.
2. The Steering Committee (Steerco) may invite any type of company or individual (such as an industry expert) to contribute on a specific topic for a given period of time without being i3forum member.
3. The full members meet regularly in the Steerco, usually on a monthly basis, generally rotating between physical meetings and conference calls.
4. The Steerco has a chairperson who is elected by the Steerco on an annual basis prior to ITW each year. The chairperson is responsible to manage the organization of the Steerco meetings and can represent the i3forum on conferences, panel sessions, and in publications.
5. The Steerco may decide to create workstreams, which can be attended by members. Each workstream has a chairperson who organizes the meetings, is responsible to deliver a joint result from the workstream, and represents the workstream in the Steerco.
6. Where necessary the Steerco ensures appropriate resourcing of members to be available to complete workstream activity.
7. Each workstream meets generally on a monthly basis, usually rotating between physical meetings and conference calls.
8. Members are expected to host meetings on a rotational basis.
9. The i3forum is not a standard-setting organization, nor a commercial organization
10. i3forum’s deliverables are intended for the use of all interested industry stakeholders and are made public once finalized and approved by the Steerco
11. i3forum’s recommendations are non-binding, implemented by members based on their independent judgment.

Membership

1. New members must be sponsored by a full member. Requests for membership are reviewed by the Steerco based upon the Governance Rules.
2. Members that join the i3forum can join as members with two different statuses:
3. Full member (Licensed international telecom operators)
 - A full member can participate in the Steerco and in the workgroups of its choice.
 - A full member has contribution and voting power to the workgroups it participates to as well as to the Steerco.
4. Associate member (All other telecom industry stakeholders)
 - An associate member cannot attend the Steerco meetings.
 - An associate member may receive a copy of the workgroup activities/deliverables/decisions open to all members.
 - An associate member can provide contributions and/or comments via e-mail or by attending meetings open to all members. An associate member cannot attend the meetings and discussions only open to full members.
 - The workstream chairperson will specify in the meeting agenda which topics associate members are invited to participate.
5. i3forum membership is free. Members are expected to contribute financially on a voluntary and ad-hoc basis to i3forum projects/initiatives requiring funding (as approved by the Steerco)

Full Member status requirements

1. Attendance at each of the Steerco meetings (physical or by phone) is expected.
2. No more than two representatives (one of those as permanent representative) per member, plus the chairpersons of the workstreams, shall be present in each Steerco meeting.

Workgroup participation

1. New workstreams can be appointed by the Steerco any time in the year; the Steerco will name the chairperson.
2. The Steerco decides whether a workstream will continue in the new year. For each reappointed workstream, the Steerco will name the chairperson. For existing workstream, the chairperson will ensure that the workstream meetings are effective.
3. A maximum of two representatives for each member are eligible for participation on a workstream. Additional representatives from a member may be added on an exception basis, if additional expertise is required. This will be at the discretion of the workstream chairperson.

Decision making / voting

1. For the workstream, the decisions will be taken with the simple majority of responding full members. Responding members include full members that are attending the meeting either physically or by phone (decisions are always subject to Steerco approval).
2. For the Steerco, the quorum is achieved with attendance (physical or by phone) of 8 full members (only one member per company may count towards a quorum).
3. For the Steerco, the decisions will be taken with the simple majority of responding full members if quorum is present (counted per section preceding). There is no golden vote for the chairperson. In case of tie, the vote shall be postponed to a further meeting.
4. The chairperson is elected by the votes submitted by full members during the voting meeting or sent by email to the program office person selected for the voting process. There will be one round only if a candidate gets more than 50% plus one vote, if not, the top two candidates in number of votes will have other voting rounds until one gets the simple majority of the votes (50% plus one). Any voting rounds following the first one will include the email votes that were sent before the meeting and for the participants on the phone, the emails sent during the meeting.

Confidentiality principle

1. Workstreams can start their work without an NDA. NDAs can be established later if the workstreams raise the need.
2. Requests for NDA or issues about confidentiality may be raised to any member of the Steerco.
3. Workstream members may request that issues of confidentiality be scheduled for discussion at the next regularly scheduled Steerco OR any member of the Steerco can request a special Steerco conference call, if required to address any confidentiality issue.

Communication principle

1. I3forum's work is intended to be public and communicated to the industry.
2. Any communication to the industry on i3forum topics not yet publicly communicated by the Steerco needs to be approved by the steering committee.
3. All finalized documents (i3forum deliverables) are made public once approved by the Steerco.

Non-disclosure principle

1. Information acquired in compliance with the relevant Competition Laws via the i3forum about each company's internal network, structure, technologies and products must not be disclosed outside of the workstream and Steerco discussions.
2. Each company must ensure that its competitively sensitive information is not disclosed directly to its competitors, or indirectly via customers or industry manufacturer/vendors.

3. Each member acting as chairperson of a formal meeting shall be responsible for ensuring that competition laws, the i3f Fraud Workstream Compliance Charter and these governance rules are respected, but it is incumbent upon each member as well to understand and respect the same even in informal discussions.

IPR

1. Intellectual Property

- Copyrights: for documents, text and contributions incorporated in the forum specifications the copyrights are owned by the forum members.
- IPR policy: for Essential IPR, the IPR owners shall grant a license on Fair Reasonable and non-discriminatory terms.
- Essential: as applied to IPR means that it is not possible on technical (but not commercial) grounds, taking into account normal technical practice and the state of the art generally available at the time of standardization, to make, sell, lease, otherwise dispose of, repair, use or operate EQUIPMENT or METHODS which comply with a specifications agreed by the i3forum without infringing that IPR. For the avoidance of doubt in exceptional cases where such a specification can only be implemented by technical solutions, all of which are infringements of IPRs, all such IPRs shall be considered ESSENTIAL.

2. Definition of "Essential" is based ETSI definition [§ 15.6 of Annex 6 (IPR Policy)]