i3forum
governance rules

May 14th 2009
Version 2.0

Organisation

- Members of the i3 forum are only telecommunication operators who run a network with international voice minutes (either Fixed Network Operators or Mobile Network Operators with either Retail and/or Wholesale business).
- The steerco can invite any type of company to contribute on a specific topic for a given period of time without being i3forum members.
- The membership in the i3 forum can either have an active status or an observer status
- The members with active status meet regularly in the steering committee (steerco) generally on a monthly basis, generally altering in physical meetings and conference calls
- The steerco has a chairman who is elected by the steerco on a annual basis prior to ITW each year. The chairman is responsible to ensure the organization of the steerco meetings and represents the i3 forum on conferences, panel sessions and in publications.
- The steerco has a program office person (in charge of managing aspects such as the steerco meetings, organizing the meetings, writing the minutes, managing the voting process, publish steerco documentation on the web..). The program office person is designated by the steerco members at the same time than chairperson election meeting (or at another time if deemed necessary by the steerco).
- The steerco decides to set in place workstreams which can be attended by all members with active status. Each work group has a chairman who organises the meetings, who is responsible to deliver a joint result from the workgroup and who represents the workgroup in the steerco
- Where necessary the steerco ensures appropriate resourcing of members with active status is available to complete workstream activity
- Each workstream meets generally on a monthly basis, generally alternating in physical meetings and conference calls
- Locations of meetings (steerco and workstreams) need to rotate within the members with active status, with a fair geographical distribution

Membership

- New members need to be sponsored by an existing member with active status
  - The decision to accept a new member is made by the steerco
- Carriers that join the i3forum can apply to join as members with two different statuses:
- Active status
  - The member has to participate in the steerco
  - The member has contribution and voting power to workstreams and the steerco
  - The member must meet active status requirements
- Observer status
  - Cannot attend the steerco (until they apply to the steerco to change their status to active members)
  - Have no decision making into workstreams or steerco
  - Is in copy of workstream and steerco activities/deliverables/decisions
  - Can provide contribution and/or comments via e-mail or via an active member. These comments are only informative, the i3 Forum may or may not take the opinions/views of a member with observer status into account in their decision making process
  - Can attend the workstream provided that they are either invited by the workstream chairman to contribute on a specific and time framed topic, or that they intend to actively and continually contribute to the workstream(s) activity with agreement by the workstream chairman.
- The status of each member will be listed in the minutes of each steerco meeting

Active status requirements

- Attendance to the steerco meetings (physical or by phone) for the full duration of each meeting (i.e. each attendee must be addressable throughout the full duration of the meeting). There shall be no more than two representatives (one of those as permanent representative) per member plus the chairmen of the workstreams present in each steerco

- In case a member (i.e. the delegate of the company or a deputy from this company) does
  - not announce his/her missing to the next steerco in advance or
  - not participate in two steering committee meetings in a row or
  - not participate in three steering committee meetings in 12 months period

  as per first bullet point above the member will automatically fall back into the observer status. In exceptional cases the steerco may decide to keep the active status for a member if the member asks for further active membership

- In case a member (i.e. the delegate of the company or a deputy from this company) does
  - not announce his/her missing in the next workstream in advance or
  - not participate in two full workstream meetings in a row or
  - not participate in three full workstream meetings in 12 months period

  the member will no longer have voting rights in this workstream and can only give his/her input as information which may or may not be followed up by the workstream

Workstreams participation

- New workstreams can be appointed by the steerco any time in the year, the steerco will name the chairperson. For new workstreams the steerco will agree on which members will form the new workstream. The steerco can also decide on the maximum number members for this new workstream for the current period

- After each annual cycle (June-May) the steerco decides if a workstream will continue in the new year. For each reappointed workstream the steerco will name the chairperson and agree on which members will form the new workstream and on the maximum number of members for this new workstream for the current period

- For existing workstreams the chairmen will ensure that the meetings are effective. In case of arising issues because of too many attendees over and above the limit given above the workstream chairmen can go back to the steerco to modify the number of attendees for the following meetings.

- A maximum of two representative for each member is 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 steering committee. Examples include but not limited to: specific technical or business knowledge

Decision making / voting

- For work streams, unanimity minus one of participants to the meeting. (decision are always pending steerco approval)

- Steerco quorum is achieved with attendance (physical or by phone) of 50% plus one of total forum active members

- Steerco decision making simple majority (50% plus one) of attending members if quorum is reached. There is no golden vote for the chairperson. In case of tie, the vote is postponed to a further meeting.

- The chairperson is elected by the votes submitted during the voting meeting or sent by email to the program office person. There will be one round only if a candidate gets more than 50% plus one vote, if not the top two candidates in # of votes will have other voting rounds until one gets the simple majority of the votes (50% plus one). The 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

- Work streams can start their work without an NDA. NDAs can be established later if the work streams raise the need

- Requests for NDA or issues about confidentiality must be raised to any member of the steerco

- Confidentially matters can be requested to be scheduled to be discussed at the next coming steering committee OR any member of the steering committee can request for an urgent and unplanned steerco conference call if required to address any confidentiality issue

Communication principle

- Any communication to the industry on i3forum topics not yet publicly communicated by the steerco needs to be approved by the steering committee

Non disclosure principle

- Information acquired via the i3forum about each company internal's network, structure, technologies and products related to VoIP must not be disclosed outside of the workstream and steerco discussions

- Each company must ensure that this information is not disclosed to other competitors, customers as well as industry manufacturer/vendors

IPR

- 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
    - definition of "Essential" is based ETSI definition [§ 15.6 of Annex 6 (IPR Policy) to the ETSI Rules of Procedure, 29/03/2007]