

**Small Cell Forum Limited  
(formerly Femto Forum Limited)  
Articles of Association**

*October 2011, revised February 2012  
to reflect the name change from Femto Forum*

**Introduction**

The Femto Forum was launched on 3 May 2007 to support and promote the global deployment of femtocell technologies. On 29 November 2011 its members voted to change the name of the organization to Small Cell Forum to reflect an expanded remit. The name change was made public 15 February 2012.

**A. Objectives of the Small Cell Forum**

1. Standardisation, regulation & interoperability – the Small Cell Forum supports and drives forward the adoption of industry wide standards, regulatory enablers, common architectures and interoperability to enable the widespread adoption and deployment of small cells by telecom operators around the world.
2. Marketing & promotion – the Small Cell Forum directs and implements a multi-faceted campaign to raise the profile, drive technology development & deployment and to promote the potential of small cell solutions across the industry and to journalists, analysts, regulators, special interest groups and standards bodies.

**B. Definitions**

In these Articles of Association the following terms shall have the following meanings:

“**Affiliate**” means in respect of a Member, a company which is its subsidiary or holding company or a company (other than the Member itself) which is a subsidiary of that holding company (where the terms “subsidiary” and “holding company” have the meanings set out in Section 736 Companies Act 1985);

“**Anti Trust and Competition Law Policy**” means the Small Cell Forum’s Anti Trust and Competition Law Policy (as amended from time to time);

“**Application Form**” means the form of application for membership of the Small Cell Forum as prescribed by the Executive Board from time to time, including the attached schedule (the current version of which is attached as Annex 2);

“**Chair**” means the chair person of the Executive Board from time to time who is more particularly described in Section D;

“**Company Secretary**” means the company secretary of the Small Cell Forum from time to time who is more particularly described in Section E;

“**Directors**” means the statutory company directors of the Small Cell Forum from

time to time who are more particularly described in Section E;

**“Executive Board”** means the executive board which has overall accountability for the Small Cell Forum which comprises the Chair and the Executive Board Members and which is more particularly described in Section D;

**“Small Cell Forum”** means Small Cell Forum Limited, a company limited by guarantee and registered in England under registration no. 6295097 (and includes, as the context requires, the trade body run under the auspices of the company by, and for the benefit of, the Members and in pursuance of the Objectives);

**“Group”** means the Member and all of its Affiliates;

**“IPR and Confidentiality Policy”** means the Small Cell Forum’s IPR and Confidentiality Policy (as amended from time to time);

**“Objectives”** means the objectives of the Small Cell Forum set out in Section A;

**“Members”** means, subject to Section C3, the Full, Executive Board and Observer status members who are members of the Small Cell Forum from time to time (being, for the avoidance of doubt, the corporate entity itself and not the individual(s) representing that entity);

**“Nominated Representative”** means the individual nominated by a Member from time to time as its authorised representative in connection with all matters relating to the Small Cell Forum;

**“Secretariat”** means the administrative secretariat of the Small Cell Forum comprising the Directors and the Company Secretary and which is more particularly described in Section E; and

**“Working Group”** means the Small Cell Forum working groups established in accordance with Section I.

### **C. Membership & Rights**

1. Small Cell Forum membership is open to any legally established corporation engaged in the development, manufacture and sale of Small Cell related products and content and to licensed holders of spectrum for mobile services and to operators providing mobile connectivity to end users via the spectrum of a licensed holder of such spectrum.

2. There are three levels of membership: Full, Executive Board and Observer status.

3. Voting rights: Full Members have one vote; Executive Board Members have three votes [except when voting for future Executive Board Members at the Annual General Meeting (AGM) when they have one vote – see Executive Board Section]; Observer Members have no votes. For the avoidance of doubt:

- (i) subject to Section C17, if there is more than one voting Member within the same Group, then only one such Member shall be entitled to vote;
- (ii) the casting vote given to the Chair under these Articles of Association in the event that votes are tied in any proceedings of the Members, the Executive Board or the Secretariat, is a single casting vote (notwithstanding that the Chair may also be the Nominated Member of an Executive Board Member) and
- (iii) any matter which under these Articles of Association requires a vote of the Members and/or which specifies a requirement for approval by a certain majority of the Members shall be determined in accordance with the voting rights set out in this Section C3 (subject to the provisions of Sections D6, D7 and H5).

4. Member rights: all Members have the right to attend meetings including AGMs and plenaries; to submit in advance issues for consideration to the agenda of meetings (see Section H – Meetings of the Members); to participate in or nominate qualified colleagues to participate in Working Group activities (see Section I – Working Groups & Projects); to nominate and elect Chairs of Working Groups; to stand for election to Working Group Chair; to receive copies of working documents and presentation materials; to receive the minutes to meetings; to use Small Cell Forum promotional material and logos; to access the Members’ only area of the Small Cell Forum’s website; to submit content for the Small Cell Forum website.
5. There is a maximum of 15 Executive Board Member positions plus the Chair (see Section D – Executive Board). *See also Annex 3 for 2011-12.*
6. Observer membership is open only to licensed holders of spectrum for mobile services.
7. Observer Members may participate in all activities of the Small Cell Forum Working Groups and may attend meetings, but have no voting rights.
8. Applicants wishing to become Members are required to complete and submit an Application Form duly signed by an authorised officer or employee of the applicant.
9. The Member’s Nominated Representative must be duly authorised by the Member to act as its official representative. Any changes to the identity and/or contact details of a Member’s Nominated Representative shall be promptly communicated to the Secretariat in writing. Members may nominate other individuals to participate in Working Groups in addition to the Nominated Representative. Where multiple representatives attend events that results in additional costs to the Small Cell Forum, such costs must be covered by the Member.
10. Admission as a Member is at the discretion of the Executive Board (which shall be exercised reasonably) and will become effective on (the later of) approval of the relevant Application Form by the Executive Board and the applicant paying the appropriate annual membership fee.
11. The annual fee is non-refundable. For new Members joining the Small Cell Forum part way through the membership year, fees will be payable pro-rata according to the date membership becomes effective. For example:

Month prior to next renewal date in which membership is effective	Proportion of annual membership fee payable
12	full amount
9	9/12
6	6/12
3	3/12
less than 1	1/12

12. Membership renewal fees will be invoiced annually (plus VAT where applicable) and are due within 40 days of the invoice date. Unless the correct renewal fees are received within 40 days of the due date, membership is suspended until payment is received.
13. Additional fees may be payable to participate in special events or productions.
14. Members are required to give not less than 55 days prior written notice to the Chair (via the Secretariat) of their intention to cease being a Member of the Small Cell Forum.
15. The annual fees will be reviewed at regular intervals by the Executive Board.
16. Activity by a Member deemed to be contrary to the Small Cell Forum’s Objectives, good conduct or reputation or contrary to any law will be investigated by the Secretariat on behalf of the Executive Board and may result in suspension at the Executive Board’s discretion.
17. In the ordinary course of events, a Group will be represented by a single Member. However, subject to Section C3(i), the Executive Board may allow an Affiliate to join if it believes the request is reasonable in all the circumstances.
18. Any Member or applicant for membership, must disclose to the Secretariat if, at any time, it is (or is going to become) an Affiliate of another Member.

19. Any document or information which the Small Cell Forum chooses or is obliged by the Companies Act 2006 or any other statute, statutory instrument, regulation or rule to send or supply to Members may be sent in electronic form and by electronic means, including where it deems appropriate by means of a website and/or by means of an email to the address given for the Member's Nominated Representative.

#### **D. Executive Board**

1. The Small Cell Forum is directed by the Executive Board which comprises the Chair and the Executive Board Members.
2. The Chair may be the Nominated Representative of a Member or an independent non-Member and is elected by the Members. Candidates for position of Chair must receive at least one nomination from an Executive Board Member and will be elected by a simple majority of votes by Members.
3. The Chair is elected for one year at the AGM and can be re-elected.
4. The Executive Board shall consist of a minimum of four Executive Board Members and, a maximum of 15 (refer to Annex 3 for 2011-12) Executive Board Members plus the Chair. It is the intention of the Members that up to three positions are reserved for large OEM/system integrators from the mobile industry and up to three are reserved for licensed holders of spectrum for mobile services. For the avoidance of doubt, any corporation filling a reserved position on the Executive Board must still become an Executive Board Member in accordance with the applicable nomination and election provisions under these Articles of Association.
5. Nominations for Board membership are only open to Full Members and existing Board Members. Observer Members are not eligible for nomination to the Board.
6. Executive Board memberships run for 12 months from the date of the AGM (subject to the interim provisions in Annex 1 part ii).
7. For the first year (ie. the period up to 3 May 2008), vacant Executive Board memberships may be voted on by the founder Executive Board Members.
8. At least 40 days prior to each AGM, all Members will be asked if they wish to take Executive Board memberships. In the event of more than 15 Members requesting Executive Board memberships, the Members to form the Executive Board shall be elected by a vote of the Members. In this circumstance, current Executive Board Members have only one vote.
9. A Nominated Representative must stand down from the Executive Board (and any other participation in the Small Cell Forum) if the company they represent ceases to be a Member of the Small Cell Forum.
10. All Executive Board Members must be present at AGMs and plenaries in person through their Nominated Representative or his/her nominated proxy. The name and contact details of any such proxy must be submitted to the Secretariat prior to the meeting.
11. The Executive Board will nominate Members to represent the Small Cell Forum for events, publicity and occasions outside the activities of the Small Cell Forum.
12. The Executive Board may invite independent experts to advise on special projects and issues.
13. The Chair chairs all meetings of the Small Cell Forum, excluding Working Group meetings unless otherwise agreed. In his/her absence the Executive Board will nominate one of their number to act in his/her place.
14. The Chair shall have a casting vote in all proceedings of the Executive Board.
15. The Executive Board may issue additional by-laws, rules or policies from time to time for consideration by the Members but these will not become effective unless and until approved by a majority of at least 75% of the votes cast by Members.
16. The Executive Board is responsible for setting an annual budget reflecting the planned deployment of projected available funds in line with the priorities identified by the Working Groups and agreed on by the Members. The proposed budget shall be presented to Members for approval at the AGM. Once the annual budget has been approved, the Executive Board must seek further approval from the Members for any subsequent changes to the budget.
17. The Secretariat is responsible for ensuring that funds are deployed in line with the agreed budget.

## **E. Organisation**

1. The Small Cell Forum is a not-for-profit organisation and is incorporated as a company limited by guarantee registered in England as Small Cell Forum Limited, registration no. 6295097. The company is VAT registered.
2. The day-to-day administrative affairs of the Small Cell Forum (and any other matters expressly reserved to the Secretariat under these Articles of Association) shall be undertaken by an administrative Secretariat which comprises the Directors and the Company Secretary. The Secretariat may employ additional personnel, sub-contract roles or procure such goods or services as they deem reasonably necessary for the day-to-day operation and administration of the Small Cell Forum. Unless otherwise approved or ratified by the Executive Board, the authority of the Secretariat (which includes, for the avoidance of doubt, the Directors) to bind Small Cell Forum is limited to those matters which are (a) reasonably incidental to the day-to-day administrative affairs of the Small Cell Forum company and (b) consistent with the guidance, policies or directives set down by the Executive Board.
3. Any decision of the Secretariat shall be made by consensus or, in the absence of consensus, by majority with the Chair having the casting vote in the event of a tie.
4. Where these Articles of Association provide that notice or information is to be provided to the Secretariat it shall be sent by email to [secretariat@SmallCellforum.org](mailto:secretariat@SmallCellforum.org).
5. The Small Cell Forum's bankers are National Westminster Bank Plc.
6. The Members are the guarantors of the Small Cell Forum and each Member undertakes that, if the Small Cell Forum is wound up during its period of membership or within one year of its ceasing to be a Member, the Member will contribute up to €2 towards Small Cell Forum's debts and liabilities in the event of a shortfall on the winding up of the Small Cell Forum.
7. The Company Secretary may be the Nominated Representative of a Member or an independent non-Member. The current Company Secretary is Christine Kennedy.
8. The Company Secretary is responsible for compliance with formalities of the company and for keeping the company's statutory books.
9. The registered office of the Small Cell Forum is c/o Festival House, Jessop Avenue, Cheltenham, GL50 3SH, UK. The address for general correspondence is PO Box 23, Dursley, Gloucestershire GL11 5WA, UK.
10. The accountants are Francis & Co, Festival House, Jessop Avenue, Cheltenham, GL50 3SH, UK.
11. The Directors of Small Cell Forum from 2010/2011 are: Simon Saunders, Will Franks, Richard Kennedy and Andy Tiller. The current Chair of the Small Cell Forum is Simon Saunders.
12. Appointment and removal of the Directors and the Company Secretary is to be determined by the Executive Board.
13. The Directors and Company Secretary must offer themselves for re-election every three years.
14. The Chair shall ordinarily be a Director but this is not mandatory.
15. The Directors and the Company Secretary are answerable to and must act at all times in accordance with the directions of the Executive Board.

## **F. Finance & Assets**

1. The Small Cell Forum is funded by membership fees, donations, sponsorships and event revenues.
2. Funds are to be used for the management and administration of the Small Cell Forum and to enable the Small Cell Forum to carry out its Objectives. No Member can personally profit financially from any activity associated with the Small Cell Forum.
3. The financial year runs from 1 July to 30 June.
4. A Director will not receive compensation for his/her services as a Director.
5. A Member will not receive compensation for his/her services as a Member.
6. The Company Secretary will receive compensation for his/her services as agreed by the Executive Board.
7. The Chair will be remunerated as agreed by the Executive Board.
8. An annual report & accounts document will be published within three months of the

year-end.

9. Should the Small Cell Forum be wound up for any reason all surplus revenues and assets (after outstanding debts and liabilities have been satisfied) are to be passed on to the Open Mobile Alliance.

#### **G. Compliance with Policies and publicity**

1. All Members shall comply at all times with:
  - the IPR and Confidentiality Policy;
  - the Anti Trust and Competition Law Policy; and
  - such other policies as may be approved by the Members from time to time in accordance with Section D14.
2. Approval and release of press releases and public statements on behalf of the Small Cell Forum shall take place in accordance with such policies and directives as may be set down by the Executive Board from time to time.

#### **H. Meetings of the Members** (see also Working Groups & Projects Section)

1. Four main (general) meetings will be held each year – an AGM post-publication of the annual report & accounts, and three plenaries.
2. Notice of at least 28 days will be given to all Members. Notice will generally be made by email and will specify date, time and place and include a draft agenda.
3. Members may propose issues for consideration for the agenda. Proposals must be submitted to the Secretariat at least 10 working days prior to a meeting. Competitive or market-sensitive issues will not be considered.
4. To vote on Small Cell Forum matters, Members must attend in person through their Nominated Representative or his/her nominated proxy. The name and contact details of any such proxy must be submitted to the Secretariat prior to the meeting.
5. The Members intend that, so far as possible, all resolutions and other matters will be dealt with by consensus. If a resolution cannot be passed by consensus it will be put to a vote to be passed by a simple majority of votes from Members present plus valid proxies. The Chair has a casting vote (regardless of whether the Chair is an independent non-Member).
6. Online and/or phone voting may be allowed under certain circumstances at the discretion of the Chair.
7. Minutes will be recorded at every general and extraordinary meeting and must be approved by the Chair with agreement from the Executive Board before then being put to the Members for adoption. Working Groups are responsible for taking and approving their own minutes. Minutes from all meetings are available to all Members on request.
8. The Executive Board or the Secretariat may call an extraordinary general meeting of the Members on giving notice of not less than 14 days.

#### **I. Working Groups & Projects** (see also Meetings section)

1. Any Member can submit a proposal for a Working Group or specific project, subject to available funds.
2. The Executive Board must approve any Working Group or project proposed.
3. Working Groups must include representatives of at least three Members and be headed by a Working Group Chair.
4. Working Group Chair candidates must receive at least one nomination from a Member (other than the Member which the candidate represents) and are elected by a simple majority of votes from Members on the relevant Working Group.
5. The Working Group Chair is responsible for coordinating the activities and submitting progress and summary reports to the Executive Board via the Secretariat.
6. Working Groups may meet as and when required but meetings should be recorded and the minutes submitted to the Company Secretary. Reasonable prior notice of each meeting must be given to all Members of the Working Group and to the Secretariat.
7. Working Group Members must actively contribute to their Working Group(s) or project(s).
8. Presentation materials and documents must be submitted to the Secretariat for circulation to Members as required.

9. Costs incurred by Working Group activities must be pre-approved by the Secretariat with proof of purchase/copies of receipts submitted to the Secretariat in order for them to be payable by the Small Cell Forum.
10. The Executive Board and Secretariat must approve all reports before any public statement is made.
11. The Executive Board has the authority to dissolve a Working Group.

**J. The Articles of Association**

1. The Articles of Association are distributed to all Members joining the Small Cell Forum and to those who express an interest in joining the Small Cell Forum.
2. All Members agree to conform to the Articles of Association on joining the Small Cell Forum.
3. Amendments to the Articles of Association must be made by approval of at least 75 per cent of the votes cast by Members.

**K. Dissolution of the Small Cell Forum**

1. The Small Cell Forum may be wound up on approval of at least 75 per cent of the Members.

## **Annex 1**

- i. Observer membership is complimentary as at May 2007. Full and Executive Board memberships are complimentary to licensed holders of spectrum for mobile services until 31 December 2007.
- ii. Executive Board membership for the Small Cell Forum's original founding member, Ubiquisys, is extended to three years (ie, 2007-10), in recognition of the initiative taken and the €30,000 committed investment to launch the organisation.

## **Annex 2**

### **Schedule to Application Form**

SMALL CELL FORUM LIMITED (the "Company")  
SCHEDULE TO THE APPLICATION FORM

Each Member on whose behalf an Application Form is executed and accepted, irrevocably agrees and undertakes, by such execution, that:

#### 1. Definitions and interpretation

1.1 Words and expressions defined in the Articles of Association (as amended from time to time) shall have the same meanings in this Schedule and the rest of this Application Form;

1.2 References "this Schedule" means this schedule as from time to time revised; and

1.3 In the event, and to the extent of any conflict between the Application Form (including this Schedule) and the Articles of Association, the latter shall prevail.

#### 2. Fees

2.1 It will pay such fees, both following an application to become a Member and subsequently at such times during each year of membership, as may be determined, in its absolute discretion, by the Executive Board from time to time. Details of the relevant fees will be available from the Company on application to the Secretariat;

2.2 No refund of any such fees as referred to in paragraph 2.1 above shall be made if, at any time, it ceases to be a Member;

2.3 If it ceases to be a Member, it shall nonetheless remain liable for all fees due to the Company remaining unpaid at the date of cessation of membership; and

2.4 Except as may otherwise be agreed or determined in accordance with the Articles of Association, it will be responsible for all expenses and other costs incurred by it or by any of its representatives or personnel (including those who may act as Directors of the Company) in connection with the Company and its activities.

#### 3. Compliance with Obligations

3.1 It shall, and it will procure that its Nominated Representative and any other representatives involved on its behalf from time to time in the affairs of the Company, shall comply at all times with:

the Articles of Association; the IPR and Confidentiality Policy; the Anti Trust and Competition Law Policy; and such other policies as may be approved by the Members from time to time in accordance with Section D14 of the Articles of Association.

#### 4. English Law

The obligations contained in the Application Form (of which this Schedule forms part) are legally binding upon it, that they will be construed and interpreted in accordance with English law and that it irrevocably submits to the exclusive jurisdiction of the English courts to settle any disputes which may arise out of or in connection with the Application Form, (including the provisions of this Schedule) or otherwise in connection with its involvement in or with the Company.

#### 5. Obligations Enforceable

5.1 The obligations contained in the Application Form (of which this Schedule forms part) are intended to be enforceable by and against and therefore between each Member of the Company from time to time and by the Company against each such Member (as if and to the extent that such obligations were set out in the Articles of Association); and

5.2 It will be bound by and will observe all the obligations set out in this Schedule as from time to time revised or varied in accordance with the Company's Articles of Association.

#### 6. Electronic Communications

It consents to receive documents or information in electronic form and by electronic means in accordance with Section C19 of the Articles of Association.

### **Annex 3**

For the membership year 28 September 2011 to 27 September 2012 only, the Executive Board number comprises a maximum of 16 members.