



FTTH Council MENA By - Laws

Version 2011

Preamble

Whereas the FTTH Council MENA is an industry non profit organization registered in Amman through its statutes including the principles and the structure of the council as well as objectives according to Jordan Law; Whereas these by-laws provide for the decision-making procedures of the Board and the various Committees and provide for some internal rules designed to allow the efficient function of the Council;

SECTION 1: THE BOARD

1.1. Board Constitution

1.1.1 The Board shall comprise 5 members from 5 different companies/company groups to be elected by the General Assembly from amongst the Principal Representatives of each Member for a duration of two years subject to renewal based on the General Assembly consent.

1.1.2 During its first meeting after the elections the Board will elect a Chairman, a Director General and a Treasurer by consensus .If consensus cannot be achieved all three officers will need to have the support of at least 4 Board Members. If this proves impossible, the Board will have to resign and convene new elections. In their resignation the Board will have to explain to the General Assembly the reasons of their resignation.

1.2 Resignations and motions to remove a Board member

1.2.1 If a Board member resigns from its position in the Board the company employing this Board member during its tenure in the Board will be asked to propose an adequate replacement as a provisional Board member for approval by the other Board Members. If the proposed candidate fails to receive the support of at least 3 Board Members, the Board will have to convene general elections for the vacant Board position.

1.2.2 A provisional Board will remain in office for the remainder of the term of office of the Board member he/she replaces. The provisional Board member can then be re-elected for two more times subject to each such re-election being limited to an one-year term.

1.2.3 In exceptional circumstances, the Board may ask a Board member to resign if 4 out of 5 Board Members support this motion. Such exceptional circumstances include:

- A criminal conviction against this Board Member that may impact the Council's reputation and good function;
- Disciplinary action taken against this Board Member for :
 - misrepresentation of the Council's agreed positions and mandate; or
 - abuse of funds or other fraudulent action; or
 - repeated breach of the Council's statutes and by laws; or
 - Continuous absences from Board meetings and failure to perform agreed tasks as a result of which the good function of the Board is being seriously impaired.

Such disciplinary action can only be taken after the Board Member has been given a written warning at least once and he/she has had the opportunity to explain in writing his/her position.

If the Board asks a Board member to resign for the reasons described above the company employing this Board member will be asked to propose an adequate replacement in accordance with paragraph 1.1.1 of this article.

1.3 Quorum, Decision Making

1.3.1 the Executive Board is properly convened if at least half + 1 of the Executive Board Members are present or represented. Meetings can be held face to face, by teleconference or by videoconference and any combination thereof.

1.3.2 Invitation for meetings will be sent by the Director General (or in his absence by the President or in his absence by another Board Member designated by the Director General as his alternate) together with a summary agenda at least 10 working days prior to the day of the meeting. If members do not oppose this date within 72 hours after receipt of the invitation, the meeting will be considered confirmed and all members who have not opposed the day deemed represented by their fellow Board Members. Automatic "out of office" replies will extend the deadline for confirmation of availability until 48 hours after the person's return to his/her office. If more than half of the members of the Executive Board have either tacitly or explicitly confirmed their attendance the meeting will be considered as properly convened.

1.3.3 If the Executive Board Members fail to reach consensus, decisions will be taken on a qualified majority of (50% +1) of the votes. If a member fails to be present during the meeting without having previously opposed the meeting day and/or given an explicit representation mandate to one of the other Board members, his/her vote will be viewed as neutral and decisions will be made by (50% +1) of the remaining votes of the Executive Board.

1.3.4 Executive Board members can give a mandate to another Board Member to represent them during the meeting. Such a mandate needs to be notified in writing (e-mail being sufficient) to the Director General who shall mention it in the minutes.

1.3.5 Executive Board members may also vote on an issue electronically prior to the meeting. Their electronic message should be sent to all other Executive Board Members.

1.3.6 Board members can vote on matters electronically according to the following procedure:

a) When a Board member wants to obtain a decision from the Board on an urgent matter, this Board member can send an e-mail to the rest of the Members and request a reply within 5 working days. A decision can be taken on a qualified majority of 2/3 of the votes of the Board Members. However, if a Board Member fails to reply within 5 days his/her vote will be viewed as neutral and a decision can be made by 2/3 of the remaining votes. Automatic "out of office" replies will extend the deadline for comments until 48 hours after the person's return to his/her office.

b) Decisions taken electronically will have to be recorded in the minutes of the first Board meeting after the electronic vote. These minutes shall mention the matter voted upon and the names of the Board members who participated in the vote.

1.4 Agenda, Minutes

1.4.1 Board Members should send their suggestions for items to be discussed during the meeting to the Director General who shall send out a complete agenda at least 48 hours prior to the meeting.

1.4.2 The Director General (or in his absence another Board Member designated by the President as his alternate) shall take the minutes of the meetings and shall send them out for approval within 5 working days after the meeting.

The minutes of the meetings will be filed with the Secretariat. Board Members shall send their comments or their approval of the minutes within a calendar week after the day of the distribution. Automatic "out of office" replies will extend the deadline for approval/comments until 72 hours after the person's return to his/her office.

1.4.3 The minutes will always specify:

- a) The names of attendees, the names of the absent members and whether they are being represented or whether they are presumed represented, the place and the date of the meeting;
- b) The agenda and the date the invitation to the meeting was sent;
- c) The matters discussed, the decisions taken and the voting process for each decision;
- d) Action items for specific Board members;
- e) Follow up to the action items decided in previous meetings. The standard template should be used for this purpose.

1.5 Functions of the Board

1.5.1 the Board will co-ordinate the work of the Committees and will form and propose policies for the approval of the General Assembly in accordance with the following procedure:

- a) The Board will request the Committees to prepare and submit an annual work program two months prior to the General Assembly. The Board will review the annual work programs of the committees in order to ensure consistency and to enhance its effectiveness and will prepare the Council's consolidated program to be approved by the General Assembly on the basis of the Committees' proposals.
- b) The Board will submit the annual work program to the General Assembly for adoption.
- c) The Committees will submit quarterly reports to the Board on their activities and progress made. In these reports the Committees may also redefine their objectives and their work plan.

1.6 External Representation of the FTTH Council

1.6.1 The Board will represent FTTH Council MENA in a neutral and objective way. In order to do this the Board will adhere to the following rules:

1.6.2 Whenever the FTTH Council MENA or a Board Member in his/her capacity as a FTTH Board Member are being invited to participate in a public event or other formal meeting (with senior public sector officials etc.) the matter shall be discussed within the Board in advance. The Board's decision will specify whether the FTTH Council MENA should be represented in this event, by whom, what will be the position and the message.

1.6.3 The Board will not undertake external representations in areas where there is no prior agreed position within the Council. However, the Board may undertake external representations limited to the general promotion of the FTTH Council MENA .

1.6.4 The Board may decide to ask a Committee to represent the Council in an external event if the matter to be discussed falls within the expertise of this committee.

1.6.5. Board members who have represented the Council in external meetings will send out minutes of these meetings to the Board, including the presentations, maximum within 5 working days after that meeting.

1.6.6 Committees may also organize external meetings within the area of their expertise to the extent these meetings are necessary for achieving the objectives specified in their working plan. For any additional meetings, beyond what's included in their annual working plan, committees will need the Board's prior approval. Committees who have represented the Council in external meetings will send minutes of these meetings, including the presentations, within 5 working days after that meeting to the Director General for distribution within the Board but also within other committees with a potential interest in the issue. Based on best efforts, the committees shall post the minutes of the meetings and the presentations on the FTTH Council MENA on the Member area of the website. - .

1.6.7 The administration of the website of the FTTH Council MENA will be under the responsibility of the Director General who will ensure that all information appearing on the website reflects the Council's agreed positions and messages.

1.7 The President of the Board

1.7.1 The President will be the official spokesperson of the FTTH Council MENA and he/she will chair the meetings of the Board and of the General Assembly. The President will abide by the rules included in these by-laws whenever he/she represents the Council externally. Whenever the President is not available these roles will be assumed by the Director General and/or another Board member to be delegated by the President and if he is not able to then one will be appointed by the Board on an ad-hoc basis.

1.8 The Director General

1.8.1 The Director General will be responsible for carrying out all organizational tasks required for the good function of the Council. These tasks include (but are not limited to):

- a) Draft and circulate the agenda for all Board meetings and the General Assembly on the basis of recommendations given by the other Board Members and the President;
- b) Take the minutes of all meetings and keep record of all decisions taken;
- c) Keep record of all position papers and other agreed positions;

- d) Ensure the proper implementation of these by-laws and identify, when appropriate, areas where these by-laws can be improved. Draft and propose adequate amendments to these by-laws to the Board and the General Assembly whenever necessary;
- e) Follow up on all action items taken during the Board meeting, communicate with the Committee Chairs and ensure that all action items are being fulfilled.
- g) Represent the Council externally when needed.

1.9 The Treasurer

1.9.1 The Treasurer will prepare the annual budget for the Board's approval and will monitor and approve all expenses and payments of bills on behalf of the Board for as long as these expenses are in line with the approved budget.

1.9.2 The President or in this absence the Treasurer will sign all contracts of the FTTH MENA incurring a financial liability for the FTTH Council MENA.

1.9.3 The Treasurer will inform the Board regularly and at least on a quarterly basis of the budgetary situation.

1.9.4 The Treasurer will invest all funds not needed for current disbursements as may be directed by the Board of Directors.

1.10 Delegation of tasks

The Board may agree to delegate some of the tasks described above to a Director General.

SECTION 2: THE COMMITTEES

2.1 Creation of committees

2.1.1 The Council will perform its functions through the following Committees:

- a. the Technology and Training Committee
- b. the Market Intelligence Committee
- c. the Public Policy & Regulation Committee

2.1.2 The Executive Board may propose to the General Assembly different committees or re-organize these committees (by abolishing some committees or by merging them with other committees etc.) in the context of the discussions of the annual working plan.

2.1.3 In deciding which committees to maintain and which committees to abolish the Executive Board will take into consideration the following:

- a. There should always be at least three individuals from three different member companies expressing an interest in working in a committee;

b. The proposed annual working plan of the committee should be consistent with the overall Council annual working plan and should provide added value to the working plans of the other committees.

2.2 Committee Chairs and Vice Chairs

2.2.1 The Committee Chairs will be elected by the General Assembly and appointed by the Board.

2.2.2 The Committee vice-chairs will be elected by the committees during their first session after the appointment of the Committee Chair.

2.3 Constitution of committees

2.3.1 All member companies can appoint one or more representatives to the various committees. The Committee chair will maintain an updated list with all committee members and will communicate this list to the Director General.

2.3.2 While discussing a policy issue or voting on a position paper each member company represented in the Committee will have only one vote.

2.3.3 When a committee holds an external meeting there may be only one delegate per Member Company participating in the Council delegation. If two or more committees hold jointly an external meeting there may be more than one Delegate per Member Company for as long as these delegates belong to different Council committees. If the number of official representatives is limited, and there is a conflict, the committee chairs will make the decision.

2.4 Resignations and motions to remove a Committee Chair or vice-Chair

2.4.1 If the committee-chair or the vice-chair resigns from its position, the committee will elect a replacement for the remainder of the term until the next General Assembly.

2.4.2 In exceptional circumstances, the Board or the Committee may ask a committee chair to resign if 4 out of 5 Board Members. Such exceptional circumstances include:

- A criminal conviction against the committee chair or vice-chair that may impact the Council's reputation and good function;
- Disciplinary action taken against this Board Member for :
 - misrepresentation of the Committee's agreed positions; or
 - abuse of funds or other fraudulent action; or
 - repeated breach of the Council's statutes and by laws; or
 - Continuous failures to perform agreed tasks as a result of which the good function of the committee is being seriously impaired.

Such disciplinary action can only be taken after the Committee-chair or vice-chair has been given a written warning at least once and he/she has had the opportunity to explain his/her position. If a committee chair or vice chair is being asked to resign the committee will hold elections for the appointment of a new chair or vice-chair.

2.5 Quorum, Decision Making

2.5.1 A committee will be properly convened if half of the members are present or being represented.

2.5.2 Invitation for meetings will be sent by the chair or the vice-chair together with a summary agenda at least 5 working days prior to the day of the meeting. If members do not oppose this date within 72 hours after receipt of the invitation, the meeting will be considered confirmed and all members who have not opposed the day deemed represented by their fellow committee members. Automatic "out of office" replies will extend the deadline for confirmation of availability until 48 hours after the person's return to his/her office. If more than half of the members of the committee have either tacitly or explicitly confirmed their attendance the meeting will be considered as properly convened.

2.5.3 If the committee members fail to reach consensus, decisions will be taken on a qualified majority of 2/3 of the votes of those present and represented. If a member fails to be present during the meeting without having previously opposed the meeting day and/or given an explicit representation mandate to one of the other committee members, his/her vote will be viewed as neutral and decisions will be made by 2/3 of the votes of those present and represented.

2.5.4 Committee members can give a mandate to another committee member or to another delegate from their company to represent them during the meeting. Such a mandate needs to be notified in writing (e-mail being sufficient) to the chair of the committee.

2.5.5 Committees can vote on matters electronically according to the following procedure:

a) The chair of the committee can send an e-mail to the rest of the Members and request a reply within 3 working days. A decision can be taken on a qualified majority of 2/3 of the votes of the committee members. However, if a committee member fails to reply within 3 days his/her vote will be viewed as neutral and a decision can be made by 2/3 of the remaining votes. Automatic "out of office" replies will extend the deadline for comments until 48 hours after the person's return to his/her office.

b) Decisions taken electronically will have to be recorded in the minutes of the first committee meeting after the electronic vote.

2.6 Agenda, Minutes

2.6.1 Committee Members should send their suggestions for items to be discussed during the meeting to the chair of the committee who shall send out a complete agenda prior to the meeting.

2.6.2 The vice-chair of the committee shall take the minutes of the meetings and shall send them out for approval within 5 working days after the meeting. The minutes of the meetings will then be notified to the Secretariat.

2.7 Functions of the Committees

2.7.1 The committees will execute the annual work program as agreed with the Board and the General Assembly in accordance with article 1.5 of these by-laws.

2.7.2 The Committees will submit quarterly reports to the Board on their activities and progress made. In these reports the Committees may also propose to the Board to redefine their objectives and their work plan. The Board may reject these proposals if:

- a) these proposals may undermine the possibilities to achieve the overall annual working plan of the Council;
- b) these new proposed activities are already been undertaken by another committee.

2.7.3 Committees may also organize external meetings within the area of their expertise to the extent these meetings are necessary for achieving the objectives specified in their working plan. For any additional meetings, beyond what's included in their annual working plan, committees will need the Board's prior approval. Committees who have represented the Council in external meetings will send minutes of these meetings within 5 working days after that meeting to the Secretariat for distribution within the Board but also within other committees with a potential interest in the issue. The Committees in the context of their activities may hold external meetings or make external representations.

2.8 Adoption of Agreed Positions and Actions

2.8.1 Committee agreed positions will be sent to the Board for final approval before being published or executed. The Board will have to make a final decision during its first meeting after the committee's agreed position has been notified to the Board.

2.8.2 When there is a matter of urgency, the chair of the committee may ask the Board to vote on the matter electronically in accordance with the procedure laid down in article 1.3.5.

2.8.3 Committees will not have to seek Board approval for implementation of actions described in their annual work program for as long as:

- a) these actions do not create budgetary obligations and other legal liabilities towards third parties;
- b) do not have an impact on the reputation of the FTTH Council MENA;
- c) Do not amend the Council's external policy messages.

2.9 Ad-Hoc Working Groups

2.9.1 When at least 4 individuals from 4 different Member companies express an interest in working on a specific issue which is not covered by the current annual working plan of the Council they may submit a mandate proposal to the Board for the creation of an ad-hoc working group. This mandate will specify:

- a) the exact nature and objective of their work;
- b) work plan
- c) deliverables (if any)
- d) the expected duration;
- e) the possible budgetary implications.

2.9.2. The Executive Board will have to assess this mandate proposal by taking into consideration whether the proposed objectives and working plan of this ad-hoc group would be consistent with the overall Council annual working plan and with the Council's overall mandate and objectives and whether this group would provide added value to the works of the other committees.

2.9.2 The Board may ask the proposed ad-hoc working group to work under the auspices of one of the existing committees.

2.9.3 Ad-hoc working groups will have a limited duration determined by the nature of the tasks to be performed and they will be dissolved upon completion of these tasks.

2.9.4 The Board may decide to nominate an ad-hoc working group as a committee in the context of the annual working plan discussions.

2.10 Working Group Chairs, Constitution, Resignation, Motions, Quorum, Agenda, Functions, Adoption of Agreed Positions etc.

2.10.1 The chairs of the ad-hoc working groups will be elected by the working groups during their first meeting after the approval of their proposal to create such an ad-hoc group by the Board.

2.10.2 Articles 2.3, 2.4, 2.5, 2.6, 2,7 and 2.8 will also apply by analogy to the ad-hoc working groups who have NOT been asked by the Board to work under the auspices of a committee.

2.10.3 If the Board has asked an ad-hoc working group to work under the auspices of a committee all agreed positions and actions of this ad-hoc group will have to be approved by the relevant committee before being sent to the Board.

SECTION 3: DISPUTE RESOLUTION COMMITTEE

3.1 If a dispute arises between two or more member companies or between a member company and the board or between a member company and a committee, the matter will be referred to a dispute resolution committee. Dispute resolutions committees will be formed ad-hoc when a dispute arises. They will comprise 3 individuals with sufficient expertise on the disputed matter who have been accepted as neutral and objective by the parties in conflict. The Director General will take all measures necessary for the creation of such ad-hoc dispute resolution committee. If the Director General is personally involved in the conflict, such measures will be taken by another Board member

3.2 If the parties in conflict fail to agree on a mutually acceptable dispute resolution committee, the matter will be referred to the Board for final decision.

SECTION 4: MEMBERS

4.1 FTTH Council MENA may accept as "Members" any ICT stakeholders such as business entities, public entities, academia or individuals.

4.2 Subject to the provisions of this Article, FTTH Council MENA may accept as "Members" companies duly organized pursuant to and in accordance with the laws of those countries where they are established. "Members" are defined to be "Member Companies" as these terms are defined hereinafter.

4.3 Member Companies under the Platinum level shall have the right to join the Board of Directors with one vote per Member company. Service providers/operators shall not have the right to join as members of Board of Directors but will benefit from all the other platinum benefits.

4.4 Companies or other applicants that want to become Members shall file an application for membership with the Director General or the Executive Board. The Executive Board shall review all applications and decide upon acceptance. The list of accepted new members is presented to the General Assembly for information. The Director General shall inform the applicant of the decision and if the application is rejected, of the reasons that motivated the decision.

4.5 Any Member wishing to withdraw from FTTH Council MENA shall give notice to the President or the Director General of its withdrawal at least one month in advance. During this period, its membership and the obligation to pay fees shall remain unaffected.

4.6 Any Member that does not comply with applicable rules and regulations, or with any provision of the By-Laws or that does no longer fulfills the membership conditions, can be excluded from the Council by a decision of the Executive Board, provided the reasons are stated in that decision and that the Member concerned shall have had the right to present its defense to the Executive Board prior to the entry into force of the decision. The Member shall have the right to appeal the decision with the General Assembly. In the case of such appeal, the Member's exclusion shall be suspended and the decision shall not enter into force unless and until the General Assembly has confirmed the decision to exclude the Member with a majority of two thirds of the votes of the Members present or represented, in which event the decision to exclude the Member shall be immediate, final and binding. The decision which shall state the principal underlying reasons shall be communicated by the Executive Board to the Member concerned. In the event an appeal is not brought, the General Assembly shall nevertheless confirm the Executive Board's decision to exclude the Member at the next ordinary or extraordinary meeting. Furthermore, if the reputation of a Member representative is seriously damaged due to criminal activities, the General Assembly may decide to exclude this Member representative from the activities of the Council and decide on his/her replacement if this Member representative is a Member of the Executive Board.

4.7 A Member who ceases to be a member of FTTH Council MENA through withdrawal, exclusion or for any other cause shall have no claim to FTTH Council MENA's funds. Such Member shall however remain liable for the membership fee payable during the financial year during which exclusion or withdrawal occurs.

SECTION 5: EXPENSE GUIDELINES AND FINANCIAL ADMINISTRATION

5.1 The Board will base its proposal for the annual fees to be submitted to the General Assembly for approval on the Council's annual working plan.

5.2 The budget for the FTTH Council MENA shall be conservative.

5.3 All expenses need to be approved by the Chairman of the Board, and be in line with the approved budget and be signed or at least counter-signed by the Treasurer.

5.4 All external commitments on behalf of the Council are being made by the Board only. All contracts on behalf of the FTTH Council MENA are being either signed by the Chairman of the Board, or by the Director general with a prior approval of the Chairman

5.5 With the exception of the Director General expenses, all other expenses made by the companies and their representatives to participate in meetings, conference calls, events etc. are paid by the individual person or company that participates to the event.

5.6 The FTTH Council MENA requests its members to take turn in helping organize meetings and conferences. These members are then identified and recognized as Meeting Sponsors.

5.7 For sponsored meetings, the Sponsor (in general) co-ordinates the meeting space and usually pays for coffees and lunches.

5.8 Sponsors do not receive a financial compensation from the FTTH Council MENA. Sponsors have the opportunity to present and promote their company activities to the participants at these meetings. These promotional activities may however not interfere with the meetings, events or conferences.