

By-Laws of the FTTH Council Asia-Pacific

Version: 27 July 2011

History of Amendments:

First Approved 20 May 2005

15 August 2005 Amended Sect.2.3 with date of commencement of membership, and date of membership for founding members.

Sect.2.4 added at the BOD meeting held on 21 May 2007.

Sect.5.2 amended at the BOD meeting held on 27 July 2011.

1 *Mission and Objectives of the Council*

1.1 Mission Statement

To educate, promote and accelerate Fibre-to-the-Home (FTTH) technology and deployments and the resulting economic and quality-of-life enhancements.

1.2 Objectives

- Promote FTTH market development
- Supply a consistent and accurate view of FTTH
- Be recognized by the industry as the prime sources of information on FTTH in Asia-Pac

2 *Membership*

2.1 Membership Categories: Qualifications, Fees, Rights & Restrictions

Organisations can join the Council as Platinum, Gold or Silver members.

Platinum members lead the Council, and have the opportunity to influence the policies and activities of the Council. They contribute most to the Council in both financial terms, and through the participation of their representatives. Consequently Platinum Members are the only category who have the privilege of voting at General meetings, and whose representatives are eligible as candidates for a seat on the Board of Directors.

Platinum members pay an annual subscription of US\$5000. They may have up to five representatives, including one primary representative, participating in the various committees of the Council, and on the Board. A Platinum member has one vote at General Meetings, and may offer one candidate for election to the Board.

Gold members participate in the work of the Council, and benefit from the informal and formal activities of the Council. Gold Members are not eligible to vote at General meetings, and their representatives are not eligible for seats on the Board of Directors.

Gold members pay an annual subscription of US\$3000. They may have up to three representatives, including one primary representative, participating in the various committees of the Council.

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To encourage the participation of educational, or not-for-profit organisations, or individuals such as consultants, Silver membership - a low-cost membership category - is available.

Silver members participate in the work of the Council, and benefit from the informal and formal activities of the Council. Silver members are not eligible to vote at General meetings, and their representative is not eligible for a seat on the Board of Directors.

Silver members pay an annual subscription of US\$1000. They have one primary representative participating in the various committees of the Council.

2.2 Qualifications for Membership

Platinum and Gold Members are expected to be commercial entities whose business interests involve advanced telecommunications equipment, services and operations. Membership of the Council is not restricted by the business of the entities, nor by the location of their offices. Members are obliged to pay their dues promptly and to identify at least one primary representative to communicate with the Council. Members are expected to have representatives who actively participate in the work of the Council by offering their time and energy to the work of Committees, or for Platinum members to the work of the Board.

In particular, the Council welcomes the participation of carriers from around the Asia-Pacific region as Platinum or Gold members.

Silver membership is restricted to the following organisations :

- Public Educational institutions
- Not-for-profit organisations
- Individuals (for example self-employed consultants)

(Government bodies other than Educational Institutions are not eligible as Silver members, but may join as Platinum or Gold members.)

Other non-commercial organisations (such as other regional or industry associations) are not eligible for membership, since such membership could provide a vehicle for lobbying in support of regional and technological agenda's which are contrary to the open unbiased approach required by the Constitution of this Council.

However cooperation is encouraged between this Council and other associations where this contributes to the goals of this Council. The preferred approach is that individual members of this Council are active members of the other association, and can promote appropriate cooperation.

A special case is acknowledged for the sister organisations of the FTTH Council North America, and the FTTH Council Europe, where active cooperation is encouraged at both Board and Committee level. However membership of these organisations does not imply membership of the FTTH Council Asia-Pacific.

2.3 Process for Application and Application Form

To apply for Membership, the candidate must complete the Application for Membership form (available from the Council's website, or from Board members or Council staff), and return it to the Council staff. In this form the candidate must acknowledge that they have read and accept the conditions of Membership as documented in the Constitution of the Council, and these By-Laws. The Constitution and these By-Laws will be available on the Council's website.

The completed application form will be forwarded to the Membership Committee, who will verify that the candidate matches the qualification requirements given above, and recommend to the

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Board that the candidate be accepted or rejected. The Board will attempt to ensure that candidates are informed of their decision within 30 days of the candidates applying.

As part of the application process it is essential that the candidate identify the individuals who will act as their representatives in the Council, especially the prime representative who will be expected to handle most of the communications with the Council. The individuals must also indicate the various Committees on which they will participate (at least one per representative).

Candidates who are accepted for membership will be sent an invoice for the membership fees, with instructions on how to pay these fees. They do not become members until full payment has been received by the Council.

The benefits of membership, including voting rights, commence for the new member on the first day of the month following the month in which full payment of fees was received by the Council.

A special benefit is provided to those organisations who contributed to the creation of the Council and had paid their fees on or before the 30th. of June 2005. These members, and only these members, are the Council's Founding Members.

Once payment has been received, the Council will send the new member a Certificate of Membership, and details on the use of the Council logo.

The representatives will be contacted by the Chairs of the Committees they have joined to welcome them and introduce them to the work of the Committee.

2.4 Membership Billing Process

Members in good standing will be sent an invoice for the renewal of their membership two months in advance of the expiry date of their annual membership.

If the member has not paid the renewal invoice, or communicated formally that they will not renew their membership, then one month after the expiry of their membership the member will be sent a formal notification that their membership has been suspended, and that it will be terminated if the membership fee is not paid promptly.

Once membership has been suspended then the organization loses all rights and privileges of membership, including access to information and the right to use the Council logo.

If the member does pay the invoice their membership will be renewed from the original date of expiry and not from the date of payment.

If the member does not pay the invoice within six months of the date of expiry then the membership will be finally terminated and the member records deleted from the membership database.

Should the organization later approach the Council in order to become a member again they will be considered as a new member.

3 Committees

3.1 Advisory Committees

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There are two permanent Advisory Committees – Finance & Audit, and Membership.

3.1.1 Finance & Audit Committee

Charter: Provide accountability of FTTH Council funds, establish the budget required to execute the Council's objectives, and manage the collection and disbursement of funds as approved by the budget, and such other tasks as required by the Board of Directors or the Treasurer.

Key Activities:

- set budget for Council
- manage and report on on-going costs and revenues
- collect budget requests from other Committees
- assist the Board to set membership fees

3.1.2 Membership Committee

Charter: Provide a process that encourages the growth of membership while ensuring a diverse cross-section of companies and individuals that represent FTTH across the Asia-Pacific region and enhances the purpose of the Council, as such other tasks as required by the Board of Directors or the Secretary.

Key Activities:

- plan and implement ways of growing Council membership
- ensure that the membership application process is effective
- process applications for membership and recommend approval or rejection of candidates to the Board
- Issue Membership Certificates when the membership is approved.
- implement and maintain the membership database for the Secretary

3.2 Working Committees

There are currently four Working Committees – Regional Co-ordination & Government Relations, Architecture and Technology, Market Development, Communication & Events.

3.2.1 Regional Co-ordination & Government Relations Committee

Charter: Promote and coordinate regional, geographic and governmental issues in order to facilitate the introduction and growth of FTTH in the region.

Key Activities:

- Investigate the nature of Government and Regulatory activities, policies, and models with respect to FTTH across the region and in comparison to other world regions
- Identify the consequences of these activities, policies and models, and identify and recommend those activities, policies and models that facilitate the growth of FTTH
- Create publications that assist carriers, Government and Regulatory bodies, and others, to understand the consequences of the various activities, policies and models, and to recommend those that facilitate the growth of FTTH

3.2.2 Architecture and Technology Committee

Charter: Promote the awareness and business implications of active systems, passive components and deployment techniques for FTTH networks.

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Key Activities:

- Evaluate FTTH technologies, and in a neutral and generic fashion identify and document the features and characteristics of the various technologies
- Create publications which assist carriers, Government and Regulatory bodies, and others, to understand the features and characteristics of the various technologies
- Collaborate with research bodies in the region

3.2.3 Market Development Committee

Charter: Provide a common understanding of the customer segments and their requirements and the size of the FTTH industry and market; and to promote the markets development through promotion and communications.

Key Activities:

- Investigate and document the current status, penetration and role of FTTH throughout Asia-Pacific
- Forecast and document the future status, penetration and role of FTTH throughout Asia-Pacific
- Create publications which assist carriers, Government and Regulatory bodies, and others, to understand the status, penetration and role of FTTH throughout Asia-Pacific

3.2.4 Planning, Communication and Events Committee

Charter: Plan and coordinate all general membership activities, meetings and conferences. Coordinate reactive and proactive public relations. Promote the FTTH Council as THE trusted central source for knowledge, facts, education and perspective on FTTH.

Key activities are :

Meeting Arrangement Coordination,

- Public Relations and media engagement,
- Conference Planning,
- Website Development and Maintenance,
- Publication of Literature,
- Co-marketing via Member Companies,
- Trade Show representation,
- Creation and Management of the Council Brand Book

(Note: The function of Education and Training will be represented as a function of the Planning, Communication and Events Committee until it becomes appropriate to form a specific Committee for these tasks.)

3.3 Ways of Working for Committees

It is the responsibility of the Board to ensure that each Committee has a clear charter, a concrete and approved programme of work, an effective chairperson and vice-chairperson, and is meeting regularly and making progress to achieve their programme of work.

To facilitate effective communications between the Board and the Committee, and to monitor the effective working of the Committee, each Committee will have as an active participant at least

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one Director, who is expected to report to the Board regularly on the status and progress of the Committee.

At the Annual General Meeting, and at other times as appropriate, the Chair of each Committee will report on the progress against their programme of work, and their plans for future activities.

Committees are expected to meet at least once every two months, and more often as required.

Meetings of Committees may be conducted in person, or by voice or multimedia conference call by which all participants are able to hear all other participants.

A majority of the participants of these Committees, present in person, or by phone conference shall be necessary to constitute a quorum for the transaction of business. No decisions can be made by the Committee unless a quorum is present. The list of participants of committees is maintained by the Secretary in the membership database.

A majority vote of the participants who are representatives of members with voting rights and in good standing, present in person or by phone or computer conference or represented by proxy, shall be sufficient to pass a resolution of the Committee. Members who are not represented at the meeting, forgo the right to vote on decisions at that meeting.

The Chairperson shall set the agenda and schedule for the meetings, arrange timely notification of meetings to participants at least one week in advance, conduct the meetings and bear responsibility for adequate communication to all Participants. The Chairperson shall assign responsibility for the writing of minutes of meetings in the absence of the Vice-Chairperson.

The Vice-Chairperson shall take minutes for all meetings, keep roll of Participants at meetings, conduct meetings in the absence of the Chairperson and assist the Chairperson in the operation of the Committee.

The Vice-Chairperson shall distribute within a week after the meeting the minutes of each meeting to the Secretary of the Council, or nominated agent, who shall make them available to all Members.

3.4 Hosting or Sponsoring of Meetings

If Member sponsors an event or meeting, or hosts the meeting at their facilities, the sponsor may be granted an opportunity to present or promote their company activities to interested participants, but such promotion will not interfere with the meetings, events or conference.

4 Representation and Communications

4.1 Guidelines regarding use of Council Logo by Members and Representatives of Members

Members of the FTTH Council Asia-Pacific are encouraged to use the logo of the Council on their stationary, to demonstrate their support for the industry and the Council. Their use of the logo also communicates to others that the Member is a serious participant in the FTTH industry in Asia-Pac.

The logo must not be changed in any way, when used by Members. The logos, and instructions on their use, will be provided to Members by requesting such from the Council office.

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The Representatives of Member companies, who have been identified as such to the Council, may incorporate the Council logo on their business cards. Other staff in a Member company must not use the logo on their business cards, or in any way that would infer that they, rather than their company, have a personal association with the Council.

4.2 Guidelines for Internal Communications

The language for internal communications within the FTTH Council Asia-Pac is English. (The American spelling “fiber” is preferred.)

The acronym FTTH refers to “Fiber-to-the-Home”. It is assumed to be a generic term which incorporates other expressions such as “Fiber-to-the-Premises”, “Fiber-to-the-Business”, “Fiber-to-the-Building”, and FTTx.

Access technologies that do not deliver communications over optical fiber all the way to the user premises, but instead terminate outside the building and transfer communications onto another medium (such as copper pairs with DSL, or Ethernet on Twisted Copper Pairs) are not regarded by the Council as FTTH. When discussing these technologies the expression “Fiber-to-the-Curb” or “Fiber-to-the-Node” may be used to assist in distinguishing this approach from FTTH.

The currency for internal communications (fees, etc.) is US\$.

4.3 Guidelines for External Representation of the FTTH Council Asia-Pac

The Board, Committees, and all Representatives will ensure that all communications from the Council are neutral, factual, and objective. No opinion will be expressed regarding the superiority or otherwise of competing FTTx technologies.

The President is the default spokesperson for the Council, but follows the guidelines of the Board, and is subject to the same protocol as others, regarding external representation.

No person may represent themselves as speaking for the Council, other than the President, or an individual specifically delegated by the Board to represent the Council on a specific occasion.

If invited by any external party, to comment or present on FTTH, the Board will determine for each situation whether the Council will participate, who will represent the Council, and the position to be taken. Within one week after the event the person/s who represented the Council will send the Board a copy of all materials presented and a brief report on the activity.

The Secretary is responsible for ensuring that these guidelines are enforced in written and emailed communications from the Council, and is similarly responsible for their enforcement on the Council website.

Where a Member or their Representative contravenes these rules, the matter will be considered by the Board and if proven the Board may choose to expel or suspend the Member.

5 Financial Controls

5.1 Levels of Approval for Disbursement of Funds

The Treasurer may approve the payment of invoices less than US\$10,000.

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The Board must approve payment of invoices greater than US\$10,000.

5.2 Expense Guidelines

All expenses incurred by individuals who are Representatives of Member companies, in participating in the activities of the Council, are to be paid by them or their company. No compensation will be provided by the Council for such expenses either to the individual or to their company.

No expenses may be incurred by staff employed by the Council without the prior approval of the Treasurer. Staff must provide details of the expense to the Treasurer when seeking payment or reimbursement.

Notwithstanding the above, the following costs and expenses shall be borne by the Council :

- Any Director's accommodation expenses for attending any Meeting of the Board of Directors in person.
- Any meals, beverages and refreshments for, related to and/or in connection with any activity of the Board of Directors.