

Global VSAT Forum

Constitution

Approved by The Board 11/05/00
Ratified by the Membership 14/06/00

The Global VSAT Forum

The Global VSAT Forum (GVF) is an association of key companies involved in the business of delivering advanced satellite systems and services to consumers, commercial and government enterprises worldwide.

The GVF is a non-profit entity, which acts on a global basis. It is independent and non-partisan and represents any Member Company or Member Organisation with an interest in the development of the VSAT industry.

Mission Statement

The GVF will act in an independent manner for the general promotion of the global VSAT industry, whether this be technology or service based. The GVF will represent the best interests of its membership at relevant industry symposia, with regulatory and legal bodies and will act as an information source to members, and non-member suppliers or users of VSAT equipment. The GVF's actions will always be consistent with the promotion and growth of the VSAT industry and its membership.

Membership of the Forum

Members of the GVF are Companies or Business Entities (e.g. associations, partnerships, self employed consultants, etc.), not individuals. There are three categories of membership:

Founder Members

Founder Members are those Full or Associate Member organisations that committed to funding the GVF to the limit of 2 years subscription by 31st March 1998. Founder Membership is now closed. Founder Members have preferred rights in the decision making process for the GVF.

Full Members

Full Membership carries voting rights and is open to organisations which fall into one of the following categories: Satellite Operators, Manufacturers, Service Operators, System Integrators, Service Support and resellers (of VSAT equipment and or services).

Associate Members

Associate Membership carries no voting rights and is open to other types of organisation business entities including, but not limited to Users, Universities, Consultants, Government Bodies, Regulators and Individuals (self employed).

GVF Code of Conduct Policy

Members must conduct themselves in their capacity and activities as a Member of the Global VSAT Forum in keeping with the aims and objectives of the association as outlined in the GVF mission statement, the GVF Opportunity and Rationalization document, and the GVF Constitution.

Observing this code is a condition of membership in the association. If a Member is in breach of this code, or appears on reasonable grounds to be so, they may be reported to the Board by another member or a member of the Board. The Board shall request, and the member concerned shall supply, all such information as is reasonable and relevant concerning the breach or apparent breach and may make such representations to the Board concerning the same as

they may wish. The Board shall consider the evidence and the representations carefully and objectively, and shall record in writing their reasoning for any determination, and submit it to the Member concerned for comment, before the determination is actioned.

Any determination by the Board must be proportionate to the breach or alleged breach and may consist of a verbal warning, a written warning, a suspension of membership or an expulsion from membership. In the case of an expulsion, no refund of membership fees shall be made. A determination made by the Board may be relaxed, suspended, withdrawn or reversed as the Board may further determine from time to time, on reasonable grounds.

Representation at GVF General Assemblies

Company representation at GVF General Assemblies must be by formal delegates of the member company as confirmed in writing by an authorised signatory of that company or business entity. In this context a previously authorised delegate shall be considered as an authorised signatory. In the absence of written authorisation, representatives attending any meeting on behalf of a Full Member will be able to participate only on a non-voting basis.

Changes to the Constitution

Any Full Member has the right to recommend a change to the Constitution; such change proposal must be seconded by a Founder Member. Seconded recommendations will be submitted to the Secretary General and passed to the Board for consideration, the Board will then either recommend a change to the next General Assembly of Full Members (or by postal ballot) or will decline the recommendation. The Board will be required to respond to all change requests within 3 months and to put all agreed changes to the Full Membership within a further 3 months. All declined change requests will be published to the Full Membership with the reasons why the Board decided against the suggestion. In the event that more than 20% of the Full Membership disagrees in writing with the Board's decision, the change will be put to the Full Membership as detailed below.

Voting on proposals will be on the basis of 'one Full Member, one vote' and in order to accept a change to the Constitution a minimum of 50% of the Full Membership must vote and a majority of 75% of those voting must be achieved. In the event that less than 50% of the Full Membership votes, a re-ballot will be required. In the event that less than 50% of the Full Membership votes the second time it will be considered that there is insufficient interest in the change proposal and the change proposal will be dropped. Proposers of any constitutional changes shall have the right to present their case by providing papers for circulation with the ballot papers.

Votes on changes to the Constitution shall be conducted either by post to all Full Members or at a properly convened General Assembly. In the event of a postal vote, only authorised company representatives may complete the ballot paper. In the event that the proposal is to be decided upon at a General Assembly, the proposal and supporting documentation must be clearly identified as an agenda item and circulated to all Full Members at least three full weeks prior to such meeting. A quorum of Full Members for the General Assembly must be established and the minimum voting requirements identified above must be fulfilled.

General Assembly & Members' Meetings

A General Assembly will be convened at least once each year in the 4th calendar quarter (Oct.-Dec.) and at other times as deemed necessary by the Board of Directors. The purpose of the General Assembly will be to present to the Membership: Election of the Board; Proposed Constitutional Amendments; Financial Reports; the Secretary General's Report; and other business as appropriate (strategy, policy, etc.). Non-Members of the GVF may be invited by the Secretary General to attend the open portion of these General Assemblies.

The agenda and ballots for all formal votes will be delivered to the authorized voting representatives 30 days in advance of the General Assembly. Ballots may be returned in person at the meeting or by post. All votes made by post must be received at the designated location 7 days in advance of the meeting.

A quorum will be deemed to be established for any General Assembly Meeting in which a minimum of 30% of the Full Members or 50% of the Full Founder Members are in attendance.

Members' Meetings will be convened periodically throughout each year, at times and in locations confirmed by the Board of Directors. The purpose of these meetings will be to provide to the Membership: Reports on global and local trends; Program Updates; Open Forum Discussions Related to Strategy, etc.; and other business as appropriate. Non-Members of the GVF may attend some portion of these Meetings.

The dates for all members meetings and General Assemblies shall be published by the Secretary General a minimum of 3 months in advance to all members. There will be a minimum of one General Assembly each year.

Non- Constitutional Issues

Any Full Member has the right to propose non-constitutional issues for adoption by the GVF. All such non-constitutional issues shall be brought to the Board of Directors for consideration. The Board will be required to consider these issues within 3 months and report actions taken to the Membership.

Composition and Tenure of the Board

The Board shall consist of seven members.

The seven Board places shall be allocated on the following basis:

(CAT 1) 3 places shall be allocated to Full Founder Members
(CAT 2) 4 places shall be open to all Full Members

The Secretary General shall be appointed by the Board but shall not be a member of the Board.

Term of Office of Board Members

The normal term of office of each Board Member shall be 2 years, although sitting members will be able to seek re-election. In odd-numbered years, three Board positions will come up for election, consisting of one CAT 1 and two CAT 2 positions. In even- numbered years, four Board positions will come up for election, consisting of two CAT 1 and two CAT 2 positions.

The Board Election Process

At least three months prior to the election date, the Board, through the Secretary General shall issue a 'Request for Nominations' to all Full Members. Full Founder Member Nominees may seek election in both categories. The closing date for nominations shall be 2 months before the election date. Each Nominee shall have the right to include a statement of no more than 500 words in support of his or her candidacy, which shall be delivered with the nomination.

Board Meetings

Frequency

There will be a minimum of three Board Meetings per year (which may include teleconference meetings).

Quorum

For all operational issues, a representation from four of the seven elected members shall constitute a quorum. In the absence of the Chairman, the Chairman shall previously nominate an elected member to take

the chair for the meeting and a quorum shall consist of four of the seven elected members including the Chairman's substitute.

Voting

Voting shall be 'one Board Member, one vote' and a simple majority of those present shall be sufficient for the adoption of resolutions.

Minutes

Board Meetings shall be minuted and minutes made available to all Full Members.

Substitution

Each elected Board Member shall nominate a 'Shadow Representative' from the Member Company and shall have the right to propose that the Shadow Representative substitute for up to 25% of the meetings of that Board Member's term of office. Such substitution shall be confirmed in writing to the Chairman (or his substitute) seven days prior to the meeting.

For continuity, Shadow Representatives shall be entitled to attend Board Meetings as an observer with elected Board Members but shall not be entitled to vote.

In the event that an Elected Board Member leaves the employment of the Member Company or is no longer available for Board duties, his or her Shadow Representative shall take his or her place on the Board. In the event that neither is available, the Board shall have the right to co-opt a substitute Board Member from the original or alternative Member Company from the same category.

Attendance

In the event that an individual Board Member fails to attend at least 50% of the Board Meetings during each year of his or her term of office, his or her place shall be forfeited and a replacement may be appointed by the Board for the duration of the Board year. At that time, the Membership shall elect a new Board Member for the remainder of his or her term.

Companies Act and Articles of Association

This Constitution shall not affect the validity of any action taken in accordance with the Companies Acts of the United Kingdom and /or the Articles of Association of the Global VSAT Forum.

DH 12 May, 2000

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