

IPDC Forum By-Laws

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IPDC Forum By-Laws

PREAMBLE

DEFINITIONS

IP based Digital Broadcast Services shall mean services carried over Internet Protocol and encapsulated in Digital Broadcast Platforms such as DVB-T, DVB-S, DVB-C and DAB, dedicated to one or to multiple users. These can be push services or on demand services;

The IP based Digital Broadcast Industry shall mean all the companies that are doing or have the intention to do business with IP based Services Over Digital Broadcast Platforms;

IP based Data Broadcasting shall mean carriage over Internet Protocol and encapsulation in Digital Broadcast Platforms such as DVB-T, DVB-S, DVB-C and DAB and delivery of multi-media content or other data.

IP based Data Broadcasting System shall mean a complete system that will provide the end-users with IP based Digital Broadcast Services.

Information Communication Entertainment Industry shall mean all the companies that have activities in the information, communication and entertainment field in any part of the value chain (network operators, manufacturers, service providers, content companies, portals/content aggregators, service bureaus, etc...).

A Steering Group Member is a Full Member which has a representative that has a seat on the Steering Group.

A Steering Group Member Representative is the individual from the Full Member that has been elected as representative of the Steering Group.

SECTION 1: SCOPE AND OBJECTIVES

1.1 Scope

(a) IP Broadcast Industry. IPDC Forum is an association for the IP based Broadcast Service Industries

(b) Future Developments. Recognizing the changing boundaries of Digital Broadcasting, **IPDC Forum** may, at the appropriate time and subject to the procedures pursuant to Section 4.4 of these By-Laws, extend its activities into related new activity areas of Digital Broadcasting.

1.2 Geographic Reach and Activity Areas

(a) Global. Given the increasingly global nature of the Digital IP based Broadcasting Industry, **IPDC Forum's** activities, including consideration of membership, is open to relevant market players with no geographical restrictions.

(b) Focus on Promotional Activities. The **IPDC Forum's** primary focus is on promoting technical solutions provided by open standards in Digital Broadcasting such as DVB-T, DAB, DVB-C and DVB-S.

(c) Relations to other bodies and institutions. **IPDC Forum** will maintain relevant links with related industry bodies such as DVB, World DAB Forum, DigiTAG, regulatory bodies etc. as is appropriate to the aims and objectives of the Forum.

1.3 Principal Objectives

The **IPDC Forum** (as stated in Article 3 of the Articles of Association) will:

- contribute to the development of a common vision and long-term plan for IP based Digital Broadcast Services, including principal objectives and key milestones;
- contribute to the elaboration of government and industry policies on IP based Digital Broadcast Services, by initiating and carrying out studies and pursuing activities including:
 - development of proposals for political positions on the establishment of a licensing framework and the provision of sufficient frequency spectrum in order to create favourable conditions for the development and implementation of IP based Data Broadcasting Systems,
 - assistance with the development of consensus government and industry views for the approach towards international standardisation bodies and fora, in particular with regard to IP based Digital Broadcast Services

- a definition of the role of the IP based Digital Broadcast Industry in establishing the future Information Infrastructure;
- promote coherent broadcast policies by:
 - advising on technical policy issues related to IP based Data Broadcasting in order to propose open and inter-working systems and to address key business issues such as, but not limited to, client identification, authorisation rights, billing/ charging, digital rights management (DRM),
 - maintaining close co-operation with relevant regional and international initiatives and organisations,
 - discussing and possibly creating consensus positions on market objectives of IP based Data Broadcasting policies, and advising on the creation of favourable conditions for investment;
 - implementing, when needed, pilot projects in the area of IP based Digital Broadcast Services
- provide advice on the policy lines and market requirements with respect to mobile, portable or fixed IP based Data Broadcasting Systems standardisation organisations, and liaise with standardisation organisations in order to derive a common understanding on such standardisation issues.

SECTION 2: GOVERNING PRINCIPLES

2.1 Consensus

On all matters that do not require a formal vote under the Articles of Association, **IPDC Forum** and its Members shall apply the Consensus Rule contained in Annex 1 to these By-Laws.

2.2 Commitment of Members

Each Full Member and each Associated Member shall be committed to pursuing the principal objectives set forth in Article 3 of the Articles of Association (and restated in Section 1.3 of the By-Laws). Furthermore, each Member shall (i) actively participate in working groups and/or take on the associated tasks necessary in a member-led association; and (ii) promote the agreed **IPDC Forum** positions in their own countries and with national and international organisations.

SECTION 3: MEMBERSHIP

3.1 Members

There are two levels of membership, Full Members and Associated Members as defined in the Articles of Association.

3.2 Conditions for Membership

IPDC Forum may accept Members organisations belonging to any or all of the main interest sectors of the Information Communication Entertainment Industry provided that they meet all of the following criteria on a cumulative basis :

- (i) the organisation is providing added industry value and is engaged in one or more of the following Information Communication Entertainment Industry activities:
 - marketing;
 - development;
 - services;
 - manufacturing; and
- (ii) there are no objective reasonable grounds on the basis of which it can be assumed that the company would not fully support the principal objectives of **IPDC Forum**.

3.3 Admission Procedure

3.3.1 Application for New Membership

An organisation wishing to join **IPDC Forum** shall file a written application for membership with the Secretariat. The application shall be made by using the application form developed by the Secretariat. The application shall indicate commitment by the applicant to and endorsement of, the principles and objectives of **IPDC Forum**. It shall also be clearly stated whether the applicant is applying for Full Membership or Associated Membership.

3.3.2 Steering Group Decision

The Steering Group shall evaluate the application on the basis of all relevant information, including any additional information sought specifically from the applicant pursuant to the application. The Steering Group shall decide to accept or reject the application. Members, will be admitted upon acceptance of the Articles of Association at which time they become liable for payment of their pro-rata share of the annual subscription fee.

3.3.3 Rejection.

The decision of rejection of an application by the Steering Group shall be validated by the General Assembly. The Steering Group's rejection of an application and The General Assembly's validation of this decision, shall be supported by the principal reasons for the decision, whereby such reasons shall be based on the conditions for membership pursuant to this Section 3. The denial of an applicants' admission shall require a majority as defined in the Articles of Association. The Steering Group shall inform the applicant of the decision and the reasons stated therein.

3.4 Termination of Membership

(a) Withdrawal. Any Member wishing to withdraw from **IPDC Forum** shall give notice in writing to the IPDC Forum Secretariat of its intention to withdraw with immediate effect. The membership status and the obligation to pay subscription fees shall remain unaffected until the point of withdrawal. If the Member withdraws before the end of February, then no membership fee for the current year will be due, otherwise membership for the full year will be due.

(b) Exclusion. Any Member that does not comply with the Articles of Association, these By-Laws, or the rules and regulations issued pursuant to the Articles of Association or that no longer fulfils the membership conditions, can be excluded pursuant to the provisions set forth in Article 4.5 of the Articles of Association.

3.5 Events Affecting Membership Status

Any Member shall inform the Steering Group in writing and without undue delay of any change of control, merger or other similar significant change which has occurred within a Member organisation that may affect their membership within **IPDC Forum** in any way. If, in the opinion of the Steering Group, such event requires a change of the membership status, it shall discuss this with the Member concerned and thereafter take the necessary decision, if any (which may include a withdrawal of the membership status), in compliance with the applicable provisions of the Articles of Association, By-Laws and other relevant rules and regulations.

3.6 Dispute Resolution

Any dispute arising out of or in connection with membership applications or any other membership issues can be brought by either party before the General Assembly.

SECTION 4: GENERAL ASSEMBLY

4.1 Representation

- (a) Member Representative and Registration.** Each Member is represented in meetings of the General Assembly by one delegate (“Member Representative”). Each Member shall, upon admission as Member, nominate a Member Representative. In addition, a Member can choose to nominate an alternate for its Member Representative. Both the Member Representative and the alternate, if any, can be changed by the Member at any time. Members shall notify to the Secretariat in writing (by fax, e-mail or letter) the names of the Member Representative and the alternate, if any, and any change of the Member Representative and/or alternate, if any, at least until one week prior to a meeting of the General Assembly.
- (b) Member Representative’s Attendance.** Up to two (2) additional persons from the Member organisation may attend together with the Member Representative. Such additional person does not have any voting rights.

4.2 General Assembly Meetings

- (a) Ordinary and Extraordinary Meetings.** The ordinary General Assembly meeting will be held once per calendar year. It will take place in October or November. In addition to this ordinary General Assembly meeting, a special General Assembly may be convened at the decision of the Steering Group. An extraordinary General Assembly must be called, if at least twenty percent (20%), with a minimum of five (5), of the IPDC Forum Full Members request so. The request for such Extraordinary General Assembly shall be made in writing to the Secretariat. The Chairman or, in his absence, one of the Vice-Chairmen shall call these meetings.
- (b) Non-physical Meetings.** If a decision that has to be taken is in the opinion of the Steering Group not sufficiently important to justify an extraordinary meeting of the General Assembly but cannot be deferred until the following ordinary meeting of the General Assembly or if otherwise urgent action needs to be taken, the Steering Group shall consult with the Secretariat about the need for a meeting in non-physical form. Meetings in non-physical form include video conference, telephone conference, Instant Messaging services, e-mail or fax. If consensus has been reached on a meeting in non-physical form, the Steering Group shall inform the Chairman. The written notice calling for the meeting shall specify in sufficient detail the matters on which a non-physical vote is proposed and the reasons for such non-physical vote. The Secretariat shall ensure that the written notice has been received by all Members. Unless a Member

has objected to a vote by non-physical participation, a decision so taken shall be valid otherwise it shall be submitted for ratification to the next meeting of the General Assembly.

- (c) Form and Place of Meetings.** General Assembly meetings can be held in physical form, or non-physical form by way of electronic communication, as specified in Section 4.2(b).
- (d) Notice; Agenda.** Meetings are chaired by the Chairman or, in his absence, one of the Vice-Chairmen. Meetings shall be called with one month's, or in cases of meetings which have amendments of the Articles of Association or the dissolution of **IPDC Forum** on their agenda, with two months' prior written notice to every Member. The notice shall contain an agenda for the meeting. In case of non-physical meetings, the notice also needs to comply with the requirements set forth in Section 4.2(b) above. An item has to be included on the agenda of the General Assembly on the request of Members representing at least twenty percent (20%) of the votes. At any meeting of a General Assembly, the Members shall not take any action with respect to any matter that has not been listed on the agenda.
- (e) Minutes.** Written minutes of the meetings of the General Assembly including all resolutions shall be prepared by the Secretariat. Resolutions shall be signed or approved by e-mail response by the Chairman, or in his absence, one of the Vice-Chairmen, sent to all Members for information, and registered and filed by the Secretariat. The minutes (except for the resolutions) shall be circulated as draft minutes to all Members without undue delay after each meeting, signed by the minute-taker. The draft minutes can also be sent by fax or e-mail. The draft minutes shall be confirmed at the next General Assembly meeting with any agreed amendments. The so confirmed minutes shall be signed or approved by e-mail response by the Chairman or, in his absence, by one of the Vice-Chairmen and registered and filed by the Secretariat at the seat of **IPDC Forum**.
- (f) Attendance by Guests.** The Chairman may invite leading personalities from international bodies and representatives of other associations and organisations to attend and participate as guests in those specified discussions of the General Assembly for which they have been invited. Such guests have no voting rights.

4.3 Voting Procedure

- (a) Voting.** Full Members shall each have one vote.

- (b) **Proxy.** If a Full Member Representative cannot attend a meeting and does not want to appoint its alternate, it can give a proxy to another Full Member Representative of another Full Member, provided that the Secretariat has been informed thereof in writing (by fax, e-mail, or letter) prior to the beginning of a meeting of the General Assembly. At the opening of the General Assembly, any notifications of a change of representation or proxies shall be made to the Chairman or, in his absence, to one of the Vice-Chairmen who will immediately communicate them to the General Assembly. The number of proxies per Member Representative shall be limited to three. A proxy shall not be valid for more than the meeting for which it was intended.
- (c) **Voting Mechanisms.** Voting shall be done by show of hands unless otherwise decided at the meeting of the General Assembly.
- (d) **Quorum.** Unless otherwise provided by the Articles of Association, the General Assembly can only take decisions if twenty percent (20%) or more excluding proxies, with a minimum of five (5), of Full Members are present at a meeting. If this condition is not met at a meeting, the Chairman shall call another meeting in accordance with the provisions of Section 4.2, with the same agenda within the following three months, which meeting shall constitute a quorum regardless of the number of Members present, provided, however, that this has been clearly so stated in the convocation of this second meeting.
- (e) **Majority.** Unless otherwise provided by the Articles of Association, for all decisions of the General Assembly a simple majority of the votes of the Full Members present is required.

4.4 Amendments to the Articles of Association, Dissolution

- (a) **Amendments; Dissolution.** Decisions to amend the Articles of Association and/or to dissolve **IPDC Forum** must receive at least two-thirds of the votes of the Full Members represented, while for these purposes, the General Assembly shall not be deemed to be properly convened unless two-thirds at least of the Full Members including proxies are represented at the meeting. The notice for such meeting must be sent to each Member two months in advance and, in cases of an amendment being part of the agenda, shall contain the proposed amendment. If the quorum is not met the provisions in Section 4.3 (d), 2nd sentence shall apply.
- (b) **Liquidation.** In the event of a decision to dissolve **IPDC Forum**, the General Assembly shall decide on the method of liquidation of **IPDC**

Forum and the destination of **IPDC Forum's** funds pursuant to the same quorum and majority requirements as are set forth in subsection (a).

SECTION 5: STEERING GROUP

5.1 Steering Group Members

- (a) **Composition.** The Steering Group shall be composed of five members Representatives, a Chairman and one or two Vice-Chairmen. Steering Group Members and Steering Group Member Representatives are defined in the Definition section of this document. If the Forum has less than 20 members at the date of the Ordinary General Assembly, the General Assembly will choose a First Vice Chair. If the Forum has 20 or more members at the date of Ordinary General Assembly, the General Assembly will choose a Second Vice Chair among its Full Members for a term of one year. Unless specifically otherwise provided herein, the terms and conditions applying to Steering Group Member Representatives and to Steering Group Members, respectively, shall also apply to the Chairman and the Vice-Chairmen and to the Full Member each of them is representing, respectively. In addition, the Chairmen of the Working Groups may be invited to participate to the Steering Group meetings. They will not be considered as Steering Group Member Representatives and so will have no right to vote. Nevertheless they will be allowed to take part in the discussions during the Steering Group meetings and will be informed of the activities and decisions of the Steering Group.
- (b) **Election.** The Steering Group Member Representatives, including the Chairman and the Vice-Chairmen, shall be elected by the General Assembly as follows:
- (i) The Full Members may propose a candidate for the Steering Group. The Full Members should also propose candidates for Chairman and Vice-Chairmen. A Full Member can not propose more than one candidate.
 - (ii) The names of the candidates shall be submitted with the Secretariat no later than one week prior to the date of the meeting of the General Assembly.
 - (iii) The General Assembly shall elect, from the list proposed, one Chairman, one or two (as stated in 5.1 (a) of these By-Laws) Vice-Chairmen and five Representative Members for the Steering Group.
 - (iv) The Chairman and Vice-Chairmen shall only be elected from among the candidates specifically listed for these offices. Their election shall only be valid if each of them belongs to a different Full Member.

- (c) Term.** The term of a Steering Group Member shall be until the Ordinary General Assembly meeting following their election. After the initial term a Steering Group Member can be re-elected three more successive times. However, the General Assembly can dismiss the members of the Steering Group at any time.
- (d) Election.** The election of the Representatives will be based on a single transferable vote per Full Member present or by proxy. The candidate with the lowest votes is eliminated and their votes are transferred to the candidate of next preference stated in each voting paper until only five candidates remain. Ties will be resolved by preference being given to the candidate with the most votes as next choice.
- (e) Guests.** The Steering Group can decide to regularly invite observers from relevant organisations, such as industry organisations, standardisation organisations, the European Commission and the European Parliament, etc. to its meetings. Such decisions have to be reported to the General Assembly. The Chair of the Steering Group may invite experts and advisers.

5.2 Provisional Group Members

If a Steering Group Member Representative ceases to be a member during his/her term, for whatever reason, he/she shall be replaced as set forth herein. The Full Member whose appointee the Steering Group Member Representative was, shall propose for approval by the remaining Steering Group another individual as replacement. Failing such approval, the Full Member shall propose further individuals until Steering Group approval for the proposed replacement is obtained. Such approved replacement shall act as provisional Steering Group Member Representative until the next Steering Group election.

5.3 Meetings

- (a) Frequency of meetings.** The Steering Group shall adopt rules providing for regular and special meetings provided that the Steering Group shall meet at least three times a year.
- (b) Notice of meetings.** The Steering Group Member Representatives shall be duly notified of a meeting by way of written notice. The notice shall contain an agenda for the meeting and identify and specify with sufficient detail the matters for which a vote will be required. The notice shall also specify the time and in case of a physical meeting, the place of the meeting, and in case that a meeting shall be held by way of electronic

communication, the type of electronic communication for such meeting. A written notice for a meeting can be sent by mail, fax or e-mail. The notice shall be sent four weeks prior to the date of the meeting. Provided that all Steering Group Member Representatives agree, they can waive for a particular meeting compliance with the notice requirements.

- (c) Form of meetings.** Meetings of the Steering Group can be held in physical form, and in special cases through video-conference, telephone conference, Instant Messaging, e-mail or fax ("non-physical meetings") provided that the form of the meeting is so announced in the written notice calling for the meeting and provided further that the decisions to be voted on by electronic means are specified with sufficient detail. The Steering Group Member Representatives shall agree in a special resolution on the preferred form or forms of meetings provided that all members agree and provided further that non-physical meetings remain the exception for cases such as urgency or because it is important for serving the interests of the Forum. The resolution can specify different forms of meetings depending on the type of meeting. Failing such agreement, meetings shall be held in physical form.
- (d) Attendance at meetings.** In case a Steering Group Member Representative is unable to participate in a meeting, he can nominate and be represented by another Steering Group Member Representative. No Steering Group Member Representative can represent more than one other Steering Group Member Representative. Representation by another Steering Group Member Representative is only valid, if it is notified to the Secretariat at least two hours prior to the time of the meeting.

5.4 Voting

- (a) Quorum.** The Steering Group is properly convened if at least half of the Steering Group Member Representatives are present or properly represented. If these conditions are not met, the Chairman or, in his absence, one of the Vice-Chairmen, or if none of these has been present, any other Steering Group Member Representative, shall call, with the same agenda, a further Steering Group Meeting with seven days' prior written notice or such shorter period as may be necessary in case of emergency but in any case no period shorter than three days.
- (b) Consensus or Voting.** The first priority is to reach decisions by consensus. If there is no consensus, the Chairman or, in his absence, either of the Vice-Chairman may decide either to postpone the decision or, in particular if time sensitive matters are concerned, to have the Steering Group vote on the matter. In case of voting, each Steering Group Member Representative shall have one vote. A simple majority of the votes of the

Steering Group Member Representatives present is required for the taking of decisions.

SECTION 6: CHAIRMAN, VICE-CHAIRMAN

6.1 Functions and Powers of the Chairman and Vice-Chairman

The Chairman shall:

- chair the Steering Group and the General Assembly.
- convene the meetings of the General Assembly and the Steering Group
- co-ordinate the activities of these two bodies.
- co-ordinate in general the activities of the IPDC Forum and represent it when necessary.

The Vice-Chairmen will act as delegate of the Chairman on specific activities. In case of absence of the Chairman, a Vice-Chairman can chair The Steering Group meeting or General Assembly Meeting.

6.2 Term of office

The terms of office for Chairman and Vice-Chairman shall be the same as for all other Steering Group Members (Section 5.1(c)).

SECTION 7: SECRETARIAT

7.1 Appointment

The General Assembly will appoint a Secretariat. The Secretariat can be provided by one of the Members or by an external company.

7.2 Tasks

The IPDC Forum Secretariat is in charge of maintaining:

- the IPDC Forum Member register,
- a document numbering and classification system applicable to IPDC Forum documents
- an FTP site for IPDC Forum Working Group,
- the IPDC Forum documents (including presentation of the budget)
- information on the IPDC Forum web pages
- e-mail reflectors as required.
- issuing invoices for Membership fees

The Secretariat is also responsible for the distribution of the minutes of the General Assembly and the Steering Group meetings.

The Secretariat is further in charge of assisting in the arrangement and the organisation of General Assembly and Steering Group meetings.

SECTION 8: MEMBERSHIP FEE SYSTEM

8.1 Annual Subscription Fee

(a) Adoption of Fee. Based on the budget required to cover all likely expenditures of **IPDC Forum**, the Steering Group shall, when submitting the budget for approval to the General Assembly, propose an annual subscription fee to be paid by Full Members and by Associated Members. The basis for its calculation shall be decided by the General Assembly. If the General Assembly cannot agree on the subscription fee for a given year, the subscription fee of the previous year continues to apply.

(b) Extraordinary Fees. Extraordinary expenses for special activities are subject to prior approval by the Steering Group and should be shared among the **IPDC Forum** Members that wish to support this activity.

8.2 Payment of Subscription Fee

(a) Payment Due. Within four weeks after the beginning of the financial year, the Secretariat shall send an invoice to every Member, showing the amount due, which shall be payable within the period specified therein.

- (b) Failure to Pay.** The failure of any Member, after having been reminded in writing three times by the Secretariat, to pay the subscription fee shall entitle **IPDC Forum** to initiate the exclusion procedure pursuant to Section 3.4(b), provided that this has been clearly stated in the third and last reminder.

8.3 End of Membership

A Member who ceases to be a member of **IPDC Forum** through resignation, exclusion or any other cause shall have no claim to **IPDC Forum's** funds.

SECTION 9: WORKING GROUPS AND AD-HOC GROUPS

9.1 Formation of Working Groups and Ad-hoc Groups

The Steering Group and the General Assembly may set up Working Groups and temporary Ad-hoc Groups on issues within the IPDC Forum's mandate. Working Groups and Ad-hoc Groups are open to all Members of the IPDC Forum. Members of a Working Group are expected to have relevant expertise in the subject matter and to actively contribute to the work of the Working Group or Ad-hoc Group.

9.2 Working Groups

- (a) Role of Working Groups.** The role of Working Groups is, each within their designated scope of activity, to use their expertise to look into the future, to make proposals for new areas of necessary work, to make proposals for related strategies and policies to be proposed to the Steering Group for approval, to propose and describe solutions to contribute to achieve the objectives of the IPDC Forum as set forth in Section 1.3. . Further, whenever such work desirably can be done in co-operation with other associations, the Working Groups should request that the Chairman contact the chairman/secretary generals/directors of those other associations, standardisation bodies, fora and consortia, with a view to the nomination of proper contact persons from each.
- (b) Structure of Working Groups.** Working Groups shall be organised around specific areas of interest such that there is no or minimal overlap but that the total area-of-interest related to the Digital IP based Broadcasting Industry is nonetheless fully covered.

- (c) Chairman.** The Steering Group shall appoint an Interim Working Group Chairman when a Working Group is set-up. The Working Group shall then elect by simple majority a Chairman from the ranks of their Full Members for a period of one calendar year.
- (d) Function of Chairmen.** Each chairman shall manage and control the activities of their Working Group in accordance with decisions made by the IPDC Forum General Assembly and Steering Group. The chairman shall in particular:
- (i) put together an annual work program, define objectives and carry out the work;
 - (ii) watch out for new technical or policy developments in the respective area;
 - (iii) set up temporary ad-hoc groups;
 - (iv) make proposals for new areas of work and related issues;
 - (v) make proposals for related strategies and policies in respect of areas to be proposed to the Steering Group;
 - (vi) prepare and formulate IPDC Forum actions to be approved by the IPDC Forum decision-making bodies; and
 - (vii) communicate and follow-up positions in cooperation with the Secretariat.

9.3 Ad-hoc groups

Ad-hoc groups are created to deal with specific topics or in special cases when topics are of concern to more than one Working Group and/or which involve external cooperation. Ad-hoc groups may be created and tasked internally in Working Groups and/or across Working Groups and even across associations, fora and consortia according to the work assigned. The duration of the groups is temporary, in accordance with the lifetime of the issue. Main Working Groups or the Steering Group can also establish “project groups” and “task forces” to efficiently deal with matters of special character. The Steering Group shall appoint an Interim Ad-hoc Group Chairman when a Ad-hoc Group is set-up. The Ad-hoc Group shall then elect by simple majority a Ad-hoc Group Chairman from the ranks of their Full Members for the period of existence or one year whichever is the shorter.

SECTION 10: EXTERNAL COMMUNICATION

10.1 External Communication

IPDC Forum shall make the utmost efforts to have coherent external communication (i.e., communication to the public, to public authorities, policy bodies and the press) in line with its management of issues and position papers. Unless otherwise provided for in these By-Laws the Secretariat together with the Chairman is responsible for and shall coordinate all external communication. The Steering Group may set up an “Information, Communications and Lobbying” ad-hoc group or an advisory group consisting of public relations experts primarily from **IPDC Forum** Members but can also include experts from outside **IPDC Forum** if that is necessary to ensure efficient communication. All external communication needs to be approved by the Steering Group and revised by a Communication Group that may be established. The use of any Member's name, trademarks, or trade names by the IPDC Forum or a Member describing the IPDC Forum's work is prohibited without prior consent of the concerned Member.

SECTION 11: GENERAL PROVISIONS

11.1 Language

In general and except if requested otherwise by law, correspondence, the agenda of meetings, working documents and minutes will be in English. Except for special cases, **IPDC Forum** is not obliged to supply translations of documents received from outside sources.

11.2 IPDC Forum 's Financial Accounts and Budget

(a) Financial Accounts. **IPDC Forum** shall maintain complete and accurate financial accounts as required by law and pursuant to any decisions, guidelines or other recommendations of the Steering Group. The financial accounts shall be kept in accordance with such accounting principles as shall be determined from time to time by the Steering Group, consistently applied. At the end of each financial year, the financial accounts shall be examined, at the expense of **IPDC Forum**, by an independent public auditor of recognized international standing as may be selected by the

Steering Group and shall be submitted to the General Assembly by the Steering Group within the first six months of the following financial year.

(b) Budget. Before the Ordinary General Assembly meeting, the Steering Group shall prepare the budget for the following year and submit to the General Assembly for approval. If no new budget is approved by the General Assembly, the previous budget shall be applied to the following year.

11.3 Financial Year

The financial year shall commence on 1st January and shall end on 31st December of the same year.

11.4 Conflict with Articles of Association

If any provision of these By-Laws is in conflict with any of the provisions of the Articles of Association or if an issue of incompatibility between the By-Laws and the Articles of Association or a question of interpretation of the By-Laws is raised, the provisions of the Articles of Association shall prevail and the Members shall immediately procure that the By-Laws are changed to comply with the provisions of the Articles of Association in order to permit **IPDC Forum** and its affairs to be administered as provided in the Articles of Association.

11.5 Revision of By-Laws

These By-Laws can be revised at any time upon proposal by the Steering Group and confirming vote of the General Assembly (i.e., by a simple majority of the votes of the Full Members present or represented).

11.6 Severability

If any provision of these By-Laws is determined to be invalid or unenforceable, the remaining provisions shall continue to be valid and enforceable and shall be given effect without the invalid provision, and to this end the provisions of these By-Laws are intended to be and shall be deemed severable.

11.7 Effective Date

These By-Laws shall become effective on the date the Articles of Association become effective pursuant to Article 8 therein.

* * * * *

ANNEX 1

to the By-Laws of IPDC Forum

Consensus Rule

1. **IPDC Forum** Members shall undertake to resolve any divergences of opinion between themselves.
2. If unanimity is not achievable then consensus, that is the absence of sustained opposition to a position which is supported by a broad majority, is an acceptable basis for **IPDC Forum** agreement on a position, a statement or a course of action.
3. Members undertake to only sustain opposition to a broad majority view in situations where, in their view, their own highly important interest is threatened. In such cases they shall have the right to have their reservations recorded, provided the reason for their reservations is also stated. Such minority view shall be clearly noted in any agreed position paper.