



## GSMA Regulations Version 3.15 21 March 2019

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## REGULATIONS OF THE GSMA

The following regulations (the “Regulations”) have been adopted as Regulations of the GSMA on the basis of the Articles of Association of the Association (the “Articles”). The definitions in the Articles shall have the same meaning hereinafter.

### 1 Regulation 1 Membership Applications

- 1.1 The Management of the GSMA shall duly process all membership applications for the GSMA, including applications for Membership, Associate Membership and Rapporteur status in accordance with the Articles, Regulations and other policies of the GSMA.

### 2 Regulation 2 Appointment of the Board

- 1.2 Every two years the Members will receive the list of newly appointed or reappointed Board members from the Board and will be asked to ratify the list in its entirety.
- 1.3 The Director General shall sit as a member on the Board but, in that capacity, shall not be considered as a member for the purposes of fixing or calculating any seat numbers under the Articles, shall not be subject to the eligibility requirements or appointment procedure for Board members set out in the Articles, and shall not be entitled to vote on any resolutions put to the Board for a vote. The Director General shall be considered to be a member of the Board for all other purposes, including the execution of official documents and instruments on behalf of the Board.
- 1.4 Subject to these Regulations, further details on procedures and timescales for the selection of candidates will be approved by the Nominations and Governance Committee or the Board.
- 1.5 To be eligible to hold either a pre-selected or rotating seat on the Board, a proposed individual must be either:
  - 1.5.1 The Chair; or
  - 1.5.2 The CEO; or
  - 1.5.3 A member of the Board; or
  - 1.5.4 A member of the executive committee (or similar):

In each case (2.4.1 — 2.4.4 above) the candidate must hold that position at either:

- (i) A GSMA Corporate Group, if they are to represent that Corporate Group, or a Member, if they are to represent only that Member; or
- (ii) A business unit with at least 50% of the wireless revenue for the associated Corporate Group.

- 1.6 The procedure for appointment of Board members to pre-selected seats shall be as follows. The Board shall determine the number of pre-selected seats from time to time in accordance with the Articles. The pre-selected seats shall be assigned to the largest Members or Corporate Groups as measured by a ranking of the Members or Corporate Groups (a) with the largest number of wireless connections (excluding M2M connections), weighted at 50%, and (b) the largest amount of (i) wireless revenue and (ii) fixed line revenue in countries where the Member or Corporate Group has a spectrum license, weighted at 50%.
  - 1.6.1 The calculation of the connections and revenue shall be computed by Management based on the figures from an appropriate database source and certifications by the Members and/or Corporate Groups.
  - 1.6.2 In preparing the rankings of the largest Members and Corporate Groups by connections and by revenue, a Member or Corporate Group shall be given credit for 100% of the connections and revenue for any consolidated subsidiary. No credit will be given for connections or revenue from a company that is not consolidated by the Member or Group.
  - 1.6.3 All connections and revenue of Members or Corporate Groups would be counted, regardless of the technology platform for such connections and revenue.
  - 1.6.4 The rank order for connections will be added to the rank order for revenue to create a combined ranking score for each Member or Corporate Group.
  - 1.6.5 The pre-selected seats shall be assigned to the Members or Corporate Groups with the lowest combined ranking scores. In the event of a tie in such ranking, the connections ranking will be used as a tie-breaker.
    - (i) The Members or Corporate Groups so identified shall be entitled to propose a candidate for a pre-selected seat on the Board;
    - (ii) The Nominations and Governance Committee shall assess such candidates for suitability in accordance with the eligibility requirements set out in these Regulations;
    - (iii) The Nominations and Governance Committee shall submit to the Board a recommended list of candidates for pre-selected seats.
- 1.7 The procedure for appointment of Board members to rotating seats shall be as follows:
  - 1.7.1 All Members or Corporate Groups, including those on the Nominations and Governance Committee, are entitled to propose to the Nominations and Governance Committee a representative of a Member or Corporate Group for a rotating seat on the Board in accordance with the Regulations.

- 1.7.2 The Nominations and Governance Committee shall assess suitability of any proposed representative of a Member or Corporate Group in accordance with the eligibility requirements set out in the Articles and these Regulations. Members of the Nominations and Governance Committee representing rotating Seats shall recuse themselves from reviewing or recommending rotating seat candidates.
- 1.7.3 The Nominations and Governance Committee shall submit to the Board a recommended list of representatives of Members or Corporate Groups for rotating seats and shall include the names of all of the candidates that have applied for a rotating seat. In making such recommendation, the Nominations and Governance Committee shall consider the following factors: (i) group CEO's should be given a strong priority; (ii) operators with headquarters in under-represented regions shall be preferred; (iii) past contributions to the Board and to GSMA activities shall be preferred; (iv) length of service as an Operator Member; and (v) operators that have not held a rotating seat for two consecutive Board terms shall be preferred. The Nominations and Governance Committee may also consider the suitability of Operator Members seeking rotating seats for participation on Corporate Committees or Supporting Groups.
- 1.8 The Board will make the final selection and will appoint the pre-selected and rotating seats from the list provided by the Nominations and Governance Committee. The Board may, but is not obliged, to follow the recommendations of the Nominations and Governance Committee. In making its determination, the Board will consider the factors set forth in Regulation 2.6.3. The Board will submit the approved list of Board members to the Members for ratification in its entirety.
- 1.9 Where a vacancy for a pre-selected seat has arisen on the Board in accordance with Article 12.11.2 (i), 12.11.3 or 12.11.4 of the Articles, the appointing Member or Corporate Group shall have the right to nominate a replacement representative. However, if the Nominations and Governance Committee does not consider this proposed representative to be eligible, then the Nominations and Governance Committee, as directed by the Board, shall offer that seat to the Member or Corporate Group who has the next highest combined ranking score, as determined under Regulation 2.5 hereof, subject to that Member or Corporate Group proposing a suitable candidate whom the Nominations and Governance Committee assesses and deems as eligible in accordance with the eligibility requirements in the Regulations.
- 1.10 Where a vacancy for a pre-selected seat has arisen on the Board in accordance with Article 12.10 and Article 12.11.1 or 12.11.2 (ii) or (iii) of the Articles, then the Nominations and Governance Committee, as directed by the Board, shall offer that seat to the Member or Corporate Group who has the next highest combined ranking score, as determined under Regulation 2.5 hereof, subject to that Member or Corporate Group proposing a suitable candidate whom the Nominations and Governance Committee assesses and deems as eligible in accordance with the eligibility requirements in the Regulations.

- 1.11 Where a vacancy for a rotating seat has arisen on the Board for any reason, then the Nominations and Governance Committee shall recommend a list of suitable candidates to the Board either from the most recent set of nominations received as part of the last Board appointment process or from an updated list resulting from a renewed call for nominations. In either case, the Member or Corporate Group that previously held the rotating seat shall be entitled to nominate a replacement candidate, who shall be considered by the Nominations and Governance Committee together with all other candidates. In making its recommendation, the Nominations and Governance Committee shall take into account all of the relevant factors leading to the creation of the vacancy as well as the factors set forth in Regulation 2.6.3.
- 1.12 The Board will approve the new members nominated pursuant to Regulations 2.8, 2.9 and 2.10 and shall notify them to the Members.
- 1.13 It shall be the responsibility of each Board member to promptly inform the Director General if there is a material change which impacts eligibility of the member company/group or the individual on the Board (i.e. the individual is no longer on the Member Company's Board). Failure to disclose such a material change promptly may lead to expulsion.

### **3 Regulation 3 Powers and Duties of the Board**

- 1.14 Without prejudice to the provisions of the Articles, the Board shall have the following particular powers and duties which is a non-exhaustive list:
  - 1.14.1 The expulsion of existing Members;
  - 1.14.2 The proposal to the Members of matters concerning the dissolution of the GSMA;
  - 1.14.3 The proposal to the Members of amendments to the Articles;
  - 1.14.4 The nomination or appointment, as appropriate, and the, suspension and dismissal of members of the Board;
  - 1.14.5 The nomination, appointment, suspension and dismissal of the Chair and the Deputy Chair;
  - 1.14.6 The appointment, suspension and dismissal of the Director General of the GSMA;
  - 1.14.7 The approval of the annual business plan and annual report of the GSMA, including the audited financial statements of the GSMA;
  - 1.14.8 The financial management of the GSMA and the approval of financial procedures;
  - 1.14.9 The overall management of legal and regulatory matters affecting the GSMA;

- 1.14.10 The approval of the Annual Budget of the GSMA;
  - 1.14.11 The establishment of the Dues to be assessed on the Members;
  - 1.14.12 The responsibility for ensuring the achievement of the approved Annual Budget including any amendment thereof agreed by the Board;
  - 1.14.13 the approval of the GSMA's policy on major strategic and political matters affecting the GSMA internally and/or externally, including without limitation a decision for GSMA or any of its subsidiaries to enter into a new line of business, consistent with the GSMA's objectives;
  - 1.14.14 The adoption and amendment of these Regulations and any other regulations, which shall not be contrary to the Articles, it being understood that the General Counsel of the GSMA shall be responsible for amending these Regulations to implement decisions of the Board;
  - 1.14.15 The appointment of advisors, committees or others to advise it on the discharge of its duties;
  - 1.14.16 The ratification of new categories of Associate Membership; and
  - 1.14.17 The assignment of Rapporteur status.
- 1.15 The members of the Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as they think fit.
- 1.16 The Board shall be entitled to delegate its duties to the Chair, the Deputy Chair, the Director General, and the Management of the GSMA or to committees to be appointed by it, but shall remain ultimately responsible for the duties so delegated.

#### **4 Regulation 4 The Chair and Deputy Chair**

- 1.17 Nomination process for the Chair
  - 1.17.1 The Chair and Deputy Chair shall be elected by the Board by majority vote.
  - 1.17.2 The Chair shall be a CEO of Corporate Group.
  - 1.17.3 The General Counsel shall put out a call for nominations for Chair and Deputy Chair in writing to the Board and request responses within a specified time frame.
  - 1.17.4 Nominations shall be sent to the General Counsel who shall collate them and conduct a confidential vote by email, and shall report the results of the vote promptly to the Board.
- 1.18 Term of office

1.18.1 The term of office of the Chair shall be two years or shorter if agreed by the Board at the time of the appointment.

1.18.2 The Chair shall ordinarily not serve more than two consecutive full terms.

1.19 Role and responsibilities

1.19.1 The Chair of the GSMA shall convene and chair the physical meetings of the Board per annum, including agenda-setting and any appropriate meeting preparation such as discussions with other board members to ensure appropriate direction and consensus building.

1.19.2 Where a potential policy conflict of interest arises from structural business interests involving one or more Members, the Chair, in consultation with the General Counsel, has the discretion to exclude those members from the meeting and/or convene a separate group or task force composed of such Members to allow such Members to evaluate and pursue issues of common interest.

1.19.3 The Director General shall report to the Chair.

1.19.4 The Chair will serve as the chair of the Compensation Committee and shall appoint the members of the Compensation Committee. All other Chairs and member of Committees shall be appointed by the Nominations and Governance committee or the Board.

1.19.5 In the event of a vacancy in the Chair's position, the Deputy Chair will fulfil the functions of the Chair on a temporary basis until the Board selects a new Chair. The Deputy Chair shall not automatically succeed the outgoing Chair.

## 5 Regulation 5 Committees of the Board

1.20 The Board shall have the following Standing Committees: Audit and Risk Committee; Nominations and Governance Committee and Compensation Committee. Each such committee shall have a charter approved by the Board and, to the extent provided in such charter, shall have and may exercise all of the authority of the Board.

1.21 The Board, by resolution adopted by a majority of the Board, may designate from among its members one or more other committees each of which, to the extent provided in the resolution, has and may exercise all the authority of the Board.

1.22 All acts done and power and authority conferred by any committee of the Board from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being, the act and under the authority of the board. Each committee shall keep regular minutes of its proceedings and report its actions to the board when required.

1.23 The Chair may appoint a limited number of non-board members to a committee of the Board when it will facilitate the efficient functioning of such committee.

- 1.24 The Board may from time to time create Leadership Groups as it sees fit to advise or propose on specific areas or topics. Each Leadership Group shall be chaired or sponsored by a member of the Board.
- 1.25 The Board may from time to time create execution bodies as it sees fit to implement specific initiatives. These initiatives should be sponsored by a member of the Board.
- 1.26 Board members may attend any meeting of a Committee or Leadership Group, provided that only members of the Compensation Committee may attend Compensation Committee meetings.
- 1.27 The Director General and the relevant member of the GSMA leadership team will be standing members of each committee and Leadership Group in a non-voting capacity.

## **6 Regulation 6 Conduct of Board Meetings/Calls**

- 1.28 The Committees and Leadership Groups and other Board created bodies shall conduct their business in a manner consistent with the Board procedures set out in these Regulations.
- 1.29 Number, location, time of meetings/calls
  - 1.29.1 The Board will convene as often as it sees fit either by physical meeting or by conference call. Further meetings/calls may take place as and when deemed appropriate by the Chair.
  - 1.29.2 The Chair must convene a meeting/call within one month of receiving a request to do so which has been approved by 50% of the members of the Board.
  - 1.29.3 The notice period generally required for meetings/calls shall be:
    - (i) Physical Meeting — normally two months in advance
    - (ii) Call — normally two weeks in advance
    - (iii) Extraordinary meeting — normally 48 hours in advance
  - 1.29.4 All Board members shall be required to confirm their attendance in writing as follows:
    - (i) Physical Meeting — at least one week in advance
    - (ii) Call — at least 48 hours in advance
    - (iii) Extraordinary meeting — not usually required unless specified in the notice
- 1.30 Agendas and documents and Minutes

- 1.30.1 The agenda will be set by the Chair with the assistance of the Director General.
  - 1.30.2 The draft agenda shall be issued to the Board in advance of meetings or calls. In the case of:
    - (i) Physical Meetings — a draft agenda will normally be issued at least one week in advance.
    - (ii) Calls — a draft agenda will normally be issued at least four days in advance.
    - (iii) All items suggested for the agenda by shall require prior approval by the Chair before they will be inserted on the agenda.
  - 1.30.3 Documents to be submitted to the Board shall adhere to a standard format, style and numbering.
  - 1.30.4 The Director General shall appoint a Secretary, who shall be responsible for taking minutes and all other tasks as delegated by the Director General.
  - 1.30.5 It is anticipated that the draft minutes will be submitted to the Board, normally within 7 days of the meeting/call.
  - 1.30.6 If there are any proposed changes to the minutes they should be made to the Secretary within 7 days of receipt of the minutes, unless another timeframe is specified by the Chair.
  - 1.30.7 If there are no proposed changes to the minutes, they will be deemed adopted.
  - 1.30.8 Where proposed changes are received, they will be reviewed by the Chair in consultation with the Director General. If the proposed changes appear to be relatively minor in nature or are more for editorial or for purposes of clarification, the Chair or Director General may amend the minutes to include the change. Where the proposed change is considered by the Chair or Director General to be material, the proposed change shall be tabled for approval at next Board meeting/call or they may be approved by written procedure.
- 1.31 Proxy and Quorum
- 1.31.1 An individual Board representative may appoint any other individual representative of the Board as its proxy for an entire meeting/call or on specified issues.
  - 1.31.2 Any individual Board representative can carry up to 5 proxies in addition to his own vote.

- 1.31.3 The Secretary shall make a standard form proxy available.
  - 1.31.4 The Chair shall have discretion to accept proxies received less than 24 hours before the commencement of the meeting/call.
  - 1.31.5 No decisions shall be made at a meeting/call unless a quorum is present. The quorum necessary for a decision shall be two thirds of the number of the Board members represented at a meeting/call (excluding the Director General), whether in person or by proxy.
  - 1.31.6 For the avoidance of doubt, a proxy can count as part of the quorum.
  - 1.31.7 At any time during the meeting/call if the quorum is no longer met, then the Chair must conduct decision making by written procedure or convene another meeting/call.
- 1.32 Voting at meetings/calls
- 1.32.1 The Board shall endeavour to reach decision by consensus.
  - 1.32.2 Should the Chair determine there is no consensus, the Chair has the discretion to move the matter to a formal vote.
  - 1.32.3 In a meeting of the Board each member shall have one vote except for the person currently holding the office of Director General, who shall not be entitled to vote in that capacity.
  - 1.32.4 Decisions shall be made by simple majority save for decisions to remove a company or representative from the Board, which shall require a 71% vote in favour of such action.
  - 1.32.5 Simple majority shall mean a resolution passed by more than 50% of the votes duly cast by the Board members who attend, whether in person or by proxy, and vote at a Board meeting/call.
  - 1.32.6 Where there is a tie of votes the Chair shall have a second/tie-breaking vote.
  - 1.32.7 The Secretary shall record the outcome of all votes in the minutes of meetings/calls.
  - 1.32.8 An individual Board representative who attends a meeting/call but who does not vote for a particular resolution shall not be deemed to have voted for or against the resolution.
- 1.33 Vote by written procedure
- 1.33.1 To the extent practicable, subject to the discretion of the Chair, significant or substantive matters should be discussed on a conference call or in a face-to-face meeting. Where the Chair decides that an issue is to be

decided by vote conducted by written procedure, the Director General in consultation with the Chair shall propose appropriate wording for the resolution.

- 1.33.2 The resolution shall be circulated and the Board shall have 72 hours to respond in writing or such other time as shall be indicated by the Chair. Board members shall respond in writing. Members of the Board may request that any given email decision be deferred until a conference call or face-to-face meeting can be scheduled. The Chair has the discretion, but is not required, to grant any such request based on the circumstances of the matter. However, in a case where such a request has been made or supported by at least 3 members, then the Chair shall grant such request to defer action on the item until a conference call or face to face meeting can take place.
  - 1.33.3 Failure by a Board member to respond within the prescribed timeframe shall be deemed as an acceptance of the resolution; provided that the Chair and at least two members of the Board vote in favour of the resolution. Where this requirement is not met, a motion must be approved by a majority of the members of the Board in order to be carried.
  - 1.33.4 The result of the vote shall generally be communicated to the Board within 24 hours of the deadline for the submission of responses.
  - 1.33.5 Board members will be deemed, by virtue of their Board seat, to vote on behalf of their Member/Corporate Group for the purposes of all matters presented to the Members for approval, whether at a General Meeting or by written resolutions. In the event of a conflict between the vote of the Board member and the vote of any other representative, the vote of the Board member shall prevail.
- 1.34 Subject to the provisions below, documents, minutes, discussions and decisions of the Board and Committees and Leadership Groups shall be generally considered confidential.
- 1.34.1 Notwithstanding the above, Board members shall have discretion to share Board documents and minutes with senior employees in their organisation on a need to know basis, and shall be responsible for ensuring that such employees maintain the confidentiality of such documents.
  - 1.34.2 There may be occasions where the Board specifically agrees upon a certain position or message which it wishes to have communicated internally and /or externally and may thereafter appoint the Chair or any individual Board representative to communicate this position or message on its behalf.
  - 1.34.3 Where individual Board members wish, on an exceptional basis, to disclose confidential information externally (e.g. to the press) they should

consult and agree such disclosure with the Chair and/or the Director General in advance of disclosure.

1.34.4 Where individual Board members receive material questions concerning confidential Board matters from Members, they should consult with the Chair and/or the Director General for guidance on an appropriate response.

1.34.5 The Director General will generally act on behalf of the Board in communicating information both externally and to the membership of the GSMA.

### 1.35 Attendance

1.35.1 No alternates shall attend any Board meeting/call in the place of a Board member unless exceptionally permitted by the Chair.

1.35.2 An individual Board representative that fails to attend two meetings out of any four consecutive meetings, including where such meetings extend over more than one Board term, shall lose his/her seat on the Board. Such Board representative shall be entitled to explain to the Nominations and Governance Committee any mitigating circumstances causing the absences that were outside of the Board representative's control. The Nominations and Governance Committee may decide to reinstate the Board representative in question.

1.35.3 The preceding attendance rules are based on the current practice of holding three Board meetings per year, all of which are face-to-face meetings. If the frequency of Board meetings is modified, the Chair, in consultation with the Director General, shall have the authority to modify such attendance rules in a manner consistent with the purposes thereof this provision, and such rules, as modified, shall be binding on all Board representatives.

1.35.4 In the case of an extraordinary meeting/call where as little as 96 hours' notice is provided (as set out in the above), failure to attend such a meeting or call shall not be considered as attendance failure.

1.35.5 In the event that an individual Board representative issues a proxy or attends a physical meeting by telephone, the lack of attendance at a meeting/ call shall be considered as a failure to attend for the purposes of this section.

### 1.36 Invitees-observers-translators

1.36.1 The Chair may approve and issue invitations to non-Board members through the Director General.

1.36.2 The Director General and Chair have discretion on deciding who, beyond the appropriate Board members, should be invited as invitees or

translators. Written notice of a request to bring a translator should be provided in advance.

- 1.36.3 Board members shall be permitted to have an observer attend any Board meeting at which he/she is physically present. A Board member shall be permitted to send an observer to a meeting that he/she does not attend in person only once per series of any four consecutive meetings, including where such meetings extend over more than one Board term. For the avoidance of doubt, attendance at a Board meeting by an observer does not constitute attendance at a Board meeting by a Board member for purposes of Section 6.8.2 or otherwise.

## **7 Regulation 7 Powers and Responsibilities of the Director General**

- 1.37 The Director General shall be the most senior full-time executive and chief representative of the GSMA. The Director General shall report to the Chair of the Board and shall be a member of the Board by virtue of his or her position (and without any need for ratification by the Members under Regulation 2.1).
- 1.38 The Director General shall be responsible for the active and general management of the business and affairs of the GSMA and the implementation of the approved Business Plan.
- 1.39 The Director General shall be responsible for the hiring, dismissal and supervision of the GSMA leadership team, professional staff, consultants and third-party contractors. The Director General shall be entitled to delegate, under his/her responsibility, certain parts of his/her duties to members of the leadership team of the GSMA, the Management of the GSMA, contractors, advisors or others as he/she sees fit, but shall remain ultimately responsible for the duties so delegated.

## **8 Regulation 8 Proceedings at General Meetings, Written Resolutions**

- 1.40 General Meetings shall be convened on a minimum of 21 days' written notice.
- 1.41 The Chair or his designee shall preside as Chair at every General Meeting. In case the position of the Chair is vacant or if the Chair is not present, the Deputy Chair shall chair the Meeting.
- 1.42 The Chair of the General Meeting may, with the consent of any General Meeting at which a quorum is present (and shall, if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place. When a General Meeting is adjourned for 10 days or more, notice of the resumption of the adjourned Meeting shall be given as in the case of an original General Meeting.

- 1.43 At any General Meeting, a resolution put to the vote of the General Meeting shall be decided by consensus or on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 1.43.1 by the Chair of the General Meeting; or
- 1.43.2 by any Member or Members entitled to vote present or represented and entitled to cast not less than one-tenth of the votes at the General Meeting.
- 1.44 Resolutions requiring the approval of the Members may also be adopted by written resolution approved by the Members. Such written resolutions may be approved by email or other electronic means.
- 1.45 The Board and the Director General, acting within their respective authority, through the Management of the GSMA, shall give notice to every Member of the intention to seek a decision by written resolution. Such notice shall include the full text or the terms of the proposed decision.
- 1.46 A Member entitled to vote shall have fourteen days from the date of that notice in which to notify the Management, which may be by electronic means, whether or not it approves of the proposed decision. In the event that a Member that is entitled to vote fails or neglects to notify the Management of the GSMA of its decision on the proposed matter within these fourteen days, it shall be deemed to have abstained.
- 1.47 The document appointing a proxy for a General Meeting shall be deposited with the Management of the GSMA.
- 1.47.1 A proxy shall not be entitled to cast the votes of more than twenty Members entitled to vote (including himself).
- 1.47.2 A vote given in accordance with the terms of a proxy shall be valid if no intimation in writing of revocation is received by the Management of the GSMA before the commencement of the General Meeting at which the proxy is used.
- 1.48 The proceedings of a General Meeting shall be recorded in minutes. The minutes shall be written by the Management of the GSMA within a reasonable time after a General Meeting.

## **9 Regulation 9 Members' Proposals**

- 1.49 Members may propose appropriate policy positions for consideration by the Board.

## **10 Regulation 10 Membership Matters**

- 1.50 Any Member entitled to vote within a Corporate Group may authorize a person within such Corporate Group ("the Group Voting Representative") to vote on behalf of such Member. Any Member wishing to appoint a Group Voting

Representative should notify the GSMA in accordance with the relevant procedures then in force. In the case of Members who hold a seat on the Board, the Board member shall be automatically designated as Group Voting Representative in respect of all Members within the relevant Corporate Group. In the event of a conflict, a vote cast by the Group Voting Representative shall supersede a vote cast by any other representative within the Member/Corporate Group. It is the responsibility of Members and Group Voting Representatives to ensure that the GSMA is advised, if, for any reason whatsoever, the authority of a person appointed pursuant hereunder should be revoked or amended. A vote given in accordance with the terms this Regulation shall be valid if no intimation in writing of a revocation or amendment is received by the GSMA prior to such vote.

- 1.51 In order for an entity to qualify as a Parent Company, a company or entity is required to meet the following criteria: (i) it directly/indirectly holds 100 per cent of the equity of three or more Operator Members; and (ii) it is not otherwise eligible to join the GSMA as an Associate Member or otherwise. It is the responsibility of the relevant Operator Members and Parent Company Members to ensure that the Management of the GSMA is notified of the Members which belong to a Corporate Group, including any changes as and when such changes occur. It is the responsibility of the relevant Operator Members and Parent Company Members to ensure that any flow of Confidential Information between such parties respects the GSMA's confidentiality policy and applicable antitrust rules.

## **11 Regulation 11 Calculation and Allocation of Dues**

- 1.52 The Board shall be responsible for establishing the methodology for the payment of Dues by the Members.
- 1.53 Dues shall be levied on each Operator Member in accordance with the following mechanism:
- 1.53.1 Each Member shall be assigned to one of the following 9 tiers based on the number of its wireless connections (excluding M2M connections) and its annual revenue. For purposes of Regulation 11, the annual revenue shall include all wireless revenue and all fixed line revenue in countries where the Member has a spectrum license.

	Annual Revenue	Wireless Connections
Tier 0	Greater than \$50 billion	Greater than 300 million
Tier 1	Greater than \$17.5 billion but less than \$50 billion	Greater than 125 million but less than 300 million
Tier 2	Greater than \$10 billion but less than \$17.5 billion	Greater than 75 million but less than 125 million
Tier 3	Greater than \$7 billion but less than \$10 billion	Greater than 35 million but less than 75 million
Tier 4	Greater than \$4 billion but less than \$7 billion	Greater than 15 million but less than 35 million
Tier 5	Greater than \$2 billion but less than \$4 billion	Greater than 5 million but less than 15 million
Tier 6	Greater than \$1 billion but less than \$2 billion	Greater than 1.5 million but less than 5 million
Tier 7	Greater than \$5 million but less than \$1 billion	Greater than 100,000 but less than 1.5 million
Entry	Less than \$5 million	Less than 100,000

- 1.53.2 In a case where a Member's revenue and wireless connections would place the Member in different tiers, the Member shall be assigned to the higher of the two tiers, i.e. the tier with the lower tier number and higher number of Dues.
- 1.53.3 A Member will be credited with 100% of the wireless connections and 100% of the annual revenue for any entity in its Membership Group (as defined in Regulation 11.2.3 below). No credit will be given for wireless connections or revenue from entities that are not part of the Membership Group.
- 1.53.4 For purposes of Regulation 11, a Membership Group shall include all consolidated Operator Members.
- 1.53.5 All wireless connections and revenue of a Member or Membership Group will be counted, regardless of the technology used for the connections or revenue.
- 1.53.6 The wireless connections and revenue shall be computed by the staff of the GSMA based on publicly available information in the year prior to the commencement of the fiscal year for which the Dues are assessed.

1.54 The annual Dues for each tier are as follows:

	Annual Dues
Tier 0	£481,250
Tier 1	£201,250
Tier 2	£135,625
Tier 3	£83,125
Tier 4	£52,500
Tier 5	£26,250
Tier 6	£13,125
Tier 7	£8,750
Entry	£1,750

1.55 As provided in the Articles, the number of votes allocated to an Operator Member shall be proportionate to the amount of annual Dues a Member has paid. Each £875 in Dues shall be allocated one vote. In any given year, a Member shall be entitled to the number of votes based on the tier that it is assigned to it, based on its wireless revenue and wireless connections, as set forth below:

	Number of Votes
Tier 0	550
Tier 1	230
Tier 2	155
Tier 3	95
Tier 4	60
Tier 5	30
Tier 6	15
Tier 7	10
Entry	2

1.55.1 The aggregate amount of Dues paid annually by a Membership Group (as defined in Regulation 11.2.3 above), and the associated votes by the members of a Membership Group, shall be subject to an annual maximum.

1.55.2 The maximum annual Dues payable by Members in a Membership Group shall be £418,250.

1.55.3 The maximum number of votes by Members in a Membership Group shall be 550.

1.55.4 For Membership Groups that would otherwise be expected to pay more than £418,250, the £418,250 maximum shall be prorated among the Members of such Membership Group by the GSMA staff in increments of

£875. The votes allocated to such Members shall be prorated in a similar fashion.

Annex A - Standing Committee Charters  
Annex B - Terms of Reference of Leadership Groups  
Annex C - Terms of Reference of Steering Groups  
Annex D- Terms of Reference of Regional Groups  
Annex E - Document History

## **Annex A Standing Committee Charters**

### **A.1 Charter of the Nominations and Governance Committee**

The Nominations and Governance Committee (the “Committee”) is a standing Committee of the GSMA Board with the responsibilities and duties described in this Charter.

#### **1 Purpose**

- 1.1 The Committee shall be responsible for overseeing and managing the process of nominating, appointing and electing members of the Board, its Committees and its Leadership Groups and for overseeing and managing the governance processes of the GSMA, in each case in accordance with the GSMA’s Articles of Association, the Regulations and the decisions of the GSMA Board.

#### **2 Composition**

- 2.1 All of the members of the GSMA Board shall be invited to join the Committee, which shall be composed of three or more members of the Board. The Deputy Chair of the GSMA shall serve as Chair of the Committee. The Director General and General Counsel shall serve as ex officio members of the Committee but shall not have the right to vote.

#### **3 Meetings**

- 3.1 The Committee shall meet as circumstances dictate.

#### **4 Responsibilities and Duties**

- 4.1 The Committee shall be responsible for the following duties:
  - 4.1.1 Overseeing and managing the process of nominating, appointing and electing members of the Board pursuant to the processes described in the Articles and Regulations; provided that the review and recommendation concerning the nominations for rotating seats shall be made only by members of the Committee holding pre-selected seats.
  - 4.1.2 Appointing the members of the Audit and Risk Committee
  - 4.1.3 Appointing the Chair of all of Committees and Leadership Groups of the Board, provided however that the Chair of the Board shall serve as the chair of the Compensation Committee and shall appoint the members of such committee
  - 4.1.4 Reviewing and approving nominations by the Chairs of committees to fill vacancies on such Committees.
  - 4.1.5 Reviewing and approving nominations by the Chairs of Leadership Groups to fill vacancies on such Leadership Groups pursuant to the

following process:

- (i) Nominations should be made at least three weeks before a meeting;
- (ii) The candidate should be nominated by the CEO or GSMA Board member; and
- (iii) The nomination must be supported by evidence that the candidate meets the criteria of *"the most senior executive.., with the authority to commit the Member."*

4.1.6 As a guiding principle, the Strategy, Public Policy and Technology Leadership Groups shall not have more than 30 members. The members of such Leadership Groups shall be selected through the following process:

- (i) Each Board member shall have the opportunity to recommend a nominee to serve on each of these Leadership Groups;
- (ii) An additional five positions, plus any positions not filled by the Board members, will be filled by the Chair, in consultation with the Committee, from a list of nominees of qualified candidates maintained by the General Counsel, listing such nominees in the order of their date of nomination, with the nominees with the earliest date of nomination at the top of the list;
- (iii) If an Operator Member ceases to have a Board representative, any members of such Leadership Groups appointed by such Operating Member shall be permitted to remain as a member of such Leadership Groups for one year following the change in the Board membership;
- (iv) The attendance rules shall be strictly enforced by the Chair;
- (v) The Chair may grant exceptions to the foregoing rules in his or her sole discretion, including without limitation, based on recommendations of the chair of the respective Leadership Group.

4.1.7 Overseeing the processes and operation of the Committees and Leadership Groups of the Board pursuant to the terms described in the Articles and Regulations

4.1.8 Periodically reviewing GSMA's governing documents and processes.

4.1.9 Working with the Board of Directors of GSMA Mobile for Development Foundation, Inc. and the Chair of such Board.

## 5 Committee Matters

- 5.1 The agenda for Nominations Committee meetings should be sent two weeks in advance.
- 5.2 Candidates who are interested in applying for a position with a leadership group will be asked to submit their names to the GSMA Director General and to the General Counsel four weeks in advance of the Nominations and Governance Committee meeting where a decision on the nomination will be taken on a confidential basis. All candidates will be informed of the names of other candidates who have applied for the same position, if any, only. All candidates will then have a two-week period to consider whether they wish to submit their name to the full Nominations and Governance Committee or withdraw.
- 5.3 On first call for names, candidates may apply for more than one Chair position. However, after the two-week period referred to in point 2 above, when names go forward to the full Nominations and Governance Committee, candidates should apply for one position only.
- 5.4 The Nominations and Governance Committee will seek to reach decisions by consensus but can vote if required. Votes will generally be held by confidential email to the GSMA Director General and to the General Counsel.
- 5.5 As a guiding principle, and to promote broader engagement and representation of GSMA Members, sub groups that report into a Board Leadership Group, including regional groups, should not be chaired by the same company chairing the Board Leadership Group.
- 5.6 Regional Groups shall be appointed through an open and transparent process. Where there is more than one candidate to chair a regional group, the regional group should aim to propose a candidate by consensus. Where no consensus can be reached, the members of the regional groups shall recommend a candidate following a confidential vote. The name of the proposed regional chair shall then be submitted to the Nominations and Governance Committee for confirmation.

## 6 Availability of Charter

- 6.1 This Charter shall be posted on the GSMA website.

## **A.2 Charter of the Audit and Risk Committee**

The Audit and Risk Committee (the “Committee”) is a standing Committee of the GSMA Board with the responsibilities and duties described in this Charter.

### **7 Purpose**

- 7.1 The Committee shall be responsible for overseeing GSMA’s financial controls, risk management and financial performance, in each case in accordance with the GSMA’s Articles of Association, the Regulations and the decisions of the Board.

### **8 Composition**

- 8.1 The Committee shall consist of three or more members of the Board with relevant financial experience appointed by the Nominations Committee. The Nominations Committee shall appoint the Chair of the Committee. GSMA’s Director General and Chief Financial Officer shall serve as ex officio members of the Committee but shall not have the right to vote.

### **9 Meetings**

- 9.1 The Committee shall meet at least three times annually or more frequently as circumstances dictate.

### **10 Responsibilities and Duties**

- 10.1 The Committee shall be responsible for the following duties:
- 10.1.1 Appoint GSMA’s independent auditors and review the performance and audit fee arrangements of the independent auditors.
  - 10.1.2 Review with management and the independent auditors GSMA’s annual financial statements.
  - 10.1.3 Receive and review the independent auditors’ report, which should include a discussion of the results of the audit, any management letter, any internal control deficiencies noted, any adjustments required as a result of the audit, any material audit problems, disagreements or difficulties, and responses thereto by management.
  - 10.1.4 Have the opportunity to meet with financial auditors directly, if desired.
  - 10.1.5 Review and evaluate the quality and integrity of GSMA’s financial reporting processes, internal controls and compliance and risk management programme.
  - 10.1.6 Review any legal matters that could have a significant effect on GSMA’s financial statements and GSMA’s compliance with applicable laws and regulations

- 10.1.7 Review and evaluate procedures for the receipt and treatment of complaints received by GSMA from third parties and employees regarding accounting, internal controls, auditing, legal, or regulatory compliance matters, or any other matter that would impact the integrity or reputation of GSMA.
- 10.1.8 Review the Annual Business Plan, specifically approving all programme budgets in excess of £1m, and provide recommendations to the Board for approval of the Annual Business Plan.
- 10.1.9 Approve business cases for unbudgeted expenditure likely to exceed £1m, in line with GSMA's Delegation of Authority.
- 10.1.10 Review the Group financial performance and position of the GSMA and report to the Board three times a year or as necessary.
- 10.1.11 Oversee the management of the legal matters affecting the GSMA, tax planning and structuring and GSMA's Intellectual Property Rights, trademark and membership policies, with authority to adopt or approve changes to relevant PRDs. (The Committee hereby delegates to the Director General the authority to maintain and update such PRD's from time to time).

## **11 Availability of Charter**

- 11.1 This Charter shall be posted on the GSMA website.

### **A.3 Charter of the Compensation Committee**

The Compensation Committee (the “Committee”) is a standing Committee of the GSMA Board with the responsibilities and duties described in this Charter.

#### **12 Purpose**

- 12.1 The primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities relating to the determination of compensation for the Director General and GSMA Leadership Team and the compensation policies and practices of the GSMA, in each case in accordance with the GSMA’s Articles of Association, Regulations and the decisions of the GSMA Board.

#### **13 Composition**

- 13.1 The Committee shall consist of up to 5 members of the Board appointed by the GSMA Chair. The Chair of the GSMA shall serve as Chair of the Committee. GSMA’s Director General and Chief Financial Officer shall serve as ex officio members of the Committee but shall not have the right to vote.

#### **14 Meetings**

- 14.1 The Committee shall meet at least once annually or more frequently as circumstances dictate.
- 14.2 Responsibilities and Duties
- 14.3 The Committee shall be responsible for the following duties:
  - 14.3.1 Review GSMA’s compensation philosophies and policies.
  - 14.3.2 Annually, review and approve annual performance objectives for the Director General, evaluate the Director General’s performance against these objectives, and review and approve the Director General’s total compensation.
  - 14.3.3 Periodically review benchmark studies to determine if the compensation paid to the Director General and the GSMA Leadership Team is in line with market.
  - 14.3.4 Determine whether GSMA’s compensation and benefit plans are appropriate and comparable to the market.

#### **15 Availability of Charter**

- 15.1 This Charter shall be posted on the GSMA website.

## **Annex B Terms of Reference of Leadership Groups**

### **B.1 Policy Group Terms of Reference**

The Policy Group (the “Group”) is an advisory body formed by the GSMA Board with the responsibilities and duties described in these Terms of Reference.

#### **16 Purpose**

The primary purpose of the Group shall be to provide advice to the Board on specific issues relating to public policy, regulation, spectrum management, reputation, advocacy and the use of mobile technology to achieve scale in delivering developmental and social goals.

#### **17 Composition**

- 17.1 The Group should consist of the most senior executives in the policy/regulatory area (e.g. Chief Regulatory Officer or equivalent) within a Member company, with the authority to commit the Member on regulatory/policy matters under consideration by the Group, as approved by the Nominations and Governance Committee.
- 17.2 The Group should be chaired by a member of the GSMA Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or Sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.
- 17.3 The GSMA’s Chief Regulatory Officer shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.
- 17.4 Nominations to the Group shall be made by a CEO or GSMA Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.
- 17.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.
- 17.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.

#### **18 Meetings**

- 18.1 The Group shall meet in advance of the GSMA Board meetings or at such other times as the circumstances dictate.

## 19 Responsibilities and Duties

- 19.1 The Group shall be responsible for the following duties:
  - 19.1.1 Providing expert advice to the GSMA Board on matters of public policy and regulation, that have a major impact on the operator community;
  - 19.1.2 Developing industry positions on major regulatory/spectrum management issues for consideration by the Board;
  - 19.1.3 Developing recommendations for the Board concerning the enhancement of the reputation of the mobile industry;
  - 19.1.4 Providing expert advice to the GSMA Board on matters related to the GSMA's efforts to develop and foster scalable, life enhancing mobile services with the maximum social and economic impact;
  - 19.1.5 Working with the GSMA Mobile for Development Foundation, Inc. Board.
  - 19.1.6 Set annual targets and report against these to the Board.

## 20 Interaction with other Board Groups

- 20.1.1 Audit & Risk Committee: The Group will present any business case for unbudgeted expenditure likely to exceed £1m to the Audit & Risk Committee for approval, in line with GSMA's Delegation of Authority.
- 20.1.2 Nominations & Governance Committee: The Group Chair will ensure all nominations for appointment to the Group are presented to the Nominations & Governance Committee for approval, prior to nominated individuals taking up a position on the Group.
- 20.1.3 Strategy Group: The Group will ensure the Strategy Group is informed of any new public policy initiatives that might impact the strategic priorities.
- 20.1.4 Technology Group: The Group will ensure the Technology Group is informed of any new public policy initiatives that might impact industry technology architecture or operations, especially in networks, devices, interoperability, security and fraud.
- 20.1.5 Business Advisory Group: The Group will ensure the Business Advisory Group is informed where the Group makes recommendations relating to events, for example the Ministerial Programme at MWC Barcelona.
- 20.1.6 Programmes: The Group will provide the Board with assurance on the policy positions taken by major programmes; for example, a Mobile Connect privacy policy.

## **B.2 Business Advisory Group Terms of Reference**

The Business Advisory Group (the “Group”) is an advisory body formed by the GSMA Board with the responsibilities and duties described in these Terms of Reference.

### **21 Purpose**

The primary purpose of the Group shall be to provide advice to the Board on strategic issues relating to events and other commercial activities of the GSMA to convene or support the mobile industry, and in particular to advise on changes in strategic direction that could impact the GSMA.

### **22 Composition**

- 22.1 The Group should include four (4) to seven (7) members of the GSMA Board with relevant experience appointed by the Nominations and Governance Committee. The Chair of the Group may invite industry experts to participate in the Group as appropriate. GSMA’s Director General, the CEO of GSMA Ltd. and GSMA’s Chief Financial Officer shall serve as ex officio members of the Group but shall not have the right to vote.
- 22.2 Appointments to the Group will be made for a period of two (2) years. The Chair of the Group will be appointed for the same term, renewable once.
- 22.3 The number of serving members of the Group will be determined by the Nominations and Governance Committee.
- 22.4 Candidates applying for positions on the Group should follow the process set out in the charter of the Nominations and Governance Committee.

### **23 Meetings**

- 23.1 The Group shall meet in advance of the GSMA Board meetings or at such other times as the circumstances dictate.

### **24 Responsibilities and Duties**

- 24.1 The Group shall be responsible for the following duties:
  - 24.1.1 Providing expert strategic advice and guidance to the GSMA Board and GSMA senior management on GSMA’s commercial activities, including its events business;
  - 24.1.2 Providing expert advice to the GSMA Board and GSMA senior management on GSMA Ltd.’s business development activities.

### **25 Interaction with other Board Groups**

- 25.1.1 Audit & Risk Committee: The Group will present any business case for unbudgeted expenditure likely to exceed £1m to the Audit & Risk

Committee for approval, in line with GSMA's Delegation of Authority.

- 25.1.2 Nominations & Governance Committee: The Group Chair will ensure all nominations for appointment to the Group are presented to the Nominations & Governance Committee for approval, prior to nominated individuals taking up a position on the Group.
- 25.1.3 Strategy Group: The Group will ensure the Strategy Group is informed of any new commercial initiatives that might impact the GSMA's strategic priorities.
- 25.1.4 Technology Group: The Group will ensure the Technology Group is informed of any new commercial initiatives that might impact industry technology architecture or operations, especially in networks, devices, interoperability, security and fraud.
- 25.1.5 Policy Group: The Group may seek the Public Policy and Regulatory Group input to commercial activities, e.g. the Ministerial Programme at MWC Barcelona, M360 in Brussels.
- 25.1.6 Programmes: The Group will consider impacts of major programmes on GSMA events and commercial activities.

## **B.3 Strategy Group Terms of Reference**

The Strategy Group (the “Group”) is an advisory body formed by the GSMA Board with the responsibilities and duties described in these Terms of Reference.

### **26 Purpose**

The primary purpose of the Group shall be to support the Board by developing and proposing strategies for overall strategic focus and direction of the GSMA and the industry and matters of strategic importance to the operator community.

### **27 Composition**

- 27.1 The Group should consist of the most senior executive in the strategy area (e.g. Chief Strategy Officer or equivalent) within a Member company with the authority to commit the Member on strategy matters under consideration by the Group, as approved by the Nominations and Governance Committee.
- 27.2 The Group should be chaired by a member of the GSMA Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or Sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.
- 27.3 The GSMA’s Chief Strategy Officer shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.
- 27.4 Nominations to the Group shall be made by a CEO or GSMA Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.
- 27.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.
- 27.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.
- 27.7 Candidates applying for positions in Leadership Groups should follow the process set out in the charter of the Nominations and Governance Committee.

### **28 Meetings**

- 28.1 The Group shall meet in advance of the GSMA Board meetings or at such other times as the circumstances dictate.

## **29 Responsibilities and Duties**

29.1 The Group shall report to the GSMA Board and shall be responsible for the following duties:

- 29.1.1 Providing expert advice on matters of strategic importance to the operator community;
- 29.1.2 Overall strategic focus, direction and priorities for GSMA and industry;
- 29.1.3 Performing dynamic analysis to drive the industry strategy
- 29.1.4 Set annual targets and report against these to the Board.

## **30 Interaction with other Board Groups**

- 30.1.1 Audit & Risk Committee: The Group will present any business case for unbudgeted expenditure likely to exceed £1m to the Audit & Risk Committee for approval, in line with GSMA's Delegation of Authority
- 30.1.2 Nominations & Governance Committee: The Group Chair will ensure all nominations for appointment to the Group are presented to the Nominations & Governance Committee for approval, prior to nominated individuals taking up a position on the Group
- 30.1.3 Business Advisory Group: The Group will ensure the Business Advisory Group is informed of GSMA's strategic direction.
- 30.1.4 Technology Group: The Group will ensure the Technology Group is informed of GSMA's strategic direction and is consulted on technology trends impacting strategy.
- 30.1.5 Policy Group: The Group will ensure the Public Policy and Regulatory Group is informed of GSMA's strategic direction and is consulted on policy and regulation trends impacting strategy.
- 30.1.6 Programmes: The Group will ensure strategic initiatives have Board support before moving to programme execution. It will carry out periodic reviews of GSMA strategy and recommend where programme changes are needed.

## **B.4 Technology Group Terms of Reference**

The Technology Group (the “Group”) is an advisory body formed by the GSMA Board with the responsibilities and duties described in these Terms of Reference.

### **31 Purpose**

The primary purpose of the Group shall be to provide expert advice to the GSMA Board on matters relating to products and technology architecture evolution, including interoperability. It will be responsible for managing and coordinating relevant GSMA Working Groups.

### **32 Composition**

- 32.1 The Group should consist of the most senior executive in the technology area (e.g. Chief Technology Officer) within a Member company with the authority to commit the Member on technology and operational matters under consideration by the Group, approved by the Nominations and Governance Committee.
- 32.2 The Group should be chaired by a member of the GSMA Board appointed by the Nominations and Governance Committee. If none is available, the Nominations and Governance Committee may appoint a Board sponsor for the Group. The Group Chair or Sponsor may propose a Deputy Chair from the Group’s membership for Nominations and Governance Committee approval.
- 32.3 The GSMA’s Chief Technology Officer shall serve as an ex officio member of the Committee and be the facilitator of any meetings and activities of the Group.
- 32.4 Nominations to the Group shall be made by a CEO or GSMA Board member to the Nominations and Governance Committee at least three weeks before a meeting. The nomination must be accompanied by evidence that the nominee meets the criteria set forth in Section 2.1 hereof. The Group Chair will be responsible for recommending new members of the Group to the Nominations and Governance Committee for approval by such Committee.
- 32.5 Appointments to the Group will be made for a period of two years. The Chair of the Group will be appointed for the same term, renewable once.
- 32.6 The number of serving members of the Group will be determined by the Nominations and Governance Committee.

### **33 Meetings**

- 33.1 The Group shall meet in advance of the GSMA Board meetings or at such other times as the circumstances dictate.

### **34 Responsibilities and Duties**

- 34.1 The Group shall be responsible for the following duties:

- 34.1.1 Providing expert advice and recommendations to the GSMA Board on matters relating to new products and services and other technology architecture evolution, including interoperability, terminals, networks and security;
- 34.1.2 Management of the GSMA's Technical Working Groups and Quality assurance and maintenance of all of the GSMA Permanent Reference Documents (PRDs);
- 34.1.3 Assuring the relevant outputs of the GSMA Board's major programmes to ensure technical design, architecture & operational consistency;
- 34.1.4 Leading and coordinating GSMA relationships with crucial external partners, standards organisations, other trade bodies and relevant technical fora.
- 34.1.5 Set annual targets and report against these to the Board.

## **35 Interaction with other Board Groups**

- 35.1 **Audit & Risk Committee:** The Group will present any business case for unbudgeted expenditure likely to exceed £1m to the Audit & Risk Committee for approval, in line with GSMA's Delegation of Authority
- 35.2 **Nominations & Governance Committee:** The Group Chair will ensure all nominations for appointment to the Group are presented to the Nominations & Governance Committee for approval, prior to nominated individuals taking up a position on the Group
- 35.3 **Business Advisory Group:** The Group will ensure the Business Advisory Group is informed of technology and operational trends that would impact GSMA's commercial activities, e.g. managed services and events.
- 35.4 **Strategy Group:** The Group will ensure the Strategy Group is informed of technology and operational trends that would impact GSMA's strategic priorities:
- 35.5 **Policy Group:** The Group will ensure the Public Policy & Regulatory Group is informed of technology and operational trends that would impact GSMA's public policy and regulatory positions.
- 35.6 **Programmes:** The Group will assure the Board that the technical outputs and reference documentation of major programmes are of good quality and are architecturally sound.

## **Annex C Terms of Reference of Steering Groups**

### **C.1 Generic Programme Steering Group Terms of Reference**

A Programme Steering Group (“PSG”) may be established by the GSMA Board as needed to lead one of its major cross-functional time-limited initiatives (a “Programme”). Programme Steering Groups operate with generic Terms of Reference described here.

#### **36 Purpose**

The primary purpose of Programme Steering Groups shall be to deliver the scope and targets of Board Programmes.

#### **37 Composition**

- 37.1 Programme Steering Groups shall consist of the most senior executives in Board member companies delivering Programme objectives and targets. Each will be nominated by a Board member, and have the authority to commit their company’s resources to deliver the Programme’s scope and targets.
- 37.2 Programmes will be sponsored by at least one Board member (“Sponsor”). These Sponsors will approve a Programme Steering Group chair for the Programme.

#### **38 Meetings**

- 38.1 The Programme Steering Group shall meet approximately three times per year, with additional conference calls if required to deliver the Programme.

#### **39 Responsibilities and Duties**

- 39.1 The Programme Steering Group shall be responsible for the following duties:
  - 39.1.1 Delivery of Programme scope and targets, including securing their company’s support for products and services go-to-market;
  - 39.1.2 Advising the Board on Programme progress versus targets, and escalating major Programme issues;
  - 39.1.3 Recommending to the Board actions needed to resolve Programme issues, deviations or delays; recommendations on closure of the Programme.

#### **40 Interaction with other Board Groups**

- 40.1 Audit & Risk Committee: The Programme Steering Group will present any business case for unbudgeted expenditure likely to exceed £1m to the Audit & Risk Committee for approval, in line with GSMA’s Delegation of Authority.

- 40.2 Nominations & Governance Committee: The Programme Steering Group Chair will be approved by the Nominations & Governance Committee based on recommendation from the Programme's Board Sponsor.
- 40.3 Strategy Group: The Programme Steering Group will seek Strategy Group advice if the programme strategy needs to change, or major strategic inputs are required.
- 40.4 Technology Group: The Programme Steering Group will seek Technology Group advice for programme outputs containing industry technology architecture or operations, especially in networks, devices, interoperability, security and fraud.
- 40.5 Policy Group: The Programme Steering Group will seek Public Policy and Regulatory Group advice on the policy positions taken by the Programme.
- 40.6 Business Advisory Group: The Programme Steering Group will seek advice from the Business Advisory Group where the Programme requires exceptional support from GSMA commercial activities such as managed services.

## **Annex D Terms of Reference of Regional Groups**

The Regional Groups (the “Regional Group”) are advisory bodies formed by the GSMA Policy and Technology Leadership Groups (the “Leadership Group”) with the responsibilities and duties described in these Terms of Reference.

### **1 Purpose**

The primary purpose of the Regional Group shall be to provide advice to the respective Leadership Group and to address regional specific issues.

### **2 Composition**

- 2.1 The Regional Group shall consist of the most senior executives within a Member company with operations in the region with the authority to commit the Member on matters under consideration by the Regional Group.
- 2.2 In accordance with section 5 of the Charter of the GSMA Nominations and Governance Committee, Regional Group Chairs shall be appointed through an open and transparent process. Where there is more than one candidate to chair a regional group, the regional group should aim to propose a candidate by consensus. Where no consensus can be reached, the members of the regional groups shall recommend a candidate following a confidential vote. The name of the proposed regional chair shall then be submitted to the Nominations and Governance Committee for confirmation.
- 2.3 The GSMA’s regional lead shall serve as, or appoint a member of GSMA’s regional staff to serve as, an ex officio member of the Regional Group and be the facilitator of any meetings and activities of the group.
- 2.4 The Chair of the Regional Group shall be responsible for recommending new members of the Regional Group to the Leadership Group or GSMA Nominations and Governance Committee for approval.
- 2.5 Appointments to the Regional Group will be made for a period of two years.
- 2.6 The Chair of the Regional Group will be appointed for a period of two years, renewable once and may attend the respective Leadership Group meetings as an observer.
- 2.7 The establishment of new Operator Expert Groups must be approved by the Regional Group and endorsed by the respective Leadership Group

### **3 Meetings**

- 3.1 The Regional Group shall meet in advance of the Leadership Group meetings or at such other times as the circumstances dictate.
- 3.2 Attendance at and the conduct of meetings will be treated in line with the requirements of the GSMA Regulations and Regulation 6 (AA.41) in particular.
- 3.3 The agenda and material for meetings should be sent two weeks in advance.

## **4 Responsibilities and Duties**

- 4.1 The Regional Group shall be responsible for the following duties:
- 4.1.1 Providing expert advice to the Leadership Group on specific issues relating to public policy, regulation, spectrum management, or products and services and technology that have a major impact on the operator community in the region;
  - 4.1.2 Developing regional or industry positions on major technology issues for consideration by the Leadership Group or other regionally relevant groups;
  - 4.1.3 Setting priorities, and approving Baseline position papers and consultation responses in the region;
  - 4.1.4 Assuring the relevant outputs of the GSMA Board's major programmes to ensure consistency with existing positions of the regional operators;
  - 4.1.5 Providing oversight of the Operator Expert Groups in the region;
  - 4.1.6 Developing recommendations for the Leadership Group concerning the enhancement of the reputation of the mobile industry; and
  - 4.1.7 In regions where there are Operator Expert Groups, the Regional Group will provide oversight of these expert groups.

## **5 Interaction with the Leadership Group & Working Groups**

- 5.1 The Regional Group shall inform the Leadership Group, as well as the appropriate GSMA Working Groups, of Regional Group activities on a regular basis; and
- 5.2 The Regional Group shall operate in good faith to ensure consistency with global objectives as defined by the GSMA Board's major programmes, advocacy efforts, the respective Leadership Group and the GSMA's Working Groups.

## Annex E Document Management

### Document History

Version	Date	Brief Description of Change	Approval Authority
2.0.0	September 2002	Approved by the Executive Committee	The GSMA Board
3.0.0	October 2002	PL Doc 112/02 presented for approval at PL 48	The GSMA Board
3.1.0	September 2003	[Approval of Board]	The GSMA Board
3.1.1	October 2003	Approval of Board	The GSMA Board
3.2.1	April 2004	Approval of Board	The GSMA Board
3.2.2	May 2005	Approval of Board	The GSMA Board
3.3.0	November 2006	Approval of Board	The GSMA Board
3.4.0	March 2007	Approval of Board	The GSMA Board
3.5.0	June 2007	Approval of Board	The GSMA Board
3.6.0	July 2010	Updated to reflect current governance and inclusion of terms of reference and operating procedures	The GSMA Board
3.7.0	September 2011	Board Approval of Governance Committee Recommendations; Amended Dues Formula	The GSMA Board
3.8.0	March 2012	Amendments related to Fast Track Projects, Regional Group CEO Councils and other governance changes	The GSMA Board
3.9.0	July 2012	Amendments related to rotating seats and committee chairs	The GSMA Board
3.10.0	February 2014	Amendments related to project governance and other matters	The GSMA Board
3.11.0	June 2014	Amendments to operator ranking mechanism	The GSMA Board

3.12	25 February 2017	Revisions to Committees Charters and Terms of Reference for leadership groups	The GSMA Board
3.13	25 February 2018	Revision to Regulation 2.5 and Nominations and Governance Committee Charter	The GSMA Board
3.14	10 August 2018	Revision to Regulations 2.5, 6.8 and 6.9	The GSMA Board
3.15	18 March 2019	Revision to Regulations 4.3 and 11 and Annexes B.2 and D	The GSMA Board

**Other Information**

Type	Description
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