THE EUROPEAN COMPETITIVE TELECOMMUNICATIONS ASSOCIATION

AMENDED BYLAWS

(Adopted by resolution of the Board of Directors on 10 July 2001; as amended on 22 June 2006 and on 24 January 2008)

Definitions

1. Terms defined in the Company's Articles of Association shall have the same meaning in the Bylaws.

Membership

2. Membership shall be restricted to those individuals, partnerships, firms, associations, companies and corporations which engage in the business of the electronic communication sector in a pro-competitive way in Europe and elsewhere.

3. Members shall support ECTA's Mission Statement, Aims & Objectives and Core Principles as defined in schedule A to these Bylaws.

4. Application for membership shall be made to the Executive Director in the application form prescribed by the ECTA Secretariat. The ECTA Secretariat shall inform the Regulatory Forum of any application for full membership. The ECTA Secretariat shall inform the Board of the views of the members in relation thereto.

5. The Board may approve or reject any application for membership. If an application for membership is rejected, the Board is not obligated to provide reasons.

6. If a Member ceases to fulfill the criteria in Bylaws 2 and 3 above, the Board may terminate the Member's membership. The Board shall resolve by majority vote (excluding any Director who is in the employ of the Member in question) after providing the Member in question with written notice of the Board's intention to vote on the termination of the membership and the reasons therefore. The Member may provide written or oral information to the Board before a final decision is made.

7. If a Member fails to pay any annual subscription or any other fee or payment payable to the Company when due, his membership may be suspended pending payment of all outstanding fees. The Board may terminate a membership if the Member fails to pay all such outstanding fees within seven (7) days from the date when written notice by the Company that such amounts are overdue and payable was received.

8. Notwithstanding Article 6, the Board may by majority vote (excluding any Director who is in the employ of the Member in question) and for good reason terminate the membership of any Member. The Board shall provide the Member in question with written notice of the Board's intention to vote on the termination of the membership of the Member and the reasons therefore and the Member may provide written or oral information to the Board before a final decision is made.

9. A Member may withdraw at any time from the Company upon providing written notice to the Company three months prior to the anniversary date of the

Member's membership start date. The Member shall not be entitled to any repayment of its annual subscription or any other fees or payments made to the Company from the Member and shall remain liable for all outstanding fees and monies due to the Company.

General Meetings

10. The quorum for General Meetings shall be not less than 10% of the Members in good standing at the close of business sixty (60) days prior to any such meeting, present in person or by proxy, provided that if an Annual General Meeting shall be adjourned for lack of a quorum, those Members present in person or by proxy at the adjourned Annual General Meeting shall constitute a quorum.

11. Members may participate in the Company's Meetings in person or via a proxy to be granted to a specific person. The proxy shall be granted according to the standard form made available by the ECTA Secretariat. Proxy forms will clarify whether instructions to a proxy are binding or not.

11A. Time and location of General Meetings shall be fixed by the Board with the purpose, inter alia, to secure the greatest participation of Members in person.

Board Meetings

12. The order of business at a meeting of the Board shall be as set out in an agenda accompanying the notice of meeting or as otherwise determined by a majority of the Directors present. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote.

13. Board meetings shall be held at least once in each calendar quarter. Notice of such meetings issued by the Secretary or Chairman, shall be electronically mailed to the last recorded electronic mail address of each Director at least five (5) days before the time appointed for the meeting. The Chairman may, when deemed necessary, or the Secretary shall, at the request in writing of a majority of the members or the Directors, call for a special meeting of the Board, and not less than five (5) days notice shall be required for such special meeting. Notwithstanding the foregoing, a meeting of the Board may be held at any time and at any place within Europe and any action may be taken thereat, if notice is waived in writing by every Director having the right to vote at the meeting. Attendance at a meeting by a Director shall be deemed to be a waiver of notice as aforesaid.

13A. Directors may participate in Board meetings in person or via proxy to be granted to another Director who must participate in person or by phone in the meeting. The proxy shall be submitted in writing, or via electronic mail, to the Chairman and the Secretary.

14. During any calendar year, at least two meetings of the Board shall be held in person.

Fees

15. Members shall pay an annual subscription fee in the amount fixed by the Board. By the first application, the subscription fee shall be paid by return upon receipt of invoice.

16. The annual subscription fee shall expire 12 months after the membership start date as detailed on the subscription fee invoice or as otherwise determined by the Board. The annual subscription is renewed automatically unless a withdrawal notice is sent by the Member according to Article 9 and Members shall be liable for all outstanding fees and monies due to the Company on this basis.

17. Annual subscription fees shall be payable in advance, and may be prorated in the case of a new Member in accordance with the date on which membership commences.

18. Annual subscription fees may be paid by certified check or bank draft, approved credit card, or electronic transfer.

19. The Board may at its discretion waive or reduce the annual subscription fee payable by a Member for any particular year.

20. In the event that the Board terminates a Member's membership pursuant to Articles 6 and 8, that Member will be entitled to receive a prorated refund of its subscription fees.

Directors

21. The Board shall consist of eleven (11) Directors. The eligibility conditions are set in Article 32 of the Articles. These eligibility conditions shall apply during the whole directorship term.

22. Six of the eleven Directors shall be appointed at an election by ballot at the Third Annual General Meeting (2002) and in alternate years thereafter from candidates selected pursuant to Bylaw 24 (or, if the Annual General Meeting is adjourned, at such adjournment). Five of the eleven Directors shall be appointed at an election by ballot at the Fourth Annual General Meeting (2002) and in alternate years thereafter from candidates selected pursuant to Bylaw 24 (or, if the Annual General Meeting is adjourned, at such adjournment). The term of office for each newly elected Director shall be two (2) years commencing on 1 January of the year following their election. If, for whatever reason, an election is not held or is not completed at the Annual General Meeting or at any adjournment thereof with the result that vacancies would occur at year-end, the term of office of the members of the Board whose terms would otherwise expire shall be extended until new Directors are appointed or elected.

23. Persons intending to submit their candidature for ECTA Director shall submit a Nomination Form prescribed by the ECTA Secretariat and according to the procedure determined by the Board in accordance with these Bylaws.

24. A Nomination Committee, composed of the Chairman and two other individuals selected by the Board from within the Board, shall consider the nominations and select only those candidates who qualify under Article 32 of the Articles The candidates selected by the Nomination Committee shall be presented to the Board for approval.

25. The Company may post the details from the Nomination Form and electronic photograph (if available) of each nominee on the Company's website (www.ectaportal.com).

26. If a Director no longer meets the criteria set out in Article 32 of the Articles, that Director shall, as soon as practicable, but in any event not more than thirty (30) days after the Director has ceased to meet the eligibility criteria specified in Article 32 of the Articles notify the Board of that fact and whether or not the Director wishes to remain a Director. If the Director wishes to remain a Director, the Board shall, in its absolute discretion, affirm or terminate the Director's directorship. In the former case, the Board shall fix a term not exceeding 60 days within which the Director shall meet the eligibility criteria. If the eligibility criteria are not met by the end of the term fixed by the Board, the Board may, in its absolute discretion, terminate the directorship or extend the term of the directorship by another 60 days. An extension may be granted only once.

27. If a Director becomes an employee of another Member that has a Director on the Board, only one Director shall be permitted to continue to act as a Director. The Board shall determine which Director will continue to act as a Director and which Director will resign. The Board may in its absolute discretion permit both individuals to continue to act as Directors for such period of time as the Board determines.

28. If a vacancy occurs on the Board for whatever reason, the Board may fill such vacancies (up to a maximum of four (4)) by appointing those nominees who stood for election to the Board at the last Annual General Meeting and accumulated the next highest amount of votes.

29. Each Director shall be a member ex officio with a right to vote on all committees or other assemblies created by the Board.

Officers

30. The officers of the Company shall include a Chairman, a Vice-Chairman, a Secretary and a Treasurer. The Chairman and Vice-Chairman shall be elected by the Directors from among themselves. The Secretary and Treasurer shall be appointed by majority decision of the Board. The Secretary and Treasurer need not be Directors.

31. The term of an appointment as Chairman or Vice-Chairman shall be co-terminus with the duration of the individual's directorship subject to earlier termination by resolution of the Board. An appointment as Secretary or Treasurer shall endure until the first board meeting following the next Annual General Meeting.

32. The duties and powers of the officers shall be as follows:-

    (a) The Chairman shall preside at General Meetings of the Company and of the Board. The Chairman shall also, at the Annual General Meeting of the Company and at such other times as he deems proper, communicate to the Company or to the Board such matters and make such suggestions as may, in the Chairman's opinion, tend to promote the welfare of the Company, and shall perform such other duties as are necessarily incident to the office of the Chairman. In the absence of the Chairman and the Vice-Chairman, the Board shall appoint a Chairman pro tem.

    (b) The Vice-Chairman shall assist the Chairman in his duties and act in his absence. Should the Chairman vacate permanently his position, the Vice-Chairman will become the Chairman for the remainder of his,

the Vice-Chairman's term, following which the new Vice-Chairman shall be elected by the Board from amongst the remaining members.

(c) In addition to his duties under the Act, it shall be the duty of the Secretary to give notice of and attend all General Meetings of the Company and all meetings of the Board and to keep written records thereof, to conduct correspondence and to give effect to resolutions not otherwise committed, to keep the register of Members; to prepare, under the direction of the Board, an annual report of the transactions and condition of the Company; and to generally devote his best efforts to the business and interest of the Company. In the case of absence or disability of the Secretary, the Board may appoint a Secretary pro tem. The Secretary shall be the keeper of the seal. The Secretary, if not a Director, shall be a member ex officio, without a right to vote, on all committees or other assemblies created by the Board.

(d) The Treasurer shall ensure the collection of the annual subscriptions and any other fees or payments due to the Company and the keeping of accounts of all monies received and expended by the Company is properly performed by the delegated individuals. The Treasurer shall ensure that all sums received are deposited with such banks and in such accounts as are approved by the Board. The Treasurer shall make a report at the Annual General Meeting or when called upon by the Board. The Treasurer, if not a Director, shall be a member ex officio, without a right to vote, on all committees or other assemblies created by the Board.

(e) The Executive Director manages the Company and is authorised to approve the expenditure of funds in accordance with the budget approved by the Board. In addition, the Executive Director may, at his discretion, authorise non-budgetary expenditure of up to £2,500 (or its equivalent in another currency). For non-budgetary expenditure of between £2,500 and £5,000 (or equivalent in another currency), the Executive Director must provide subsequent notification to the Board. For non-budgetary expenditure in excess of £5,000 (or equivalent in another currency) the Executive Director must notify the Board in advance and receive approval by the Board before authorising such expenditure. In the absence of an Executive Director, his powers will be exercised by the Chairman or by another person as determined by the Board.

(f) The funds, books and vouchers maintained by the Treasurer shall at all times be under the supervision of the Board and subject to its inspection and control. At the expiration of his term of office, the Treasurer shall deliver to his successor, or in the absence of a treasurer-elect, to the Chairman, all books, moneys and other property in his possession belonging to the Company and used by the Treasurer to perform the responsibilities of that office. In the case of absence or disability of the Treasurer, the Board may appoint a Treasurer pro tem.

33. Subject to Bylaw 32(b), if for any reason any officer is unable to perform his duties the Board may delegate that officer's powers and duties to any other Director.

34. Neither the officers, Directors, nor persons serving on committees of the Board shall receive any salary, compensation or reimbursement of expenses for services rendered in carrying out their functions, except as may be approved by the Board or, in the case of the remuneration of Directors, by the Company in General Meeting.

Regulatory Forum

34A. The regulatory policy of the Company is set through the Regulatory Forum in accordance with the Rules of Procedure (Schedule B). The Board must supervise and ensure that the regulatory positions are adopted by the Regulatory Forum in accordance with such rules. Any modification or amendment to the Rules of Procedure shall be previously discussed with the Regulatory Forum - each member thereof having one vote - and the Board must take utmost account of these views. The Executive Director and the Board shall inform the Regulatory Forum of candidates for the position of Regulatory Director and, wherever possible, let the Regulatory Forum provide to the Board and the Executive Director its assessment of the strengths and weaknesses of such candidates.

Chairman Emeritus

35. The Board may, from time to time, appoint a person of appropriate standing in the industry to the office of Chairman Emeritus to act, under the direction of the Board as a spokesperson at the highest levels and as an adviser to the Board and the ECTA Secretariat. The terms of appointment of the Chairman Emeritus shall determine his competences and powers. He must ensure that his representation is consistent with the regulatory policy positions set in the Regulatory Forum. The term of an appointment as Chairman Emeritus shall be fixed by the Board but will be subject to earlier termination by the Board. The Chairman Emeritus shall not receive any salary, compensation or reimbursement of expenses for services rendered, except as may be approved by the Board.

Advisory Board

36. The Board may be assisted in the discharge of its duties by an Advisory Board consisting of up to twenty (20) members.

37. The Board may, from time to time, appoint persons of appropriate standing in the industry to serve on such Advisory Board to offer advice to the Board on policy issues affecting the industry and the Company. The term of appointment of a member of the Advisory Board shall be fixed by the Board but will be subject to earlier termination by the Board. A member of the Advisory Board shall not receive any salary, compensation or reimbursement of expenses for services rendered, except as may be approved by the Board.

Affiliates

38. The Board may from time to time designate as "ECTA Affiliates" other organisations with objects similar to those of the Company as defined in Article 3

of the Company's Memorandum of Association and according to these Bylaws. ECTA Affiliates may be authorised by contract to use the trademarks and other intellectual property of the Company; to utilise professional, administrative and other support services available from Company personnel; and to nominate members of the Advisory Board.

39. Where a contract referred to in Article 38 provides that an ECTA Affiliate may nominate members to the Advisory Board, the Board shall appoint the members so nominated.

Fiscal Year

40. The fiscal year of the Company shall be the calendar year.

SCHEDULE A – Mission Statement, Aims & Objectives and Core Principles

ECTA's Mission Statement: Aims & Objectives and Core Principles

Aims & objectives:

- Promote liberalisation and competition in telecoms markets
- Represent the interests of pro-competitive telecoms providers to key government and regulatory bodies
- Assist market entrants through pro-competitive policies
- Maintain a forum for networking and business development throughout Europe
- Continually reflect the dynamic nature of the telecommunications industry

Core Principles:

- Consumers are best served by competitive markets
- Innovation, investment and service development is driven by competition
- Regulation should provide certainty for all market players
- Regulators should ensure a level playing field by tackling barriers to competitive development
- Incumbents must not be allowed to prevent competition
- Pan-European solutions are needed for Pan-European problems

SCHEDULE B – Rules of Procedure

Governance – Principles and Rules of Procedure for ECTA Policy Decision Making

Last updated 1 January 2009

1. Principles of ECTA membership

ECTA represents the interests of companies operating as 'competitors' in one or more European markets. ECTA members ("Members") agree to abide by the principle that they will not obstruct the approval of any work programs, actions or documents on the basis of interests which do not reflect those of competitive operators.

This does not prevent Members from expressing differing views based on the particular competitive activities they undertake.

2. The Regulatory Forum

The Regulatory Forum ("Forum") is the high-level decision-making body on ECTA's regulatory and public policy.

The Forum is open to all Members pursuant to the membership scheme in force. Members wishing to participate to the Forum may do so by registering their interest with the ECTA Secretariat (the "Secretariat"), who will circulate an updated list of participants ahead of each meeting. The Forum is chaired by the ECTA Regulatory Director.

The Forum is competent to decide on: a) approving the Regulatory Positions of ECTA under any form (position papers; statements; letters; press releases etc); b) approving the Action Plan; c) creation/disbanding of Working Groups and Task Forces.

Decisions on the above issues are taken at the regular meetings of the Forum (3 or 4 times annually) as described in par. 3 and/or, where appropriate, online (email).

Physical meetings of the Forum may in some cases be open to a wider section of the ECTA membership, but only full Members may participate in the decision-making process. Each of these Members' views has equal weight.

3. Regulatory Forum Voting procedure

All Members that have enrolled in the Forum will receive proposals on the areas highlighted in Paragraph 2 by email at least 1 week before a physical Forum meeting, and can express their vote electronically before the physical meeting. The outcome will also be circulated to the Forum following physical meetings for final confirmation. Where necessary, decisions can also be taken by the Forum electronically in between physical meetings with 1 week's notice. This period can be shortened in exceptional circumstances where driven by external timescale pressures.

Agreement by the Forum for any sort of decision is assumed by clear consensus, or failing that, if a simple majority (and at least 4 members) supports the proposal. The votes shall be casted in the open mailing list. The Secretariat shall make all best efforts to achieve consensus amongst members and, when it is not possible, shall reasonably take into account the concerns of the dissenting Members. Disclaimers on Regulatory Positions are ruled by Paragraph 7 below.

4. Action Plan

Following discussions with Working Group/Task Force chairs and active Members, the Secretariat will prepare a forward-looking Action Plan, identifying priorities according the available resources for the following 6 months-1 year. The Action Plan will be reviewed during each Forum meeting.

The Action Plan is agreed according to the procedure set out in par. 3. Following agreement or any updating of the Action Plan it will be circulated to Members.

Addition of or changes to Action Plan is subject to availability of resources within the Secretariat.

5. Working groups & Task Forces

A Working Group ("WG") is a standing committee of Members tasked with addressing certain category of issues (defined from time to time through relevant Work Programs). A Task Force ("TF") is an ad hoc committee of Members tasked with addressing a very specific and focused work program, and considered disbanded on completion of that program.

All full Members may participate in any WG or TF by registering their interest with the Secretariat. Participation is subject to the principles of ECTA membership and cannot be used to obstruct decision-making where interests of the single Members conflict with the aims of the association.

Any Member or the Secretariat may volunteer to chair a WG or a TF. Appointment of Chairs can be made by consensus of the relevant participants in the WG or TF.

In the event that more than one nomination is received, the Secretariat will seek the views of Members and confirm the appointment based on the majority opinion. If there are no volunteers, or consensus cannot be reached on appointment of a Chair, the Secretariat will fulfill the role, subject to resource and prioritization constraints.

The Chair will report on the activities of the WG or TF (the relevant work programs) to the Forum and provide updates on request from the Secretariat for the Action Plan.

If a WG or a TF has been inactive (no written output or external minuted meetings) for 6 months or more, any Member or the Secretariat may propose that body to be disbanded (see above for procedure) or initiate an election for a new Chair.

6. Work Programs

WG and TF are responsible for delivering on specified work program/s. A work program is a broad topic with an identifiable scope and objective, a clear timetable and a list of deliverables. It could be based on a programme driven by European or national Institutions or could be pro-actively identified based on Members' priorities.

Each work program is assigned an owner, usually jointly WG/TF Chair with Secretariat support, or the Secretariat.

A detailed work program, based on the broad principles agreed at the Forum is agreed by the members of the respective WG/TFs.

Owners are responsible for developing project plan(s) and carrying out actions (e.g. preparation of position papers/documents and arrangement of meetings) to meet the objectives. They will report on progress to the Forum.

7. Approval process for Regulatory Positions

Process

Regulatory Positions are proposed in writing and circulated by email. There are consultation/discussion phases within the relevant interest group or WG/TF, and where appropriate the Forum. When communicating views on ECTA positions, the Secretariat and Members should as a general rule copy the TF/WG members openly in order to facilitate discussion. Where they do not intend to participate actively within a WG/TF, Members may elect to be blind copied rather than openly copied, but should revert to open copy if they later choose to become active on a particular discussion.

To agree on Regulatory Positions, Secretariat and Members will set realistic timescales for consultation using the following as a guideline:

(i) initial consultation on substance within WG/TF lasting 2/3 of available time
(ii) consultation on wording only within WG/TF (1/3 of available time lasting at least 2 days).
(iii) a 'near final' version of the position paper to be circulated to the Regulatory Forum at least 1 day prior to release for final checking.

Areas of disagreement should be referred to the Forum earlier in the process to facilitate resolution and/or ensure full participation by relevant stakeholders.

Adaptation of existing positions, where no new substantive issues are raised, may be subject to shorter timescales for consultation but with a guideline of at least 2 days within the relevant interest group. The same applies when new actions (letters, press release, etc.) are based on consolidated Regulatory Positions.

Exceptions to the periods stated above can be made when driven by external timescale pressures.

Disclaimer and dissenting members

ECTA Regulatory Positions do not explicitly list approvers or objectors, but in exceptional cases, at the request of dissenting Members and in compliance with the principle of ECTA as an association representing competitive operators, it can be clarified through a disclaimer that:
- a position represents the views of a particular category of members, and thus others cannot be assumed to agree; or
- a position represents the views of ECTA as an association and therefore may not be attributed to each of its individual members.

The disclaimer does not constitute a Member's prerogative and is subject to the discretion of the Secretariat. Dissenting opinions relating to a simple graduation of wording shall be solved discretionally by the Secretariat without disclaimer.

Potential request for disclaimers shall be referred to the Forum as earliest as possible in the process. The prompt disclosure of a potential disclaimer request does not prevent the dissenting Member from participating into the discussion. However, should the dissenting Member be granted some compromise solutions in the final position, there is a presumption that the disclaimer request has been waived.

The promptness of disclosure of a potential disclaimer request and the compromised solutions agreed in favour of a dissenting Member shall be taken into consideration by the Secretariat in deciding whether or not to grant the disclaimer.

The Secretariat shall discretionary decide about the disclaimer and the form of it by taking utmost account of the views of the Members, including the concerns of dissenting Members. In order to avoid use of such disclaimers, the Secretariat will make every effort to assist in reaching a compromise solution, wherever possible and subject to the principles of ECTA as an association representing competitive operators.
Should a compromise not be reached, the Secretariat – when implementing a position approved pursuant to the majority rule - shall reasonably take into account the concerns of dissenting Members and, without undermining the efficacy of the ECTA action, take all possible measures to reduce the impact of that position upon them.

Appeals against the decision of the Secretariat about disclaimers shall be addressed to the Board, which shall decide by taking into account the principles of ECTA as an association representing competitive operators. The Board's decision is binding upon the Secretariat.

An appeal to the Board does not suspend the authority of the Secretariat to file a position in case an official or factual deadline needs to be met in the interest of ECTA.

8. Miscellaneous

CEO-level meetings

Attendance at any high-level meetings, arranged as part of a WP, will in principle be open to all members participating in the Forum. However, where the need arises to restrict attendance, the Secretariat will select participants on the basis of objective and transparent criteria relevant to the content and context of the meeting and protocol. Any material presented will be subject to approval by according to the procedure set out in par. 7.

Engaging external consultants

ECTA may engage external consultants in order to deliver on work programs agreed in accordance with Paragraph 6. The cost may either be met from the general budget or based on voluntary contributions from Members. The funding arrangement does not affect members' rights in respect of reviewing the scope and output of such programs.
When selecting the external consultants the ECTA Secretariat shall enquire the views of the Members and take utmost account of them.