

Application for membership in the WPKI Non-Profit Association

Company

Company name:	
VAT/Business reg. no.:	Application by membership category (see Section 3.1 below) <input type="checkbox"/> Primary member <input type="checkbox"/> Supplier <input type="checkbox"/> User
Street address:	
Postcode:	Membership to start from (DD-MM-YYYY):
Postal address:	

Contact person

Name:
Position:
Phone no:
E-mail address:

The above company hereby applies for membership in the WPKI Non-Profit Association and undertakes to comply with the enclosed statutes.

City and date

Signature and name in block letters

Decision on membership will be provided as soon as the application has been considered by the association's board.

Current annual membership fees (2005)

- SEK 100,000 for primary members (CA and mobile operators)
- SEK 25,000 for suppliers (companies in systems development and systems integration)
- SEK 10,000 for users (relying parties (RP))

Appendix: Statutes of the WPKI Non-Profit Association, version 1.0, 30 Mar 2005

1. Name of the association

The association carries out its activities under the registered name WPKI-Föreningen. In international contexts, the association uses the secondary name WPKI Non-Profit Association.

2. The association's purpose

The association's purpose is to maintain and develop technical and administrative specifications (WPKI specifications) in the WPKI field with the aim of creating a global standard in this field.

WPKI specifications describe

- how e-identification shall be used on SIM cards via access from mobile phones;
- user cases and interface specifications (based on globally accepted standards) between Mobile operators, e-identification issuers (RA/CA) and Relying parties;
- the obligations (in generic terms) of various roles (Mobile operator, e-identification issuer and Relying party) in connection with the technical specifications
- The association works for a global standardisation by providing information on, developing and distributing WPKI specifications in accordance with these statutes, and
- ensure that the WPKI specifications are based on globally accepted standards as far as possible
- work for standardisation in relevant international standardising bodies.

3. Membership

3.1 Terms

Membership is open to legal entities that have or could have a defined role according to WPKI specifications or that desire to contribute to achieving the association's aims. To be granted, the application must be supported by a majority of the primary members. The application cannot be rejected if this would involve a violation of current competition laws.

Members belong to one or more of the following categories:

Primary

1. Public CA/RA (Certification Authority/Registration Authority)
2. MO (Mobile operator)

Supplier

3. SU/SI (systems developer/systems integrator)
4. Mobile terminal supplier

User

5. RP (Relying Party)
6. Non-public CA/RA (for example, companies that issue certificates to employees)

An individual (natural person) cannot become a member.

A legal entity can be denied membership, if the association has objective grounds for expecting it to be unable to fulfil its obligations towards the association or otherwise comply with its statutes; or if the association expects it to be disloyal towards the association or its aims. The board determines whether obstacles to membership exist.

Application for membership must be in written form and sent to the association's board.

3.2 Rights of membership

A member is entitled to:

- for its own operations, to access and utilise the published and unpublished parts of the WPKI specifications;
- in accordance with special conditions, utilise the Demonstrator referred to in Section 4.1.5;
- participate in the work of developing and changing the WPKI specifications and the Demonstrator with own proposals and contributions.

A member is not entitled to:

- distribute unpublished documentation outside the circle of members or provide unauthorised parties access to the Demonstrator, as far as the member is not part of a corporate group, in which case the member has the right to distribute unpublished documentation and provide access to the Demonstrator within the company;
- make changes in the WPKI specifications without express permission from the association's board;
- such permission is granted on a restricted basis and with a clear objective, for example for spreading/globalising WPKI specifications by submitting them as a contribution to international standardisation.

3.3 Member's obligations

A member is obligated to:

- pay membership fees as described in Section 5;
- on reasonable, non-discriminatory conditions to all, provide licenses regarding patents with technical hinders that are required to carry out defined roles according to the WPKI specifications;
- on reasonable, commercial terms, provide licenses to members regarding other patents within the WPKI area.

3.4 Withdrawal of membership

3.4.1 Period of notice

A member has the right to leave the association at the end of the year that occurs three (3) months or later from the date of authorised signing of withdrawal of membership has been received by the board.

3.4.2 Rights and obligations following withdrawal

Members who withdraw from the association subsequently have:

- continued right to utilise documentation as the member had during the membership;
- continued obligation to provide granted licenses at the time of withdrawal for patents as described in Section 3.3.

3.5 Exclusion

3.5.1 Violation of statutes, etc.

A member that has not remitted the membership fee in accordance with Section 5 can be excluded by decision of the board.

A member that violates the association's statutes shall be excluded. The decision to exclude will be taken by the board as soon as it learns of the violation of statutes; however, this does not occur until a minimum of 30 days from when the member has been requested to meet the accusations in writing. Should the board find that the violation of statutes did not occur or that it lacks significance, then there shall be no exclusion.

3.5.2 Disloyalty

Members who are found to be disloyal towards the association or its aims shall be excluded. The decision to exclude will be taken by the board as soon as it learns of the situation; however, this does not occur until a minimum of 30 days from when the member has been requested to meet the accusations in writing. Should the board find that the accusations lack any basis in fact, then there shall be no exclusion.

3.5.3 Rights and obligations following exclusion

Following exclusion, the member has the same rights and obligations as members that withdraw from the association; see Section 3.4.2

4. Association activities

4.1 Contents

4.1.1 Publicizing

The association publishes and distributes the WPKI specifications.

4.1.2 Dissemination of the concept, recruiting new members

The association will actively work for the acceptance of the WPKI specifications as a global standard for mobile identification.

The means for achieving this goal involve the dissemination of information on WPKI and the recruitment of new members in the association.

4.1.3 Development and maintenance of WPKI specifications

Development and maintenance of the WPKI specifications take place in a special process open to all members that is determined by the association.

4.1.4 Support, service

The association can set up functions for certain support and service, if the annual general meeting so decides.

4.1.5 Demonstrator, etc.

The association provides a Demonstrator and maintains a list of mobile terminals that are compatible with WPKI specifications.

4.1.6 Development

The association shall initiate and implement efforts for the necessary development and change of the WPKI specifications and the Demonstrator.

4.2 Licensing

With the creation of the association, the original owners have provided a free license to the WPKI specifications that grants the association:

- the right to utilise the WPKI specifications and the Demonstrator for its activities;
- the right to sublicense to anyone the use of the WPKI specifications in accordance with the license agreement that was signed when downloading the WPKI specifications from the association's web site.

Becoming a member of the association means that the member undertakes free of charge to include the member's right to make proposals for and changes to the WPKI specifications in the same way as the member receives such rights from the association as described above.

5. Membership fees

Membership fees are set by the association meeting. The periodic membership fee is designed to create the economic conditions for carrying out the association's activities. The fee is paid annually in

advance and shall be paid by 1 January at the latest for the current year, or at a later time when the party becomes a member of the association.

Budgeted costs are distributed among the membership categories so that the relationship between membership fees will be about

A factor of 20 for primary members

A factor of 5 for suppliers

A factor of 2 for users

Membership categories are defined in section 3.1.

New members pay an entire annual fee when entering the association.

6. Financial year

The association's financial year is the calendar year.

7. Board

7.1 The board and its role

The association's business is administered by a board

The board is responsible for:

- adapting and developing the association in pace with its area of activities
- ensuring that the activities are carried out in accordance with the guidelines provided in the association's statutes, which can take the form of cooperation among association members or with other organisations
- supervising and promoting the financing of the association's regular activities
- ratifying working instructions and other directions that are required for regulating the association's activities
- annually prepare and distribute to members of the association the accounts of the association's activities and the administration of the association's funds; the association's accounts shall be kept in accordance with the regulations of the bookkeeping act
- annually prepare the annual accounts, consisting of income statement, balance sheet and administration report. The annual accounts together with the audit report shall be distributed to the association's members by the end of April.

7.2 Registered office

The board has its registered office in Stockholm.

7.3 Composition

The board is appointed by the annual association meeting. The board shall be composed of a minimum of six (6) and a maximum of ten (10) representatives, of which more than one-half shall be appointed by the primary members (of which, however, two must be RA/CA and two must be MO), one (1) shall be appointed among those proposed by users and the remaining representatives will be appointed from those proposed by the suppliers.

The board appoints its own chairperson.

7.4 Mandate period

The mandate period for a board representative is three years, whereby one-third of the board is appointed every year as far as possible. With the implementation of this rule, a representative's mandate period can be set at one or two years.

7.5 Meetings

The board convenes when its chairperson calls for a meeting when a necessary item arises; however, there are at least four meetings a year. In addition, the board is convened when one of the representatives calls for a meeting or when at least 10% of the members present a request for a meeting to the chairperson.

Representatives should receive the notice of a board meeting 14 days prior to the board meeting. The notice shall contain the items up for decision as well as other planned items.

Minutes shall be taken at the board meetings. The minutes shall be verified by the chairperson and one other person.

7.6 Regulations regarding decisions

The quorum for decision making at a board meeting is more than one-half of the number of board representatives.

Each board representative has one vote. Unanimous decisions are sought. If a decision is not unanimous, then the majority view shall apply as the board's decision. The chairperson has the casting vote in case of an even number of votes.

Decisions on the size of the budget require a unanimous decision.

7.7 Authorised signatories

The association is signed for by the board or by two board representatives signing jointly.

The two board representatives shall represent different members and one of these shall be the treasurer.

8. Association meeting

The board shall set the time and place for the annual general meeting. However, the meeting must be held at the latest by the end of June each year.

The notice of convening the annual general meeting shall be in written form, issued by the board and it must reach all the members at least four weeks before the meeting.

Proposed items for treatment at the annual general meeting must reach the board no later than three weeks before the annual general meeting. Written documentation for the items up for decision at the annual general meeting must reach members no later than one week prior to the annual general meeting.

An extraordinary association meeting shall be held when the board or auditor finds reason for it or when at least 10% of all eligible votes present a written request for a meeting to the board with a list of items that they would like to have treated at the meeting.

The notice of extraordinary general meeting must reach members no later than two weeks before the meeting. Written documentation for all items up for decision must reach members no later than one week before the extraordinary general meeting.

Each member has one vote at the general meeting. Proxy mandates must reach the chairperson at least one day before the general meeting. The mandate shall be signed with the date and not be more that one year old.

The following items shall be treated at the annual general meeting:

1. Election of chairperson of the meeting.
2. Establishment and approval of the list of voters.
3. Election of one or more persons to countersign the minutes.
4. Determining whether the meeting has been duly called.
5. Presentation of the annual accounts and audit report.
6. Decisions to be taken:
 - adoption of the income statement and balance sheet
 - allocation of the association's profit or loss according to the adopted balance sheet.
 - release from liability for board representatives and any executive representative
7. Election of the board.
8. Election of auditor and deputy auditors.
9. Election of nomination committee.
10. Determination of association membership fees.
11. Other items duly submitted or that otherwise have come to the meeting.

Decisions at the general meeting are made with a simple majority with the following exceptions:

Decisions regarding changes in the association's statutes and the dissolution of the association are valid if they have the support of at least two-thirds of the members present at the meeting and two-thirds of the primary members present.

9. Audit

The board's administration and the association's accounts shall be audited by an auditor appointed by the annual general meeting, for whom there will be a personal deputy.

10. Dissolution of the association

If the conditions cease for the association's operations as described in the association's aims in Section 2 due to too few remaining members or for some other reason, then the board shall refer the matter of dissolution of the association to the general meeting.

In case of dissolution of the association, the remaining tangible assets shall be distributed among the remaining members at the time of dissolution. The distribution shall be proportionate to the most recent membership fee paid in by each member. All members have the right to the association's intangible assets.

These statutes were adopted at the first general meeting of the WPKI Non-Profit Association on 30 March 2005.