

MPEG INDUSTRY FORUM

STATUTES

ARTICLE 1

Name

The "MPEG Industry Forum" (hereinafter referred as "MPEGIF") is constituted as an association under the terms of Articles 60 et seqq. of the Swiss Code and these Statutes.

ARTICLE 2

Seat

The seat of MPEGIF is in Geneva, Switzerland.

ARTICLE 3

Purpose

The purpose of MPEGIF shall be:

MPEGIF is an independent and platform neutral not-for-profit organisation facilitating and furthering the widespread adoption and deployment of MPEG and related standards for the creation, delivery and consumption of next generation digital media services.

MPEGIF provides a forum to exchange information and perspectives on technological, commercial and regulatory issues that are relevant to these services. It also provides a powerful and concerted industry voice advocating the adoption of global standards and consolidating the direction of the industry in the transition from analogue to digital television and media services. Its focus and constituency is derived from cable, satellite, telecommunication and new media service operators, , content providers, broadcasters, technology providers, equipment manufacturers, system integrators, software providers, and industry advocacy groups, industry analysts, financial and academic institutions.

- The purpose of MPEGIF shall be pursued by: promoting MPEG standards, making available information on MPEG standards, making available MPEG tools or giving information on where to obtain these, creating a single point for information about MPEG standards, creating industrial focus around the usage of MPEG standards.
- The goals are realized through the open international collaboration of all interested

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parties, on reasonable terms applied uniformly and openly. MPEGIF will contribute the results of its activities to appropriate formal standards bodies if applicable.

- The business of MPEGIF shall not be conducted for the financial profits of its Members but for their mutual benefits.
- Discussions about sales levels, methods, channels of distribution, markets, customers, prices or profitability or any other topic which would restrict use of technologies are prohibited.
- MPEGIF shall not own or license patents connected with MPEG technologies. MPEGIF may, however, provide a forum for, and encourage the discussion of, issues relating the licensing of patents and other Intellectual Property Rights essential or important to the implementation of MPEG standards and technologies in the furtherance of the objectives of the organization.

ARTICLE 4

Membership

1. Application conditions

Any corporation and individual firm, partnership, governmental body or international organization supporting the purpose of MPEGIF may apply for Membership. MPEGIF may define certain categories of individuals who support MPEGIF's goals and allow these to apply for Associate Membership.

MPEGIF does not restrict Membership on the basis of race, color, sex, religion or national origin.

The Members agree to respect all legal provisions and these Statutes concerning MPEGIF. In principle, MPEGIF will not develop technology. However, in the case that technological specifications are developed, the following applies: Each applicant has to declare himself individually and collectively committed to open competition in the development of technologies. The Members are not restricted in any way from designing, developing, marketing and/or procuring the technologies developed.

Members are not bound to implement or use specific technology standards, or recommendations by virtue of participation in MPEGIF.

Membership in MPEGIF in no way obligates or requires a member to license its patents or technologies to others. If a member chooses to license its patents or technologies, membership in MPEGIF in no way imposes obligates or requires such member to offer such licenses on any particular terms.

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2. Voting right

The Members who have the right to vote are called Principal Members.

The Administrative Council (hereinafter referred to as "Board of Directors") may from time to time propose to the General Assembly the establishment of one or more classes of non-voting Members.

The Members who do not have a voting right are called Associated Members.

2.1 Rights of the Principal Members

A Principal Member:

- is entitled to one (1) vote at the Annual and General Meetings and any Committee Meeting in which they participate
- is entitled to access to all working documents, minutes of meeting (Board of Directors and Committees) and written contributions by MPEGIF, by electronic means
- may be requested by the Board of Directors to provide qualified representatives to further the work of various Working Groups

2.2 Rights of Associated Members

An Associated Member in good standing:

- has no voting right at the Annual or General meetings or any Committee meetings,
- is entitled to access to all working documents, minutes of meetings (Board of Directors and Committees) and written contributions by MPEGIF by electronic means
- has all obligations of Principal Members
- has the right to become a Principal Member solely by payment of the difference between the Membership fee for an Associated and a Principal Member.

3. Admission procedure

A written application must be submitted to the Membership and Nominating Committee in the form prescribed by the Board of Directors. Such application must contain a signed agreement to be bound by the Statutes.

The Membership and Nominating Committee recommends the approval or rejection of the application to and in accordance with the criteria defined by the Board of Directors. The criteria shall be objective and non-discriminatory and shall be published and shall allow any party with a good faith to become a Member.

The final decision as to the admission rests with the Board of Directors. The admission

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procedure is completed when the new Member has paid the subscription fees.

4. Terms and conditions

A new member may join MPEGIF under pro-rated terms as follows:

- Joining date from July 1st to September 30th: 100% of the Annual membership fee.
- Joining date from October 1st to December 31st: 75% of the annual membership fee.
- Joining date from January 1st to March 31st: 50% of the annual membership fee.
- Joining date from April 1st to June 30th: new members joining in this quarter can pre-pay membership fees for the following fiscal year (i.e. from the following July 1st to June 30th) but have immediate membership and enjoy full membership privileges. If the membership fee is raised under the process defined in these statutes then the new member would be required to pay the difference with such payment becoming due on the July 1st following the date of joining.

5. Suspension, exclusion and expulsion

The Board of Directors can decide to suspend or expel a Member and shall state the cause. In particular, the Board of Directors may so act in the following cases:

- delay in or default of payment of fees
- violation of the Statutes, procedures or resolutions adopted by the Board of Directors

The Board of Directors shall not act in a discriminatory manner in suspending, excluding or expelling a Member.

Membership shall automatically cease in case of bankruptcy, withdrawal or cessation of business or of such as change in the nature of business that the Member is no longer compliant with the criteria for Membership.

In case of delinquency of any Member relating to its obligation for payment of fees, the Board of Directors may suspend such Member by written notice. The suspension shall be effective thirty (30) days after the date of the notification unless the default of payment has been cured during such period.

Any Member shall automatically be excluded and expelled if his fees are not paid within ninety (90) days following the effective date of the suspension notice.

In case of expulsion, the Member forfeits any fees paid during Membership. The delay for new Membership application is at least one (1) year from the date of expulsion. The admission of an expelled Member is subject to his payment of all arrears in fees and any other monetary obligations to MPEGIF.

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6. Resignation

Resignations have to be notified in writing to the Board of Directors. The resignation becomes effective as soon as the resigning Member has fully paid any outstanding amounts still due to the MPEGIF. In case of resignation, the Member forfeits any fees during Membership.

7. Property rights

7.1 Intellectual property rights of the Members

All patents, copyrights or other intellectual property owned or created by any Member shall remain the property of that Member. Such ownership shall not be affected in any way by the Member's participation in MPEGIF, unless the Member specifically agrees to otherwise.

All material presented to MPEGIF or its Committees shall be deemed of non confidential nature and hence for public distribution.

7.2 Intellectual property rights of MPEGIF

Through its activities, MPEGIF may generate protectable intellectual property rights.

7.3 MPEGIF's publications

MPEGIF may publish documents to promote its objectives and purposes. Members' employees may be cited as co-authors when appropriate. The use of any Member's name, trademarks or trade names by MPEGIF or a Member describing MPEGIF's work is prohibited without prior written consent of the concerned Member, even after Member's resignation, exclusion or expulsion.

7.4 Other property rights

In the event of the dissolution of MPEGIF and liquidation of the association, the assets remaining from the liquidation shall not be distributed among the partners in proportion to their contribution but shall be allocated to a not-for-profit purpose, the partners expressly waiving any payment on the net assets of liquidation.

ARTICLE 5

MPEGIF's bodies

1. The bodies of MPEGIF are:

- the General Assembly
- the Administrative Council (herein referred to as "Board of Directors")
- Advisory Committees and Working Groups

ARTICLE 6

General Assembly

1. Organization

The General Assembly is formed by the Principal Members. It is the supreme body of MPEGIF. Other Members may attend the General Assembly as observers.

2. Meetings

2.1 Annual Meeting

The Annual Meeting at the direction of the Board of Directors shall be on such date and time and at such place as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

2.2 General Meeting

Due to special reasons a General Meeting may be held at any place designated by the President or the Board of Directors.

The Board of Directors shall call a General Meeting within thirty (30) days of the receipt of a written request setting forth the proposed agenda signed by at least twenty percent (20 %) of the Members.

3. Notice

Written notice of the time and place and purpose of holding any Annual or General Meeting shall be given to each Member of MPEGIF who on the record date of notice is permitted to attend such meeting at least thirty (30) days, but no more than ninety (90) days prior to the scheduled date for the meeting. The written notice of a meeting will include the proposed agenda. All notices shall be given at the address on file with MPEGIF either personally, or by facsimile,

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electronic mail or by first class, registered or certified mail.

4. Quorum

Thirty percent (30%) or more of the Principal Members, excluding proxies, shall be necessary for the initial establishment of the quorum for the transaction of business. For subsequent establishments of the quorum proxies shall be counted. Participation by teleconference is considered to be equal to participation in person.

If such quorum is not met at any meeting, a majority of the Principal Members present in person or by proxy shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

5. Decisions

A fifty percent plus one (50% plus one) or more vote of the Principal Members in good standing present or represented by proxies is required to pass a resolution of the Members in the following cases:

- approval of the audited accounts
- election of the Directors to the Board of Directors
- appointment of the Auditors
- approval of the minutes of the previous meeting

A two-third (2/3) or more vote of the Principal Members in good standing present or represented by proxies is required to pass a resolution of the Members in the following cases:

- revision of these Statutes
- winding up of MPEGIF
- approval of the budget and the Annual fees
- removal of a Director from the Board of Directors
- indemnification pursuant to Article 13 of these Statutes
- definition of categories of individuals who support MPEGIF's goals and will be allowed to apply for Associate Membership

6. Proxies

At all meetings of MPEGIF any Principal Member shall be entitled to vote either in person or by a duly accredited proxy. A proxy shall not be valid for more than the meeting for which it is intended to be used or any adjournment thereof. No Principal Member shall validly hold more

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than three (3) proxies.

ARTICLE 7

Board of Directors

1. Organization

The Association shall be managed by a Board of Directors which shall have three (3) Members for the foundation act of MPEGIF only and an uneven number of no less than five (5) and no more than thirteen (13) Members elected by the first General Assembly.

The President and the Vice-President are chosen among the Board of Directors.

The Secretary and Treasurer may be Directors.

Directors shall receive no salary for their services.

2. Candidates

Director Candidates are proposed to the General Assembly by the Membership and Nominating Committee.

The Directors are selected from among the Principal Members' employees.

No Member should have more than one of its employees appointed as a Director.

3. Term

The Directors shall serve terms of three (3) years staggered. The members of the Board of Directors as of 30 June 2009 shall serve a full term of three years until 30 June 2012 when they can offer themselves for re-election.

A Director may serve any number of consecutive terms of office. No Member shall have more than one of its employees or representatives on the Board of Directors at any time.

4. Removal

Directors may be removed in the following cases:

- by the Board of Directors, if the Director has been declared unsound mind or convicted of a felony
- by the Board of Directors, if the Director has failed to attend 3 consecutive Board meetings and did not provide proper justification
- by decision of the General Assembly with a two-third (2/3) majority vote

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5. Vacancies

Any vacancy in the Board of Directors should be filled until the next meeting by decision of the Board of Directors on a simple majority of the present Directors at any meeting of the Board of Directors.

The Member whose employee is chosen for filling the vacancy shall not already be represented in the Board of Directors and has to be confirmed as Director by the next subsequent General Assembly.

6. Meetings

Meetings of the Board of Directors shall be held anywhere in the world.

The President shall determine the regular meetings' time, place and the intervals between these meetings.

Special meetings shall be called by the President on at least fourteen (14) days notice prior to the meeting; the notice shall contain date, time and place of the meeting and shall be sent personally, by mail or electronic transmission, with acknowledgement of receipt.

Special meetings shall be called the same way on written request of one-third (1/3) of the Directors.

Urgent matters may be discussed by teleconference.

The requirement of notice for any meeting of the Board of Directors may be waived by the unanimous consent of the members of the Board of Directors. A Director may evidence such consent by a writing delivered to both the President and Secretary at or prior to such a meeting by mail or electronic transmission, with acknowledgement of receipt, or by the vote of such Director at the time of such meeting.

7. Quorum and majority

Any transaction of business is possible as soon as a simple majority of all the Members of the Board is present.

Other decisions than sanctions against Members are taken on a simple majority vote of the present Directors.

Sanctions against Members, including removal, are taken on a two-third (2/3) majority vote of the present Directors.

The President shall cast the deciding vote in case of a tie.

Any action which may be taken at any meeting of the Board of Directors may be taken without a

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meeting by unanimous written consent of the Directors which consent shall be delivered by each Director to both the President and Secretary by mail or electronic transmission with acknowledgement of receipt.

8. Powers

The Board of Directors:

- interprets and administers these Statutes, other documents and agreements related to MPEGIF
- supervises the good execution of these Statutes
- manages the properties and business of MPEGIF
- proposes the budget to the Members and manage the planned expenditure defined within the budget
- sets the fee's annual scale or provides a pro-ration fee for new Members to accommodate the financial year - all so that the fees for any class of Membership is easily affordable by all Members and is thus non-discriminatory
- determines the rights and obligations of non-voting Members
- sanctions Members
- drafts the annual report of MPEGIF for the General Assembly
- represents MPEGIF
- calls the meetings of the General Assembly
- elects employees of Members to fill vacancy in the Board of Directors until confirmation or replacement
- elects Officers, prescribes their duties except otherwise provided by these Statutes and may remove them
- sets up and controls
 - a) Standing Committees other than those foreseen in these Statutes,
 - b) special Committees as may be found necessary or desirable to carry out the objects and purposes of MPEGIF,
 - c) Working Groups
- and determines their powers, duties and responsibilities, if they are not already set up by these Statutes
- orders the publication of documents proposed by the Working Groups

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- acts within and according to the provisions of these Statutes

ARTICLE 8

Officers

1. Organization

The Board of Directors shall elect the Officers after the Annual Meeting of the General Assembly.

The Officers shall be:

- the President
- the Vice-President
- the Secretary
- the Treasurer

The President and the Vice-President are automatically Officers.

The Secretary and the Treasurer may be the same person or their offices may be filled by the Vice-President.

The Officers shall receive no salary for their services, but may be reimbursed for reasonable expenses incurred in the processing of their duties for MPEGIF provided such reasonable expenses have been approved in writing by the Treasurer and another Director prior to being incurred.

2. Term

Officers shall hold their offices for one (1) year or until their successors are chosen. If they are Directors, the rules of Article 7 Paragraph 3 shall be applied accordingly.

3. Removal

Officers may be removed by resolution of the Board of Directors. No indication of cause is necessary for the removal.

4. Vacancies

In case of death, resignation, removal or disqualification of any Officer, the vacancy shall be filled by the Board of Directors. If the Officer is a Director, the rules of Article 7 Paragraph 5 shall be applied accordingly.

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5. President

The President shall:

- preside over the General Assembly and the Board of Directors
- call the meetings of the Board and determine the intervals between the regular meetings
- propose the agenda
- oversee the execution of the General Assembly's and Board of Directors' resolutions
- automatically be a member of standing and special Committees

6. Vice-President

In case of the President's impediment, the Vice-President shall:

- perform all the duties of the President
- exercise all the power of the President

The Vice-President shall also perform all other duties prescribed by resolution of the General Assembly, the Board of Directors or these Statutes and be automatically be a member of Standing and special Committees.

7. Secretary

The Secretary shall:

- keep the complete list of references (names, addresses, etc.) of MPEGIF's Members and of their employees interested in MPEGIF
- attend all the General Assembly's and Board of Directors' meetings
- keep a correct record of all the transactions in these meetings in a minute book belonging to MPEGIF
- be the custodian of the corporate records, except those pertaining to the office of the Treasurer
- send out notice of meetings to every Member
- conduct all correspondence, except correspondence pertaining to the office of the President, the Vice-President or the Treasurer
- perform all other duties and orders prescribed by the Board of Directors, the General Assembly or these Statutes
- keep or cause to be kept a copy of the Statutes, as amended to date, at the seat of

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MPEGIF.

8. Treasurer

The Treasurer shall:

- disburse, collect and receive any money due and belonging to MPEGIF
- manage the deposits of MPEGIF under the supervision of the Board of Directors and as designated by it
- notify the Secretary of any Member's delinquency relating to its payment obligations
- draft the annual financial report of MPEGIF for the Board of Directors prior to the Annual General Assembly
- maintain the financial records of MPEGIF according to the Generally Accepted Accounting Principles (GAAP) and Swiss law.

9. Signature

Except as provided elsewhere in these Statutes, all documents which purport to bind MPEGIF must be signed by the President and another Officer.

ARTICLE 9

Advisory Committees

1. Organization

MPEGIF has in particular standing and special Advisory Committees as described hereinafter.

Each Committee shall have one (1) Member at least, who is a Director and chairs the Committee.

2. Quorum and votes

The quorum for the transaction of business in a Committee is the simple majority of its present members which are Principal Members.

Advisory Committees take their decisions on a simple majority vote of their present Members.

Directors in Advisory Committees have no voting rights.

3. The Membership and Nominating Committee

This Committee shall:

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- review the qualifications of each applicant for Membership
- recommend the approval or rejection of each application by the non-discriminatory application of published objective non-discriminating criteria
- propose nominees for election to the Board of Directors taking into account the requirements for a balanced geographical representation
- propose nominees for all Officer positions to be filled by the Board of Directors

4. The Finance and Audit Committee

This Committee shall within the financial year (July 1st of the running to June 30th of the following year):

- review the account and finance of MPEGIF and prepare the audit report for the Board of Directors
- propose to the Board of Directors the revised schedule of fees to be paid by the Members of MPEGIF
- recommend an annual budget
- recommend auditors for appointment by election to the Board

ARTICLE 10

Working Groups

1. Organization

The Board of Directors establishes Working Groups to accomplish the mission and facilitate the strategic goals of MPEGIF.

Each Working Group shall consist of Members of MPEGIF.

Currently, MPEGIF is running the following Working Groups:

1.1 Technology & Engineering Working Group

The Technology & Engineering Working Group facilitates a dialogue on new and emerging technologies and corresponding standards across the industry amongst researchers, engineers and developers from member companies and partners supported administered and moderated by email discussion lists.

1.2 Interoperability & Compliance Working Group

The Interoperability & Compliance Working Group provides a framework to verify compliance with industry standards and interoperability between equipment. This Working Group also administers the MPEGIF Logo Qualification Program to promote recognition of MPEG-compliant products in the

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marketplace. It is also responsible to coordinate industry liaisons with complementary qualification, certification and testing programs offered by other industry bodies or associations.

1.3 Marketing & Communication Working Group

The Marketing & Communication Working Group facilitates outreach to new members and the industry at large to impart the agreed messaging from all MPEGIF Working Groups. This Working Group also plans and produces the MPEGIF Master Class Series, which promotes education, information exchange and dialog to the broader industry outside of the membership. It is also responsible for Industry Newsletters that promulgate latest relevant information supporting the charter of the forum as well as online and print information resources for the industry to facilitate wider understanding on the development and deployment of standards based technology as well as to promote products and services of members and partners.

2. Procedures and vote

The work of the Working Groups is regulated by the Procedures for Working Groups.

ARTICLE 11

Logo

MPEGIF shall have a Logo. The MPEGIF Logo shall be used by Members and third parties in accordance with published guidelines

ARTICLE 12

Liability

For its obligations MPEGIF is liable with its assets only.

The Members Officers and Directors are not liable for the debts, actions/inactions of or on behalf of MPEGIF, provided such actions/inactions are in accordance with the Statutes and/or directions of the General Assembly or the Board of Directors.

ARTICLE 13

Indemnification

To the fullest extent permitted by law and these Statutes, MPEGIF shall indemnify its Directors, Officers and other persons, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with their correct execution of their duties prescribed herein.

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On written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board of Directors shall recommend indemnification to the General Assembly. If the Board of Directors cannot recommend indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call the General Assembly. At that meeting, the Members shall determine whether the applicable standard of conduct has been met and, if so, shall authorize indemnification in accordance with this article.

ARTICLE 14

General provisions

1. Annual fees

Annual membership fees will be determined by the Board of Directors as defined in Article 4 and presented for approval of the membership during a duly convened General Assembly.

2. Term of MPEGIF

MPEGIF shall terminate and shall be wound up on June 30, 2015 unless such date is extended by a two third (2/3) vote of the Principal Members pursuant to Article 6, Clause 5 hereof. Notwithstanding the foregoing, the Board of Directors shall have the authority to extend the expiration and termination date by such reasonable period of time as is necessary to complete an orderly wind up of the organization, settlement of its accounts and distribution of its assets; provided, however, that the only business of MPEGIF conducted during such extension shall be the winding up of the organization.

3. Dissolution

Should MPEGIF be wound up, the balance of its assets shall, after deduction of debts, not be returned to the Members in proportion of their contribution, but be donated to a not-for profit goal, the members explicitly renouncing any payment from the net assets remaining after liquidation of MPEGIF's property.

4. Antitrust Policy

Each Member acknowledges that the Members are committed to fostering competition in the development of new products and services. The Members further acknowledge that they may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust or competition law or regulation in any jurisdiction. Accordingly, each Member hereby assumes

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responsibility to provide appropriate legal counsel to its representatives acting under this Agreement regarding the importance of limiting their discussions to subjects that relate to the purposes of MPEGIF and avoiding discussions of matters relating to product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or other competitively sensitive issues, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

5. Amendments to the Statutes

The effective date for amendments to these Statutes shall be the date such amendments are duly enacted by the General Assembly in accordance with Article 6, Section 5, unless stated otherwise in the amendment or the General Assembly resolution enacting such amendment. All members shall be bound by any duly enacted amendments to these Statutes.

Duly signed as enacted by the General Assembly on April 30, 2009

Sebastian Moeritz, President Signature_____

David Price, Vice President Signature_____

For acceptance

Name _____ Signature_____

Company _____

Date _____