

Rules of the Company

UKCTA'S primary objective is to ensure that the UK fixed communications market becomes genuinely competitive, an environment that maximises investment and innovation by all competitors and one that is free from undue discrimination. To achieve this primary objective UKCTA shall amongst other things:

afford its Members an opportunity for inter-changing opinions and discussing matters affecting the fixed communications sector and to co-operate with other associations or companies on matters of common interest;

provide a representative negotiating body to meet with regulators, Government and other interested parties in the sector;

prepare and submit position papers and other documentation bearing upon the business of the sector; and

confer, consult and maintain contact with any company or association, society firm or partnership having objects in whole or in part similar to those of UKCTA in respect of matters within the objects of UKCTA.

Membership

Membership is open to companies who provide fixed communications services in the UK and who confirm their support for the primary objective of UKCTA that is to:

represent, promote, encourage, foster and develop the interests of undertakings which own fixed electronic networks and are engaged in the provision of fixed electronic networks and services and such other business activities as may from time to time be considered by the Company to be compatible and which do not enjoy Significant Market Power within any relevant call origination telecommunications market within the UK as a whole (except the Kingston upon Hull area) for the purposes of The Electronic Communications (Market Analysis) Regulations 2003 (hereinafter called "the Sector") and to promote research connected therewith¹

¹ Edited extract from the Memorandum of Association of the Company

Member applications will be considered by the Board on a case-by-case basis.

Every applicant shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

Every Member of the Company shall be bound to observe the Memorandum and Articles and the Rules.

Where an application for Membership is accepted the applicant shall become a Member from the date of acceptance.

Fees

Annual Membership Fees shall be agreed each year at the Annual General Meeting.

The Membership year shall run from 1st January to the 31st December.

New Members shall pay such Annual Membership fees within 45 days of their admission to Membership.

Members shall pay such Annual Membership Fees on such dates as shall be specified by the Members at the Annual General Meeting.

New Members joining after 1st July shall pay such membership fee as the Board shall determine on a case by case basis

The Board may by written notice expel or suspend (in its sole discretion) a Member if the Member defaults in the payment of Membership Fees or any other monies due to UKCTA.

Conduct of Business General Principles

Each Member shall nominate and notify the Secretariat of a 'Main Contact' and nominated alternate contact for the purpose of member communication.

UKCTA Members will work to ensure that wherever possible consensus is achieved when responding to public consultations. The Standing Committees will work to ensure focussed intervention in public regulatory debate by UKCTA, prioritising on the key issues and principles for its Members.

Wherever possible UKCTA will forward a plan to identify key issues and the possibility of consensus and agree key messages whilst ensuring that the working practices allow for open internal debate and meet external deadlines and schedules.

Early identification of key issues areas is vital. The Secretariat will maintain a *List of Current Issues*. Any changes to the List of Issues must be notified to all Members on a monthly basis.

UKCTA will focus responses to public consultations and contact with regulators and Government bodies on the key issues upon which its Members agree.

Members will decide if there is a need for external communications. Members will be guided on this by the Standing Committee/Working Group with responsibility for the particular issue and the Board. Without exception, all UKCTA documents shall remain confidential until external communication is agreed. All external communications must in the first instance be organised by the Secretariat. Individual Members shall not release any UKCTA documents which have not already been published.

As a matter of course, all documents placed on the Members password protected section of the website shall be considered confidential and not for publication to third parties. Guidance on the confidential status of documents can be sought from the Secretariat.

Process for agreeing UKCTA position papers

All issues must first be identified and included in the List of Current Issues.

The relevant Standing Committee/working group will prepare a 1-page outline on the issue in executive summary bullet point form. This outline will:

- Identify the key issues
- Propose (in overview) the UKCTA response
- Identify a timeline for preparation and sign off of an agreed UKCTA response
- Identify the Member representatives working on the response.

The outline document will be circulated via the Secretariat to all Members for open debate no less than **5 working days** before the date agreed to discuss the issue/matter. Member representatives working on the issue will make themselves available at the monthly meeting to answer questions and to debate the issue.

If there is agreement at the monthly meeting or an alternative subcommittee meeting a full response will be drafted within timescales that allow for final review by all Members. If this requires external advice being procured, the members will be notified of the costs in parallel with the Board being asked to approve such costs. In the event the Member(s) disagree(s) with the spending of the costs, this shall be notified to the Secretariat and the Board.

The draft shall be circulated to Member Company main contacts and the relevant Standing Committee.

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If Members at monthly meeting are not able to agree a unanimous position, they can decide to deal with the issue in an alternative manner, and the decision shall be minuted. If there are conflicting views The Secretariat will liaise with the relevant Standing Committee and Main Contact for each of the Member Companies to facilitate a way forward that is acceptable to all. A record of any non-standard arrangements will be kept as an Annex to the List of Current Issues.

In the event that Members are unable to agree following Secretariat facilitation, no UKCTA response will be submitted. A record will be maintained of decisions not to publish or submit an UKCTA response to a consultation.

Expedited Process

If time limits do not permit an issue to be put before Members at a monthly meeting the following expedited process will apply:

The relevant Standing Committee/working group will prepare a brief outline on the issue in executive summary bullet point form. This outline will:

- Identify the timescales for sign off of any response
- Identify the key issues
- Propose (in overview) the UKCTA response
- Identify the Member representatives working on the response.

The outline document will be circulated via the Secretariat to all Members for open debate via email, conference call or meeting.

The Secretariat and Standing Committee Chair will work together to ensure all interested parties are aware of any proposals to submit a response or publish a paper.

If one or two UKCTA Members are unable to agree with all other Members, an UKCTA response can be agreed whilst identifying that named Members do not support the UKCTA position and may be submitting a separate response.

If two or more conflicting views exist that prevent the Members agreeing a unanimous position, the Secretariat will liaise with the relevant Standing Committee and Main Contact for each of the Member Companies to facilitate a way forward that is acceptable to all to enable the preparation of an UKCTA response (which may include the alternative views of

Members). A record of any non-standard arrangements will be kept as an Annex to the List of Current Issues.

In the event that none of the above is possible Members will agree that no UKCTA response will be submitted.

General Administrative Processes

The Secretariat is responsible for the day to day management of UKCTA covering in particular:

The arrangement of meetings

Preparation of minutes of monthly meetings

The maintenance and updating of the website and UKCTA email distribution lists

Coordination and sign off and publication of policy papers and other forms of communication with 3rd parties.

Liaison with the Main Contact (or notified alternate) for each member company on all administrative matters.

These Rules will be reviewed on an annual basis (taking into account the views of Members and key external stakeholders such as Ofcom).

All Members acknowledge their obligations with regard to Article 81 of the EC Treaty (Article 81) and section 2 (the Chapter I prohibition) of the Competition Act 1998. For guidance Members are referred to the Office of Fair Trading guidance booklet - Trade associations, professions and self-regulating bodies – Understanding Competition Law.²

² http://www.offt.gov.uk/shared_offt/business_leaflets/ca98_guidelines/oft408.pdf