

## MEMBERSHIP POLICIES

TM Forum is a neutral nonprofit corporation, and this document is your guide to the framework of policies and Bylaws we rely on to help maintain and protect a productive climate of open and effective collaboration for every Member.

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### [Our Objectives](#)

TM Forum is a nonprofit member association serving the global telecom, media and technology sectors. TM Forum Members include digital service providers, connectivity service providers (including mobile and fixed network operators), cloud computing and related digital infrastructure providers, software and equipment suppliers, systems integrators, analyst and consulting firms, and academic institutions. The Forum provides its Members a neutral platform to innovate, co-create, and disseminate industry standards, best practices and business know-how which enable the growth and positive societal impact of a competitive open digital economy.

### [The laws and structures that protect us](#)

TM Forum was formed as a New Jersey Nonprofit Corporation on July 25, 1988. We have tax-exempt status under the U.S. Internal Revenue Code Section 501(c)(6), as an organization existing as a business league for the improvement of business conditions. Our business is dedicated to the mutual benefit of Members and for the advancement of the global information and communications technology industry, not for the financial profit of individual Members. Consequently, we operate under the laws of the State of New Jersey and the United States, and these laws govern our Bylaws, which aim to create a level playing field for all.

## Governance

Bylaws. The [Bylaws](#) are the written rules that control the internal affairs of the organization. TM Forum's Bylaws are governed by the laws of the State of New Jersey.

Board of Trustees. The TM Forum Board of Trustees operates under the Bylaws and the laws of the State of New Jersey and as such is a supervisory board responsible to Forum Members for the conduct of the organization. Board members have a duty of care to TM Forum and are accountable for its fiduciary and operational well-being and the success of its strategic initiatives. TM Forum's membership represents many different constituencies and geographical regions, and a goal of TM Forum is for its Board to represent them. Any Corporate Member may nominate a suitable candidate to be a Board member. The nominations process is overseen by the Board Appointments & Governance Committee.

Each year at the Annual Meeting of Members, Corporate Members in good standing vote to appoint a Slate of Trustees. Each Trustee is sponsored by a Corporate Member and serves a term of two years, except for "Independent Trustees," who the Board may recommend for appointment at its discretion. Independent Trustees, while lacking a Corporate sponsor, are individuals with significant industry experience and a long-standing relationship with the Forum.

Board Committees. The TM Forum Board Committees are comprised of smaller groups of Trustees and other designees. The Committees advise the Board on specific areas of operations. The current Board Committees are:

- Chair's Committee
- Appointments & Governance Committee
- Finance & Commerce Committee
- Collaboration Subcommittee

Advisory Boards and Councils. Advisory Boards and Councils provide the Board of Trustees and TM Forum staff with expertise and experience that enrich decisions and play a useful role in leading project activities where appropriate.

Details of current Advisory Boards and Councils and their terms of reference can be found at the [TM Forum website](#). Members who are interested to join an Advisory Board or Council may make an application to TM Forum's CEO at [ceo@tmforum.org](mailto:ceo@tmforum.org).

## Property rights

Subject to any rights a Member may have under the IPR Policy, all property owned by TM Forum is owned by TM Forum as an entity, and no Member has any ownership interest in such property in its individual name.

## **Fair Membership for all**

We believe the broadest and most diverse mix of Members is the best way to bring together the widest possible range of skills, knowledge and experience to solve common challenges and advance our industry.

### Conditions of prospective TM Forum Membership

1. Eligibility. Any reputable entity, limited liability company, partnership, corporation, university, or government body with an interest in our Objectives is eligible to apply.
2. Groups. If two or more entities who are eligible for membership share common control (direct or indirect), they will be viewed as a Group and will have only one Corporate Member with other related Members designated as

Subsidiary Members.

3. Application. Our application for membership can be found here: [Application](#).
4. Approval. All eligible applicants will be screened for compliance with U.S. trade sanctions and must provide proof of annual revenue to enable us to calculate Annual Dues. We will maintain the confidentiality of this information.
5. Dues. Any Annual Dues and Special Assessments (if any) are payable on approval.
6. Binding Policies. By paying Annual Dues and/or signing a Membership Agreement, every new Member agrees to comply with our Bylaws, IPR Policy, and Anti-trust Policies & Guidelines (which are subject to amendment by the Board from time to time).
7. Agreement. TM Forum will execute a Membership Agreement for every new Member.

### Obligations of TM Forum Membership

Every Member must:

1. Comply with all TM Forum Bylaws.
2. Comply with our IPR Policy.
3. Comply with our Antitrust Policies & Guidelines.
4. Make timely payment of Annual Dues, Special Assessments (if any), and other fees (for training, Catalyst, et al.).
5. Actively participate in and support the work of TM Forum, including attending and participating in the Annual Meeting of Members.
6. Appoint individuals as contact and liaison points to TM Forum as set out in these Policies and maintain accurate and up-to-date contact details.
7. Agree to be listed in the Member Directory. In some circumstances, a Member organization may wish to opt out of public listing. TM Forum and the Member organization must mutually agree to any opt-out.
8. Provide TM Forum with any information on known U.S. trade sanctions violations by the Member, its Affiliates, directors, officers, controlling shareholders, or key employees.

### Changes in Membership status

Members may experience events that affect their membership status. Procedures for handling events such as mergers, acquisitions, and bankruptcy can be found in the Bylaws. Our Membership team will work with any affected Members to find an appropriate resolution.

### Withdrawal

Members may withdraw from the TM Forum Membership at any time by submitting a written resignation to the Secretary of TM Forum at [secretary@tmforum.org](mailto:secretary@tmforum.org); however, no Annual Dues, Special Assessments, or other fees can be refunded upon withdrawal. Annual Dues for the forthcoming year must still be paid unless a written resignation is received by the TM Forum Secretary at least sixty (60) days prior to the renewal anniversary.

### Membership made for every Member

We offer three different Membership Classes:

#### Membership Classes and Rights

1. Corporate Members are the primary category of membership in TM Forum and have the right to vote to approve the Slate of Trustees presented at the Annual Meeting of Members, initiate a Collaboration Project as a sponsor, and vote to approve TM Forum Standard Final Deliverables. Additional privileges and entitlements are specified in the Bylaws.
2. Subsidiary Members are companies in which a Corporate Member (the parent) has a controlling interest as determined by the TM Forum Board Secretary. Subsidiary Members have limited rights as specified in the Bylaws.
3. Affiliate Members receive a complimentary TM Forum membership. Typically, they are nonprofits, universities, liaisons, and distinguished fellows who share strategic interests with the Forum, and they are approved by the Secretary on a case-by-case basis. Affiliate Members must have an internal Forum sponsor and have limited rights as specified in the Bylaws.

### **Fair fees for all**

We charge membership fees to cover the costs of operating the Forum. To ensure we are financed in the fairest way possible, we charge different fees based on Member company size. These fees also enable fee-free membership for Affiliate Members such as nonprofits and universities.

#### Membership Levels and Annual Dues

Annual fees for each membership category are based on total annual revenues for the Member's last fiscal year.

There is a one-time 20% onboarding fee for new Members.

Subsidiaries of current Corporate Members may qualify for discounted annual membership fees. Corporate Members with a significant number of subsidiaries may qualify for a Group Membership package.

TM Forum will notify Members of any changes in Annual Dues in writing and update schedules on the [TM Forum website](#) before the start of the TM Forum fiscal year.

### **Ensuring fees are correct**

Ensuring every fee is correct, properly represents each Member companies' revenue, and is paid in full and on time, is vital to our shared principles of fairness and transparency.

#### Assessment of company size and Membership Classes

Upon joining, Members must provide sufficient information on their revenues to allow TM Forum to assess their Membership Class and Annual Dues membership category accurately. Members must also notify the TM Forum Secretary of a material change in their annual revenues or ownership, which would cause their membership category or class to change. To maintain accurate records, TM Forum reserves the right to periodically request annual revenue information. Revenue information that is not publicly available is always treated as confidential.

#### Payment terms

TM Forum's standard payment terms are net thirty (30) days. Under Article 7.6 of the Bylaws, all payments made to TM Forum must be free and clear of any current or future withholding taxes because as a tax-exempt organization under the U.S. federal tax code, TM Forum does not benefit from any international tax treaty or agreement.

## Maintaining our connections

Well-defined human channels of communication with every Member are essential to fulfilling our collective purpose.

### Member Contacts

Each Corporate Member must designate an individual as the point of contact with TM Forum for each of the roles listed below. The same individual may serve as contact for multiple purposes. A Subsidiary Member is entitled to designate their own points of contact, independently of their Corporate Member parent. A Subsidiary Member's Principal Contact has all the responsibilities of a Principal Contact excluding voting rights under the Bylaws.

1. Principal Contact. The primary point of contact between TM Forum and a Member—a day-to-day champion for the Member's successful use of their membership.
  - a. The Principal Contact of a Corporate Member represents and votes on behalf of the relevant Member at the Annual Meeting of Members. No person other than the Principal Contact may represent or vote on behalf of a Member at these meetings unless in agreed in writing with the Chair and in accordance with the Bylaws.
  - b. The Principal Contact nominates individuals who act as a contact and liaison point for various functions within TM Forum as described below.
2. Administrative Contact. The principal point of contact concerning financial and administrative matters.
3. Technical Contact: The principal point of contact concerning technical matters. The appointed Technical Contact is permitted to vote on the approval of TM Forum Standards Final Deliverables with written authority of the Principal Contact.
4. Marketing Contact. The principal point of contact concerning marketing matters.
5. Intellectual Property Contact. The principal point of contact concerning intellectual property matters, and the "Designated Representative" as required by the IPR Policy. This contact is required to approve participation in Collaboration Project Teams and execution of implementation licenses of a TM Forum best practice or standard, as defined in Sections 4 and 7 and Appendices A and D of the IPR Policy.

Each Member is responsible for maintaining up-to-date contact details via TM Forum's website and notifying the Secretary of any change to the Principal Contact.

A TM Forum Trustee is not precluded from acting as Principal or other contact for a Member, provided such individual observes the TM Forum [Code of Ethics](#) and understands the potential conflicts the dual role poses. All Trustees have a fiduciary duty to act in the best interests of the Forum.

## Together for our organization

Technology can bring us together when we can't meet face to face, and when it comes to sharing our annual progress, mapping our future and the casting of Corporate Member votes, we depend on technology to bring together as many Members as possible for the Annual Meeting of Members. Attendance to this meeting is critical to transact important Forum business.

### [Annual Meeting of Members](#)

At the Annual Meeting of Members, TM Forum Trustees and Officers provide the Membership with an update on the Forum's finances, membership engagement, strategic progress for the previous year, and the outlook for the coming year. Corporate Members also vote to appoint a Slate of Trustees and appoint the auditors for the Forum's annual external audit. Prior meeting minutes, meeting materials, and recordings of past meetings are available on the TM Forum website.

### [Ensuring competitors can collaborate](#)

We have structures in place to enable Members to benefit from working together openly without compromising their rights to healthy competition, Intellectual Property ("IP"), or commercial success.

#### [Antitrust - Policy on competition](#)

Under our Bylaws and supporting our Objectives, Members are individually and collectively committed to open competition in the development of products and services, and not restricted in any way from designing, developing and/or marketing hardware, software or any other products or services. Members are not obliged to implement or use specific interoperable solutions or other technology standards that may be developed or promoted by TM Forum. Members are not permitted to discuss prices, quantity or quality of production levels, methods or channels of distribution, markets, customers, or any other topic which could have an adverse impact on national or international competition or trade, or which could violate any national or international law regarding competition or trade. We have adopted [Antitrust Policies & Guidelines](#) to ensure compliance with domestic and international antitrust laws.

#### [Policy on intellectual property rights \("IPR Policy"\)](#)

We are a neutral organization committed to facilitating co-innovation. Our [IPR Policy](#) was developed with legal representatives from Member companies to protect the commercial interests of Members during Collaboration Projects. In addition to the protection provided by our IPR Policy, we have implemented technical and procedural safeguards to allow Members and other participants to control what IP, if any, is shared during the collaboration process.

#### [Compliance with U.S. export controls and economic sanctions](#)

As a U.S. organization, we are required to comply with U.S. export controls and economic sanctions. Export controls may restrict transactions involving tangible and intangible items across borders or to certain individuals. Economic sanctions include various measures to restrict cross-border business transactions. Several U.S. federal agencies manage these rules and regulations. We monitor these measures and evaluate their impact on our Members regularly as part of our compliance program. To maintain compliance, Members are obligated to disclose any key individuals acting on their behalf who are affected by any export controls or sanctions.

### [Collaboration that knows no bounds](#)

Collaboration, co-creation and co-innovation by our Members is the lifeblood of our collective success. We also value interactions with non-Members, particularly customers of our industry who can provide significant benefits to our work.

#### [Industry Conferences and Meetings](#)

Our industry conferences, meetings, and training provide powerful opportunities for in-person and digital interaction throughout the year for all of us to discuss and disseminate the work we do together at TM Forum. These events are open to Members, and in some instances, non-Members. The extent we interact with non-Members and outside entities

is governed by the following principles.

### Policy on Interactions with Interested Parties

1. From time to time, TM Forum may interact with non-Member Interested Parties, such as standards development organizations, industry associations, government agencies, public, or private groups. TM Forum may “interact” with Interested Parties by, for example, combining resources to pursue a common goal, sharing information to align standards and avoid duplicative work across the industry, extending invitations to TM Forum meetings and events, and permitting participation in Collaboration Projects that are open to non-Members.
2. All interactions with Interested Parties must benefit the TM Forum Membership, be consistent with the Objectives of the Forum and remain consistent with the Bylaws.
3. Proposed interactions with Interested Parties will be reviewed and approved by the TM Forum CEO or their designee. The principal criteria for consideration is:
  - a. The relevance of the Interested Party’s expertise to the issues addressed by the Forum.
  - b. The capacity to make meaningful contributions to the work of the Forum, at the required speed.
  - c. Demonstrated interest in furthering the Objectives of the Forum and solving problems faced by the industry, and a commitment to the Forum’s principles of open collaboration.
4. Where an Interested Party interacts with the Forum through participation in a Collaboration Project that is open to non-Members (presently Catalyst only), such interaction requires no further consideration, provided the Interested Party agrees to be bound by the IPR Policy, executes any required releases and licenses, and fulfills all other requirements for participation.
5. If a non-Member intends to participate in a Collaboration Project under an alternate arrangement, TM Forum shall negotiate terms that protect the interests of the Forum and its Members, in particular their respective intellectual property rights. Members participating in the affected Collaboration Project shall have an opportunity to review the arrangement and object to the non-Member’s participation.
6. Participation by a non-Member Interested Party in any TM Forum meetings, events, or Collaboration Projects does not guarantee future TM Forum membership.

### Participation that works for everyone

Ensuring every Member can contribute in the most productive way during Collaboration Projects is central to our shared success, and our Code of Practice is designed to support that.

### Code Of Practice for Collaboration Projects

1. Collaboration Projects (or “Projects”) refers to all collaborative programs facilitated by TM Forum. Guidance on specific types can be found at:
  - Member Projects (Members only): <https://projects.tmforum.org/wiki>
  - Catalyst (non-Members permitted): <https://www.tmforum.org/collaboration/catalyst-program/home/>
  - Open APIs (Members only): <https://www.tmforum.org/oda/implementation/open-apis/>

2. Governing Documents. All Team Participants must abide by the TM Forum [Bylaws](#), including the [IPR Policy](#), the [Antitrust Policies and Guidelines](#), and published operating guidelines approved by the Board, its Committees and Subcommittees.
3. Collaboration Project Approval. The TM Forum CTO, or their designee, reviews and approves all proposed Collaboration Projects, in consultation with the Collaboration Subcommittee. TM Forum staff resource allocation to approved Projects will reflect the strategic priorities of TM Forum in accordance with the Strategic Plan.
4. Project Charter (or “Charter”). Each Project will operate under a Charter approved by the TM Forum CTO or their designee. Specific commitments and deliverables required from Team Participants are documented in the Project Charter.
5. Team Participants. The criteria for Team Participants are as follows:
  - Represent a Member company in good standing;
  - Attend the majority of scheduled Project calls and meetings (approximately 80%);
  - Actively and constructively contribute to the Project, working collaboratively with other Team Participants to achieve the objectives detailed in the Project Charter;
  - Maintain support of Project participation time from their companies;
  - Have knowledge or expertise considered relevant to the Project;
  - Attend showcase events as needed; and
  - Fulfill any additional obligations as required under the Project Charter.
6. Collective Action. Team Participants are required to collaborate in the interests of TM Forum, their Member companies and the wider industry. This requires timely, quality collaborative work, and Team behavior must be built around collective action to meet Project objectives.
7. Conduct of Project Team Leaders. Team Leaders are responsible for planning, executing, and promoting Project activities as well as ensuring the Project is developed in line with the IPR Policy. Team Leaders are expected to effectively manage meetings with progress towards agreed collective objectives, avoiding protracted or circular debates wherever possible. While all Team Participants are allowed to express their viewpoint, Team Leaders should curtail filibustering or long-winded argument by calling for a vote on the issue or escalation to the TM Forum CTO (or their designee).
8. Attendance. Regular attendance is crucial for successful Projects. Repeated absences may be grounds for exclusion from a Team. Team Participants unable to attend a meeting should notify the Team Leader in advance and provide any meeting deliverables prior to the scheduled meeting time.
9. Meeting Notes. Meeting notes must be recorded for each meeting and stored and distributed via the community environment. These notes serve as the formal record of all decisions and actions agreed by the Project Team, including reference to the IPR process under the IPR Policy.

10. Consensus. Team Participants should make all reasonable attempts to achieve consensus decisions on all aspects of Project deliverables. If a Project Team is unable to achieve consensus after a reasonable discussion period, the Project Team will vote under the rules described in Section 11. Team Participants may, by majority vote, decide to exclude the input of occasional participants (who do not meet the criteria for team Participants) if it is not beneficial for the Project, its deliverables and milestone dates.
11. Voting, Adjournment, and Proxies
- Eligible votes. Only Team Participants named in the Project Charter can transact business. Each Corporate Member is limited to one (1) vote. A Subsidiary Member is entitled to vote if its Corporate Member is not participating on the Team.
  - Quorum. A simple majority (over ½) of all Team Participants, eligible to vote and in good standing shall be necessary to hold a meeting and transact business.
  - Majority. Provided there is a quorum, a simple majority (over ½) of those persons present and eligible to vote at a meeting, either in person or represented by proxy, is required to take a decision.
  - Adjournments. Eligible persons present in person or by proxy and in good standing shall have the power to adjourn the meeting without notice other than an announcement at the meeting of the time and place to which the meeting is adjourned. At any such adjourned meeting any action may be taken which might have been transacted at the meeting as originally noticed.
12. Due Dates. The Team should agree on due dates for deliverables from Team Participants. If a due date cannot be met, the Team Participant responsible must inform the Team as soon as possible, to allow the Team to provide assistance in timely delivery.
13. Project Workspace. TM Forum provides each Project with a discussion forum and associated workspace, where meeting notes, working and completed documents, and a history of the Project's activities are posted.
14. Member Resources. Resources committed by a Member to a Project should be documented in the Project Charter.
15. Timely Action. Individual Team Participants whose late actions regularly hinder a Project's progress may be excluded from further participation.
16. Feedback. We encourage constructive feedback on contributions and work in progress; these should be accompanied by editorial proposals (e.g., revised text, diagram changes, etc.) and documented in the Project workspace. Feedback should remain positive and focus only on the work of the Project. Negative comments not accompanied by constructive suggestions are grounds for exclusion from the Team.
17. Discussion Limits. Team Leaders and TM Forum staff may moderate discussion time and Team Participant's speaking time to remain on schedule. Limits on speaking time during Team calls or meetings are more likely to be applied for comments that are either i) not provided in advance of the requested due date before the call or meeting, or ii) without specific editorial proposals intended to advance the content of a deliverable. Topics and additional discussion may be deferred for online community discussion, additional Team communications between

regular meetings, or future meeting agendas. If a Team Participant feels that a particular topic deserves urgent attention, then that issue should be presented to the Team Leader ahead of the group meeting, to determine the time when it can be discussed or the method of discussion (i.e., via online community or during the meeting).

18. Diversity, Equity and Inclusion. The strength of our Collaboration Projects is their ability to bring together diverse individuals from many different nationalities and cultural backgrounds. Every Member is required to be mindful of our differences and behave respectfully, courteously and professionally at all times, in all interactions, to promote inclusivity, productive contribution and engagement for all. Disrespectful and discourteous behavior undermines our purpose and may result in permanent exclusion.
19. Exclusion. Failure to adhere to this Code of Practice may result in exclusion from future Collaboration Projects at the discretion of TM Forum's CTO.

### **Standardizing success for all**

At the heart of our collective output are the assets and standards we create to improve efficiency, customer experience and the competitiveness of our industry. These innovations are adopted via a democratic 'one Corporate Member, one vote' process.

#### Adoption of TM Forum Standard Final Deliverables

Our Members work together to solve industry challenges through Collaboration Projects. Deliverables produced by these Projects are then adopted as TM Forum Standard Final Deliverables as described below, before being made available for all Members to use.

- Deliverables are submitted to Members for evaluation after Collaboration Project Teams vote to do so.
- Corporate Members have fifteen (15) days to respond with comments during the evaluation period.
- If an asset is not rejected during the evaluation period, it is slated for adoption as a TM Forum Standard Final Deliverable, Corporate Members will have an additional fifteen (15) days to vote to adopt the asset as a TM Forum Standard Final Deliverable.
- Upon adoption, a TM Forum Standard Final Deliverable will be made available to all Members.
- Approval by the TM Forum CTO, in consultation with the Collaboration Subcommittee, is required to make a Standard Final Deliverable available to non-Members.

Approved: TM Forum Board of Trustees, March 7, 2023