

THE AGREEMENT

OF

PHS MoU Group

Revision 5.0



PHS MoU Group

THIS AGREEMENT, or MEMORANDUM OF UNDERSTANDING in respect of Personal Handy- phone System (PHS) is hereby entered into by the undersigned on the date last written below:

1. Objective

The Objective of this Memorandum of Understanding (“PHS MoU”) is to introduce, operate and spread, on a world-wide basis, the personal handy- phone system (PHS) described in ITU-R Rec M1033 APPENDIX 6, and to thereby contribute to the improved convenience of telecommunications users and to the consequential benefit of the people of the world (the “Objective”).

The Objective is based upon the open technical specifications of PHS and upon the recognition of the great potential of PHS – in the rapidly and globally expanding area of mobile telecommunications – to economically realize mobile telecommunication networks, wireless local loop, wireless PBX, multimedia application and other certain applications.

2. Signatory

Any organization who is a telecommunications carrier providing PHS telecommunication services using PHS technologies, a manufacturer of PHS-related equipment or is otherwise involved in PHS business and who has the intention of supporting the achievement of the objective is qualified to sign this PHS MoU.

3. PHS MoU Group

- 3.1 Signatories to this PHS MoU shall each become a member of PHS MoU Group (the “Group”) in order to achieve the Objective.
- 3.2 The Group shall be an open and voluntary organization.
- 3.3 The Group shall operate in accordance with the Rules of PHS MoU Group attached hereto (the ”Rules”).
- 3.4 Telecommunication authorities, standards organizations, certification organizations or other organizations who are interested in PHS may each participate in the Group in accordance with the Rules.

4. Activities of the Group

The activities of the Group shall be as follows:

- 4.1 elaboration of technical specifications relating to PHS;

- 4.2 promotion of the common use of PHS terminals;
- 4.3 development of PHS services;
- 4.4 promotion of PHS international roaming;
- 4.5 security management relating to PHS;
- 4.6 promotion of the use of intellectual properties relating to PHS;
- 4.7 promotion of and promotional campaigns relating to PHS;
- 4.8 other activities to achieve the Objective.

EXECUTION

Authorized Signature:

Name:

Title:

Name of Organization:

Address of Organization:

Nationality of Organization:

Date:

RULES OF PHS MOU GROUP

1. Objective of the Group

PHS MoU Group (the “Group”) is established and operated to achieve the objective stated in the Memorandum of Understanding in respect of Personal Handy-Phone System (PHS) (“PHS MoU”).

2. Membership

Signatories to the PHS MoU shall become members (the “Members”) of the Group.

3. Authorities, Public Organizations and Observers

3.1 Telecommunication authorities in countries where PHS is adopted (“Authorities”), and standards organizations and certification organizations relating to PHS (“Public Organizations”) may each become participants in the Group and may facilitate the efficient and effective operation of the Group.

3.2 Telecommunication authorities, standards organizations and certification organizations interested in the introduction of PHS, and those interested in entry into PHS-related business may each become observers (the “Observers”) of the Group.

4. Activities

The activities of the Group shall be as follows:

4.1 Elaboration of technical specifications relating to PHS

The Group shall support the world-wide introduction and operation of PHS in various areas of application by setting, maintaining and revising the technical specifications of PHS (the “Specifications”).

The specifications, according to the procedure adopted by the general meeting of the Group, shall be published and thereby promote the world-wide introduction and operation of PHS

The Group shall pay due attention to the individual particularities of countries and support the standards organizations of such countries in order to establish PHS-related standards in accordance with the Specifications.

4.2 Promotion of the common user of PHS terminals

The Group shall pay due attention to each country’s telecommunication authorities in respect of certification of PHS terminals.

4.3 Development of PHS services

The Group shall develop services to meet various local needs of PHS users

and support the spread of such services.

4.4 Promotion of PHS international roaming

The Group recognizes that international roaming is desired in the area of international mobile telecommunications, and shall accordingly support the promotion of the introduction of PHS international roaming.

4.5 Security management relating to PHS

The Group shall undertake necessary procedures for applying for the disclosure of authentication algorithms and other such technical information, and shall allocate and manage identification numbers applicable to wireless PHS equipment.

4.6 Promotion of the use of intellectual properties relating to PHS

The Group shall support negotiations for the use of intellectual properties relating to PHS.

4.7 Promotion of and promotional campaigns relating to PHS

The Group shall promote and conduct promotional campaigns relating to PHS by holding seminars, exhibitions and international conferences, and by distributing promotional materials.

4.8 Other activities to achieve the objective as stated in PHS MoU

The Group shall undertake other activities to achieve the objective stated in PHS MoU.

5. General Meetings

5.1 General meetings of the Group shall be held annually and extraordinarily at any time during the year if necessary.

5.2 General meetings of the Group shall be convened by, and chaired by, the Chairperson of the Group (the "Chairperson").

5.3 Members, Authorities and Public Organizations may attend at the general meetings of the Group and state their respective opinions.

5.4 Observers may observe the general meetings of the Group by the approval of the Chairperson.

5.5 Resolutions of the general meetings of the Group shall, unless otherwise stated herein, pass by a majority of votes present at such meetings where a majority of the votes are present.

5.6 In the event of tie in voting, the Chairperson shall have a casting vote.

5.7 Specific matters relating only to certain Members may, if approved by the resolution of a general meeting of the Group, be determined by the resolution of the meeting of relevant Members. Resolutions of the meetings of relevant Members shall pass by a majority of votes present at

such meetings where a majority of the total number of relevant votes are present.

6. Chairperson and Vice-Chairperson

- 6.1 The Chairperson and Vice-Chairperson(s) of the Group (the “Vice-Chairperson”) shall be elected by a general meeting of the Group from among the candidates nominated by the Members.
- 6.2 The term of office each of the Chairperson and Vice-Chairperson shall be two (2) years from their respective assumption of office and they may be re-elected.
- 6.3 The Chairperson shall represent the Group.
- 6.4 The Vice- Chairperson shall perform the duties of the Chairperson in the event of absence of the Chairperson.

7. Matters to be determined by General Meeting

The general meeting of the Group shall discuss and determine the matters as stated herein and any other material matters relating to the activities of the Group, including the annual activity plan, annual budget, and settlement of accounts of the Group.

8. Voting

- 8.1 Each Member shall have the number of votes in accordance with own membership fee unit, provided that maximum is three (3) at general meetings of the Group.
- 8.2 The Authorities, Public Organizations and Observers shall not have any vote at general meetings of the Group.

9. Steering Committee

- 9.1 The Group shall have a Steering Committee. It is composed of the Chairperson, the Vice-chairpersons and Members.
- 9.2 Members of the Steering Committee shall be elected from among Members by general meeting of the Group.
- 9.3 The chairperson of the Steering Committee shall be the Chairperson.
- 9.4 The Steering Committee shall conduct the following activities;
 - 9.4.1 the preparation of matters to be offered for deliberation of or voting upon by general meetings of the Group;
 - 9.4.2 the execution of important day-to-day activities and reporting thereof to general meetings of the Group;
 - 9.4.3 any matters relevant to the operation of working groups and the secretarial office of the Group;
 - 9.4.4 any matters delegated or authorized by general meeting of the Group;

and
9.4.5 any other matters deemed necessary by the Chairperson.

10. Working Groups

- 10.1 With the approval of a general meeting of the Group, working groups including ad hoc working groups may be established to support certain technical or special aspects of the activities of the Group.
- 10.2 Working groups shall in principle be composed of experts who are Members or who belong to Member organizations, but may include certain experts who are or belong to Authorities and Public Organizations, or any other experts.

11. Secretarial Office

- 11.1 The Group shall have a secretarial office, headed by the general secretary of the Group (the “General Secretary”).
- 11.2 The General Secretary shall be appointed by the Chairperson.
- 11.3 The secretarial office of the Group shall perform (a) secretarial work in respect of general meetings of the Group, the Steering Committee and working groups, (b) the maintenance of documents and (c) general affairs of the Group.
- 11.4 The Secretariat shall execute the right to coordinate on external affairs on behalf of the Group.
- 11.5 The Secretariat bears the obligation to support respective Working Groups by following WG leaders’ instructions and plans to coordinate accordingly with relevant external organizations.
- 11.6 The Secretariat is entitled of the privilege to make immediate judgment and to

take justified actions in case of emergency.
- 11.7 The Secretariat is bound to report its activities concerning external parties on the general meeting before or after actions being taken.
- 11.8 In addition, to execute the tasks stated in the Item 11.4 to Item 11.7, positions for Coordinator on External Affairs and Senior Coordinator on External Affairs are created.

12. Application Procedure

- 12.1 Any organization wishing to be a Member shall duly execute the PHS MoU and submit it to the Chairperson.
- 12.2 Any organization wishing to be an Authority, Public Organization or Observer shall duly file and an application to this effect to the Chairperson. The term of Observer-ship shall be one (1) year.

12.3 Applicants to become Members, Authorities, Public Organizations or Observers shall become respective Members, Authorities, Public Organizations or Observer once the PHS MoU or an application is recognized to be in order and approved by the Chairperson; provided, however, that new Members, Authorities, Public Organizations or Observers shall at the first general meeting of the Group held thereafter be approved as such and if not so approved shall lose such status, effective retroactively.

13. Attendance of Non-Members, etc.

Non-Members, non – Authorities and Public Organizations and non-Observers may attend general meetings of the Group or meetings of working groups if approved by general meeting of the Group.

14. Withdrawal from the Group

14.1 Members, Authorities, Public Organizations or Observers who wish to withdraw from the Group shall submit a three (3) month advance notice thereof in writing to the Chairperson.

14.2 Any such withdrawal shall be notified by the Chairperson to all Members, Authorities and Public Organizations.

15. Expulsion from the Group

15.1 The Group may expel a Member, Authority, Public Organization or Observer by special resolution of a general meeting of the Group in the following events:

15.1.1 in the event such organization fails to pay the applicable membership fees of the Group; or

15.1.2 in the event such organization acts in any way which may harm the reputation or credit of the Group.

15.2 A special resolution as stated herein shall pass by the affirmative vote of not less than three-quarters (75%) of the votes present at a general meeting of the Group where a majority of the total number of votes are present.

16. Membership Dues

The Group shall be operated by fees paid by Members, such fee determined by general meeting of the Group.

17. Procedural Regulations

The Group may at its general meeting establish procedural regulations in order to operate the Group efficiently and effectively.

18. Documents

18.1 All documents created by a general meetings of the Group, meetings of the

Steering Committee, working groups and the secretarial office (“Documents”) may, except where the general meeting otherwise restricts, be available to Members, Authorities and Public Organizations.

18.2 Documents shall be classified as either public documents or non-public documents. Documents classified as public documents may be available to the public, while Documents classified as non-public documents may be available only to Members, Authorities and Public Organizations and not by others unless so approved by general meeting of the Group.

19. Fiscal Year

The fiscal year of the Group shall commence on July 1 of each year and end on June 30 of the following year.

20. Amendment of Rules

These Rules may be revised or amended by a special resolution of the general meeting of the Group, the requirement of which are set out the same manner as specified in Rule 15-2 hereof.

21. Language

The Ruled shall be stated in the English language.

*** *Temporary Provision***

- *.1 These Rules shall become effective upon their approval at the general meeting to establish the Group.
- *.2 Notwithstanding Rule 16 hereof, when establishing the Group, on condition that one unit shall be JP¥300,000 per year; each Member shall contribute one unit or more units of membership fee.
- *.3 Notwithstanding Rule 19 hereof, the first fiscal year of the Group shall commence on the date of the general meeting to establish the Group and shall end on June 30, 1997.

History of Revision

Rev.	Date	Description	Reason
2	2002.7.25	<p>The following underlined section in Paragraph 9.1 was deleted.</p> <p>9.1 The Group shall have a Steering Committee. It is composed of the Chairperson, the Vice-chairpersons and Members. <u>The number of Members shall be not less than fifteen (15) and not more than twenty-five (25).</u></p> <p style="text-align: center;">(It was approved at the 14th General Meeting.)</p>	Decline of Steering Committee members.
3	2005.4.13	<p>The following underlined section in Paragraph 6.1 was changed to <u>Vice-Chairperson(s)</u></p> <p>6.1 The Chairperson and <u>two (2) Vice-Chairperson</u> of the Group (the “Vice Chairperson”) shall be elected by a general meeting of the Group from among the candidates nominated by the Members.</p> <p style="text-align: center;">(It was approved at the 18th General Meeting.)</p>	Cancellation of the limitation on numbers of vice chairperson.
4	2006.3.1	<p>The following underlined clause was inserted into the Paragraph 10.1</p> <p>10.1 With the approval of a general meeting of the Group, working groups <u>including ad hoc working groups</u> may be established to support certain technical or special aspects of the activities of the Group.</p> <p style="text-align: center;">(It was approved at the 19th General Meeting.)</p>	Establishment of ad hoc working group to research and develop PHS NGN.
5	2007.9.13	<p>Item 11.4 to 11.8 are inserted in P9 under the Clause titled “Secretariat Office” in the document titled “Rules of PHS MoU Group”.</p>	Paragraphs are added to precede the work of standardization more smoothly.



PHS MoU Group

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