



TELECOM INFRA PROJECT

TIP Project Group (PG) Charter Revision Policy

From time-to-time TIP may wish to make modifications to one or more PG Charters. Over time, the scope of a PG may evolve and/or the PG may choose to develop different deliverables than those originally specified in its Charter. Those Participants who agree to the PG Charter become Contributors for that PG, and as a result are subject to the obligations set forth in TIP's IPR Policy including certain patent licensing commitments. Because Participants must agree to the Charter in order to participate in the PG, changes to the Charter may affect a Contributor's IPRs.

PG's may also wish to collaborate with one or more third party organizations having different IPR policies than TIP subjecting the PG's Contributors to potentially different IPR obligations than such Contributors accepted upon signing the PG Charter. For this reason, TIP's Liaison Policy requires PG Charters to specify which third party organizations the PG may collaborate with so that Participants are on notice about such obligations before they sign the PG Charter. Since a PG may not be able to state in advance which organizations the PG will initiate collaborations with as part of its initial Charter development process, Charters may need to be revised to include such information when it becomes known to the PG Leadership.

The purpose of the TIP PG Charter Revision Policy ("**Policy**") is to establish a procedure whereby TIP may make changes to an existing PG Charter while balancing the rights and obligations of the PG's existing Contributors.

For purposes of this Policy:

"**PG Leadership**" means collectively the PG chair, co-chairs, vice-chair, and vice co-chairs, as may be applicable.

"**Board**" means the Board of Directors of TIP.

1. The PG Leadership may propose a change to the PG's Charter by submitting the proposed change in writing to the Board with a written explanation stating the reasons the change is in the interest of TIP and the expected impact such change may have on the PG's Contributors' continued participation in the PG (the "**Proposal**").
2. The Board shall vote to approve, reject, or modify the Proposal in accordance with Section 4.12(c) of the Bylaws. The Board may at its discretion request further information from the PG Leadership before taking a vote provided that the Board uses reasonable efforts to vote on the Proposal within 30 days of receipt.
3. If the Board approves of the Proposal, in modified or unmodified form, ("**Approved Proposal**") TIP shall notify ("**Notice**") all Contributors of the PG of the Approved Proposal at least 60 days prior to the earliest date upon which the Charter as revised in accordance with the Approved Proposal ("**Revised Charter**") may become effective.
4. Any Contributor so notified shall have 45 days from the date of the Notice to object to the Approved Proposal ("**Objection**"). Objections must be in writing, explain the reasons for the Objection, and be received by the person identified for the purpose of receiving any Objections stipulated in the Notice within the 45-day review period.



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5. The Board shall in consultation with the PG Leadership and TIP's legal counsel review all Objections, if any, received and decide to (i) publish the Revised Charter without changes, (ii) modify the Revised Charter, or (iii) reject the Revised Charter and have the PG continue to operate under its then current Charter. If the Board decides to modify the Revised Charter, the process described in paragraphs 3-5 must be repeated for the modified Revised Charter.
6. Upon the Board's approval of the Revised Charter, TIP will notify all Participants of the Revised Charter at least 15 days prior to the date the Revised Charter will become effective ("**Approved Charter Notice**").
7. If the Board approves the Revised Charter over one or more Objections, each Contributor who submitted an Objection ("**Objecting Contributor**") may avoid any additional or inconsistent IPR obligations resulting from the PG's Revised Charter provided that the Objecting Contributor withdraws in writing from the PG prior to the Revised Charter's effective date specified in the Approved Charter Notice. For the avoidance of doubt, an Objecting Contributor who withdraws from the PG in a timely manner remains obligated under Section 5.3 of the TIP IPR Policy.
8. Modifications to a Charter or Revised Charter that merely change the names of the PG Leadership, correct typographical errors, and make other similar non-material changes may be made by TIP at any time and are not subject to this Policy.