

Draft Constitution v.1.2 (27/09/08)

“iVMA - The Voice of the Industry”

1. The name of the association shall be the ‘Interactive Voice Messaging Association’ (referred to in this constitution as the ‘iVMA’).
2. The iVMA was established on 1st July 2008
3. The iVMA has the following mission statement

“The iVMA is based in the United Kingdom and is a not for profit association of businesses that operate interactive voice messaging services within the United Kingdom. The purpose of the iVMA is to encourage, foster and develop responsible and best practice compliance with all legal and regulatory requirements in respect of the provision of interactive voice messaging services as they relate to the providers of such services. Members of the iVMA shall similarly confirm their adherence to all such legal and regulatory requirements and by joining the iVMA shall agree to the voluntary Code of Conduct that applies to all iVMA members. The iVMA will act as a guardian of all such regulatory and legal compliance to ensure that the integrity and protection of these principals is maintained for the benefit of consumers as a whole and the iVMA members. The iVMA shall also look to work with other third parties and bodies such that the objectives of the iVMA and its members, as a whole, are met.”

4. The iVMA shall have the following key objectives:
 - a. to be an industry recognized official representative body of the interactive voice messaging industry and in being so to put forward the views of the interactive voice messaging technology industry to local and national government, european government, government agencies and regulatory bodies and other relevant organizations and industry/consumer groups; and
 - b. to encourage and foster members maintaining best practice through a voluntary code of conduct; and
 - c. as appropriate and from time to time, to provide information about interactive voice messaging technology and its benefits to members and consumers; and
 - d. to promote the interactive voice messaging industry to relevant groups (broadly outlined in (a) above in order to mutually educate and develop understanding, benefit, development and credibility within and outside the iVMA member organizations and to help further develop technologies to meet the needs of the consumer and clients using, benefitting or receiving the services of the iVMA member organizations.

5. Membership

- a. Membership of the iVMA is available to interactive voice messaging suppliers or operators who agree to operate within the constitution and code of conduct. Original membership at its creation will also form the Executive Committee. The Executive Committee will amongst other things, be responsible for reviewing and approving (as applicable) all applications by proposed members to join the iVMA. Each application must be supported by at least one member of the Executive Committee before it can be considered by the Executive Committee for membership. A simple majority of the entire Executive Committee will be required to pass any resolution accepting that applicant's membership.
- b. New applicant members of the iVMA will be required to apply in writing stating their eligibility to join the iVMA and confirming that they are committed to compliance with all legal and regulatory requirements and that they have processes in place to ensure such compliance. They shall also confirm their adherence to the voluntary code of conduct and implement such code immediately upon acceptance into the iVMA, into their business.
- c. There is no associate membership of the iVMA and only full membership is allowed.
- d. Membership fees shall be set by the Executive Committee from time to time but as at the date of adoption of this constitution shall be as follows: (i) Membership fees for small companies – less than 5 employees/contractors - £3,000 p.a (or such other fees as the executive committee shall determine from time to time from that class of member), plus VAT if applicable; and (ii) Membership fees for larger companies – Greater than 5 employees/contractors - £5,000 p.a (or such other fees as the executive committee shall determine from time to time from that class of member), plus VAT if applicable.
- e. Each member should provide a prominent link on its web-site with information on or linking to the 'Code of Conduct' and adoption of that Code of Conduct in its business and affairs.
- f. Membership will be maintained as long as members continue to operate under the legal and regulatory compliance and adhere to the code of conduct and the constitution of the iVMA from time to time. In the event of a breach of the code of conduct or regulatory compliance the following procedure will take place by a 3 man disciplinary committee.
 1. Order to comply
 2. Suspension
 3. Expulsion
- g. Each member of the iVMA will need to adhere to the complaints procedure as laid out in the 'Code of Conduct'
- h. Each member will have a designated person to whom complaints are directed. That person's name or title and contact details will be displayed on both the members and iVMA website.
- i. Members have the use of the iVMA logo for their web and sales literature but only in terms agreed from time to time by the iVMA such as not to bring the iVMA

into disrepute or compromise. No statements, marketing information or press releases (whether written or oral) which could be attributed to the iVMA or which suggest they have been made directly or indirectly by the iVMA or with the approval of the iVMA, will be made will be made by any member without the express prior written consent of the iVMA.

6. Finance

- a. The financial year of the iVMA shall be the calendar year but this may be changed by resolution of the Executive Committee.
- b. The subscription scale shall be set by the Executive Committee
- c. Statements of Accounts will be issued or produced by the iVMA from time to time.

7. Meetings of the iVMA

- a. The iVMA Executive Committee shall hold a meeting at least once every 3 months and call an Annual General Meeting of the iVMA not later than six months after the end of each calendar year.
- b. For any new resolutions to be passed affecting the constitution, at least two-thirds of members are required to vote and that the vote represents at least 50% of all members approving such resolution.

8. Executive Committee

- a. The Executive Committee shall comprise of a minimum of 6 members and with no maximum. The members of the Executive Committee shall be voted onto the committee and shall hold an office of the Executive Committee. The offices shall include (but not be limited to) Secretary, Treasurer, Chairman, PR, Policy and Membership. The Executive Committee shall have a chairperson who may be a representative of the committee or an independent Chairperson appointed by the committee. The current Executive Committee as at formation of the iVMA, shall comprise of Adepra Ltd, Qire Ltd, Voicesage Ltd, Talking Tech Ltd and Telsolutions Ltd.
- b. A member of the Executive Committee shall cease to be a member if he resigns from, or if he ceases to hold office in the company that is a member and from which he has held office or otherwise the company for whom they represent chooses to swap them for an alternate which alternate shall take their place.
- c. Each member of the executive committee shall have one vote. The Chairman shall have a second, or casting, vote in the event of deadlock.
- d. New members to the Executive Committee can be elected by unanimous assent of the Executive Committee or by a general meeting of the iVMA on a simple majority vote, unless no opposing candidate is presented in which case they will automatically be elected by default. In the event of a vacancy on the Executive Committee in-between a general meeting, the Executive Committee can co-opt a candidate to the Executive Committee by simple majority. The Executive Committee members shall retire by rotation such that each committee member

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shall be up for re-election on a rotation basis at an appropriate general meeting but no less than two members shall be put up for re-election at a general meeting and no member shall hold Executive Committee membership (i) for longer than 36 months without re-election and (ii) if they no longer are employed by the member company (save for the Chairman if they are an independent appointment).

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9. Chairman

- a. The Executive Committee shall elect a Chairman to hold office.

10. Communications

The iVMA will

- a. Operate the web-site www.ivma.org.uk which will clearly display the regulatory compliance, the code of conduct, membership criteria and complaints procedure for consumers.
- b. Provide a contact address for written enquiries
- c. Provide an email address for new membership enquiries.