

EXHIBIT 2

Statutes of the European Telecommunications Standards Institute

**Version approved by General Assembly #58 (SCM)
on 30 November 2011**

Article 1: The Institute

In accordance with the French law of 1 July 1901 and the decree of 16 August 1901, an association is founded by the signatories to these Statutes.

The Association shall have the title "EUROPEAN TELECOMMUNICATIONS STANDARDS INSTITUTE" and may be known by the acronym "ETSI" and hereinafter referred to as the Institute.

The European Telecommunications Standards Institute shall be non-profit making.

Article 2: Purpose

The objective of the Institute is to produce and perform the maintenance of the technical standards and other deliverables which are required by its members.

As a recognized European Standards organization, an important task shall be to produce and perform the maintenance of the technical standards which are necessary to achieve a large unified European market for telecommunications, ICT, other electronic communications networks and services and related areas.

At the international level, the Institute shall aim to contribute to world-wide standardization in the fields described above.

The objective of the Institute may be achieved by any means. The Institute may carry out any action relating directly or indirectly, wholly or in part, to its objective or which may develop or facilitate the achievement of its objective.

Article 3: Scope of activities

The principal role of the Institute shall be technical pre-standardization and standardization in Information and Communication Technology (ICT) at the European level including in the following fields:

- Telecommunications, ICT, and other electronic communications networks and services
- Areas common to telecommunications, ICT, and other electronic communications networks and services, and information technology in co-ordination with CEN and CENELEC
- Areas common to telecommunications, ICT, and other electronic communications networks and services, and broadcasting (especially audio-visual and multi-media matters) in co-ordination with CEN, CENELEC and the EBU.

At the global level, the Institute shall contribute to world-wide standardization in the fields described above to produce and perform the maintenance of the technical standards and other deliverables which are required by its members.

In addition, the Institute shall be open to co-operation with other organizations when appropriate.

The activities of the Institute shall contribute to the production and the promotion of new harmonized world-wide standards and furthermore shall build upon world-wide standards, existing or in preparation.

Article 4: Headquarters

The headquarters of the Institute shall be located in SOPHIA-ANTIPOLIS, VALBONNE (Alpes-Maritimes), FRANCE.

Article 5: Duration

The duration of the Institute is unlimited.

Article 6: Membership

6.1 Membership of the Institute shall be divided into the following categories:

- Administrations, Administrative Bodies and National Standards Organizations
- Network Operators
- Manufacturers
- Users
- Service Providers, Research Bodies, Consultancy Companies/Partnerships, and others

6.2 Members of the Institute shall have one of the following types of status which shall be further described in the Rules of Procedure:

- full member
- associate member
- observer

Reference to "member(s)" and "membership" shall be taken as applying to all the above membership status unless the context indicates otherwise.

6.3 Members may participate individually and/or grouped in national or European organizations.

Members shall demonstrate their interest in the activities of the Institute and accept to comply with these Statutes and the Rules of Procedure (cf. Article 11.2 below).

6.4 Full members shall be established in a country falling within the geographical area of the European Conference of Postal and Telecommunications Administrations (CEPT).

6.5 Associate membership may be obtained by applicants not fully meeting the conditions for full membership.

6.6 Observership may be obtained by applicants fulfilling the conditions for full or associate membership but choosing not to have the right to participate fully in the proceedings of the Institute.

6.7 All members shall have the right to participate in the meetings of the General Assembly.

Article 7: Admission to Membership

The conditions for admission to the Institute, and the payment of contribution, shall be governed by the General Assembly.

Membership of the Institute shall be agreed by the General Assembly.

Article 8: Termination of Membership

Membership may be terminated by dissolution, abolition, resignation, or expulsion.

Expulsion shall be decided by the General Assembly for non-payment of contribution or for other substantial breach of obligations as a member. The member concerned shall have been invited previously, by registered letter, to appear before the General Assembly to furnish an explanation.

Article 9: Resources

The funds of the Institute may be obtained from:

- contributions from members
- grants
- revenue from its assets
- sums received in return for services provided by the Institute
- any other resources authorized by the legislative and regulatory instruments.

Article 10: Structure

The Institute shall comprise a General Assembly, a Board, a Technical Organization, Special Committees, Industry Specification Groups, and a Secretariat headed by a Director-General.

Article 11: General Assembly

11.1 The General Assembly shall be the highest authority of the Institute. It shall be constituted by all of its members. Full members and associate members shall have the right to vote, in conformance with Article 11.2 of the ETSI Rules of Procedure. Only full members shall be considered when determining the quorum.

11.2 The General Assembly shall have the authority to make or ratify acts concerning the Institute.

Within the limits set by these Statutes, the General Assembly shall adopt Rules of Procedure which establish details of the administration and operation of the Institute not provided in these Statutes. Resolutions taken by the General Assembly in accordance with these Statutes or the Rules of Procedure shall be binding for all members.

11.3 Representatives of the European Commission (EC) as well as representatives of the Secretariat of the European Free Trade Association (EFTA) shall have a special status as Counsellors with no right to vote.

11.4 The General Assembly Chairman, who is elected by the General Assembly and assisted by one or more Vice Chairmen, also elected by the General Assembly, shall preside over the General Assembly and put forward the matters of relevance to the Institute.

Article 12: Meetings of the General Assembly

12.1 Ordinary General Assembly meetings shall be held twice a year.

At least thirty days before the due date, the members of the Institute shall be given notice of the meeting by the Director-General. A draft agenda and supporting documents shall be included with the calling notice.

The Director-General shall give an account of the management and finances of the Institute and shall annually present the accounts and budget for the approval of the General Assembly.

- 12.2 The Chairman may, or on the written request of at least 20 full members shall, convene an extraordinary General Assembly meeting. A minimum of 15 days notice shall be given for an extraordinary meeting. A draft agenda and supporting documents shall be included with the calling notice.
- 12.3 For specially convened meetings of the General Assembly held for the purpose of changing these Statutes and the Rules of Procedure, see Article 18.
- 12.4 The voting procedures and required quorum for the meetings of the General Assembly shall be stipulated in the Rules of Procedure.
- 12.5 Only matters included on the agenda shall be considered at meetings of the General Assembly.
- 12.6 Representatives of non-member organizations concerned with telecommunications and/or related areas may be invited to attend meetings of the General Assembly.

Article 13: The Board

- 13.1 The Board shall be a body that acts on behalf of the General Assembly between General Assembly meetings by exercising those powers and functions that are delegated to it by the General Assembly.
- 13.2 The Board shall be appointed by the General Assembly.
- 13.3 Nomination of candidates for membership of the Board may be made by full and associate members. Only representatives of full members can be members of the Board.
- 13.4 All members of the Institute shall have access to all documents related to Board meetings and shall have the right to submit views to the Board. They shall have the right to appeal to the General Assembly against any decision taken by the Board.
- 13.5 The Rules of Procedure shall make provisions for the Board's:
- powers and functions
 - appointment procedures, size and composition
 - rules of operation, including voting procedure and required quorum.

Article 14: The Technical Organization

- 14.1 The task of the Technical Organization shall be the preparation of standards and other relevant deliverables of the Institute.
- 14.2 Relevant parts of the Technical Organization may be given appropriate autonomy by means of provisions stipulated in the Rules of Procedure.
- 14.3 All members of the Institute shall have the right to appeal to the Board and the General Assembly against any decision taken at the level of the Technical Organization.

Article 15: Director-General

- 15.1 The Director-General shall be appointed by the General Assembly. The Director-General shall be an ex-officio non-voting member of the General Assembly and the Board.

15.2 The Director-General shall be the legal representative of the Institute. He shall hold chief executive authority to manage and administer the affairs of the Institute in all matters, apart from those which are expressly reserved for the General Assembly in these Statutes and the Rules of Procedure, and which may be delegated to the Board.

15.3 The Director-General may temporarily delegate all or part of his responsibilities to a substitute nominated by him.

Article 16: Secretariat

The Secretariat shall provide logistical support to, and assist the operation of, the Institute.

Article 17: Auditor

The General Assembly shall appoint an auditor for the Institute. It shall determine the annual remuneration of the auditor.

Article 18: Amendments to these Statutes and the Rules of Procedure

These Statutes and the Rules of Procedure may only be amended by decision taken by the General Assembly in a specially convened meeting called with a notice of not less than six weeks. The notice shall be accompanied by an agenda and all the documents containing the proposed amendments. The decisions shall be taken by qualified majority according to provisions which shall be stipulated in the Rules of Procedure.

Article 19: Dissolution, Winding Up

In the event of a voluntary dissolution of the Institute, the General Assembly which had decided the dissolution shall at the same time fix the terms of liquidation, shall appoint one or more liquidators to dispose of the assets of the Institute, shall determine their powers and assign any remaining assets after payment of the liabilities. Any balance of liabilities shall be borne by the members.