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SIP Forum 2006 General Meeting NOTICE

**Document number GA-5-3
Meeting Announcement;
Board Member Candidate Elections**

**Document date: 15 August 2006
Meeting date: 13 September 2006**

1 General Announcement: Annual Meeting

Section 12 of the By Laws of the SIP Forum (the "Forum") provides that the Forum hold an annual general meeting that is open to all members. In accordance with the By Laws, this document shall serve as official notice for the Annual Meeting of the SIP Forum to be held as follows:

1.1 Date / time of meeting

The general meeting will be held:

Wednesday, 13 September 2006
6:00 – 7:30 pm
Commonwealth Room
Sheraton Boston Hotel & Towers, Prudential Center (39 Dalton St.), Boston, MA, USA
(Held concurrently with Pulver.com's Voice on the Net, Fall, 2006)

Consult hotel meeting directory in the hotel for specific room information on the date of the meeting.

2 Subject matter for the meeting

In the meeting, a review of the financial operations, including a review of the audit for fiscal year 2006, will be provided, as well as a review of the operational activities that have occurred over the past 12 months since the last General meeting.

In addition, Full Members will be asked to vote on four items.

2.1 Voting items

Four official voting items are on the agenda:

- Election of new board members;
- Modification of By Laws to clarify election process;
- Whether to reorganize the SIP Forum as a (solely) U.S.-based organization;
- Discharge of Board Member liability.

PLEASE NOTE:

**If you are not planning on attending the general meeting,
it is imperative that you complete and return a proxy vote.**

Votes must be received from > 50% of Full Members in order to have a valid election.

**The deadline described below for returning ballots is
12 September 2006**

3 Board member elections

Members of the Board of Directors serve for two-year terms, with terms expiring at the general meeting that takes place at the end of this term. Elections for new board members will take place at this general meeting.

At this meeting, there are five Board seats expiring. They are the seats currently held by David Oran, Jim Kruger, Anwar Siddiqui, Robert Sparks, Alan Johnston. (The seats held by Jay Batson, Eric Burger, and Bernard Hammer are not expiring.)

3.1 Voting limits

Five board seats are up for election. However, our By Laws indicate that only two Directors may be Participating Members at any one time. Jay Batson is a current Participating Member Director whose term is not expiring this year. Therefore, only one Director who is a Participating Member can be elected in this election.

**You will be voting by expressing a preference order for candidates.
This preference order will be used to tally the Directors who are elected.**

3.2 Who can vote

Each Full (paying) member is entitled to a single vote on the matters being presented for a vote. Each Full Member has the right to vote either in person or by an agent authorized by a proxy validly executed by the Full Member. A proxy shall be executed by written authorizations signed by the Full Member, giving the proxy holder the right to vote the vote.

Members not planning on attending the meeting in person can utilize a proxy form provided with this general meeting announcement package. The proxy provides a method to vote for the Director candidates, and grants to the Managing Director of the SIP Forum the right to cast the vote on behalf of the Full Member giving the proxy.

3.3 Candidates for election

Any member (Full or Participating) can nominate a candidate for election to the board, including him or her self. The people listed below have been duly nominated in conformance with the SIP Forum By Laws as candidates for election to fill the five board seats up for election in the September 2006 meeting (shown in alphabetical order):

- Chris Gatch – Cbeyond
- Fergal Glynn – BlueNote Networks
- Timothy Jasionowski – Nokia
- Steve Johnson – Ingate Systems
- Edward Keegan – ETphones.com
- Ranjith Mukandan – Wipro Technologies
- David Oran – Cisco (current Board member standing for re-election)
- Chandra Pillai – Servion
- Pat Rudolph – 3Com
- Michael Seto – Polycom
- Richard Shockey – Neustar
- Anwar Siddiqui – Avaya (current Board member standing for re-election)
- Robert Sparks – Estacado (current Board member standing for re-election)

3.4 Candidate statements & biographies

The statements by the candidates about their desire to serve on the board, along with their biographies, are shown here as provided by each candidate. The Board strongly recommends you read these, as we seek Directors who will add substantial value, so it is crucial your vote is well informed.

Candidates are listed in alphabetical order by last name. Please do not allow this order to influence your voting.

3.4.1 Chris Gatch – Cbeyond

3.4.1.1 Statement of candidacy

My interest in a Director position on the SIP Forum Board is founded in my motivation to continue the advancement of the SIP Forum's mission to promote the deployment of SIP. I believe this can happen by continuing the Forum's activities to communicate information to industry members as well as driving SIP Forum recommendations that simplify the deployment scenarios for SIP-based services. In addition to supporting the pursuits of the SIP Forum team, my focus would be on increasing service provider participation in the SIP Forum and increasing the availability of easy-to-use SIP-based services via task groups that produce business level standards such as SIPconnect.

I would bring to a SIP Forum board position include proven leadership and board director experience, a passion for SIP and VoIP-based technology, experience interacting with press and analysts, good conference presentation skills, and a background in the service provider side of our industry.

3.4.1.2 Biography

Chris Gatch is the CTO and a founder of Cbeyond (NASDAQ: CBEY), a successful managed services provider started in 1999 and now publicly traded on the NASDAQ. Chris is responsible for Cbeyond's Engineering department as well as on-going network technology research and development. Chris has a bachelor's degree in computer engineering from Clemson University and a master's degree in the management of technology from the Georgia Institute of Technology. He has served on the board of the Cisco BTS 10200 Users Group and the Service Provider Board of the International Packet Communications Consortium (IPCC). Chris has been professionally committed to VoIP technology since 1998.

Chris helped lead the formation of the SIP Forum's Service Provider to IP PBX Interoperability Task Group for which he submitted the proposal to create. This task group produced the SIPconnect SIP Forum recommendation of which Chris was an editor along with Chris Sibley.

3.4.2 Fergal Glynn – BlueNote Networks

3.4.2.1 Statement of candidacy

With a solid understanding of the technical underpinnings of Session Initiation Protocol (SIP), I believe that I can definitely contribute to the SIP Forum's mission to advance the adoption of products and services based on SIP. The SIP Forum is doing an outstanding job of building awareness about what SIP can do for users and customers, and I feel that I can contribute to strengthening its visibility through participation in its various activities.

Drawing on my industry experience and my commitment to SIP, I can definitely bring a lot to the SIP Forum, not only from past experience but from current involvement. I currently serve as BlueNote Networks' representative on the W3C committee; have presented and continue to present at numerous VoIP, Unified Messaging and Web Services conferences; have had a number of articles published in industry publications; and have submitted five patent applications in the SIP space.

3.4.2.2 Biography

Fergal Glynn is BlueNote Networks' architect and plays a principal role in the architecture, design, and product strategy of the SessionSuite™ products. Prior to BlueNote Networks, Glynn was a network architect at Fidelity Investments, responsible for the creation of Fidelity's long-term technical vision and for improving Fidelity's global network. Glynn started his career with Oracle in Dublin, Ireland. Mr. Glynn graduated with honors from the University of Limerick, Ireland with a B.Eng. in Computer Engineering.

3.4.3 Tim Jasionowski – Nokia

3.4.3.1 Statement of candidacy

I would like to assist the SIP Forum in pushing a broader deployment of SIP into both fixed and mobile infrastructures, in particular by assisting the Forum in developing better guidelines and methods for carrier and enterprise system interconnection and interoperability. I believe that my experience in real-world carrier and application service deployments, as well as my work in protocol interoperability and normalization schema, could assist in a broader deployment of SIP and its related protocols.

3.4.3.2 Biography

Timothy D. Jasionowski is Senior Manager, Technology for Nokia's Enterprise Voice Solution group and responsible for technical strategy relating to real-time communication in its Enterprise and SME product lines. Before joining Nokia, Timothy was Chief Technology Officer of Streamdoor (UK), an IP voice application services provider, and Director of Product Incubation and Strategy at Qwest Communications and has been active in the Voice over IP community for six years. He currently resides in Boston, MA.

3.4.4 Steve Johnson – Ingate

3.4.4.1 Statement of candidacy

Ingate has been committed to the SIP protocol since it was first introduced by the Internet Engineering Task Force. Since that time, we have been working to develop enterprise security products and innovative software solutions that not only put SIP within reach of any business (from the smallest home office to the largest corporation), but extend the benefits of SIP beyond the LAN. Our goal is to help speed the transition to true global connectivity, when everyone can be reached regardless of location, as long as there's a connection to the Internet. We also believe that SIP is the true leveler for businesses. Small businesses can now offer the same kind of services, leverage the cost-saving benefits of VoIP, as their largest competitor. It provides a benchmark for interoperability, which means that one day (hopefully soon) all SIP devices will be "plug and play."

There is much to be done in raising awareness of SIP, its benefits, the possibilities, and in driving interoperability. We believe the SIP Forum is an excellent resource for developers and end users alike. We would look forward to the opportunity to participate as a member of the SIP Forum Board of Directors, to help shape the direction of SIP.

3.4.4.2 Biography

As President of Ingate Systems Inc., the U.S. subsidiary of Ingate Systems A.B., Steven Johnson is responsible for building market recognition and developing multiple sales channels for Ingate products within the United States. Johnson most recently served as CEO of Abrena, Inc., a business development consulting firm that assists European and North American firms to expand in the United States. Prior to that, Johnson was President and CEO of Transcept, Inc., a telecommunications infrastructure company that develops products to economically enhance wireless network coverage and capacity. Johnson also served as Division General Manager for Lockheed Martin, and held a number of senior management positions at Lockheed Martin, Lockheed Corporation and Sanders Associates, Inc. Johnson was also Treasurer at Telco Systems, Inc., a supplier of Information and Communication Technology equipment for the Regional Bell Operating Companies. He holds a Bachelor of Arts in economics and a Master's in Business Administration from Boston University.

3.4.5 Edward Keegan – ETphones.com

3.4.5.1 Statement of candidacy

Ed was Chairman of the SIP Forum's Marketing Working Group from 2001-2004, and was Managing Director of the SIP Forum from 2002-2004. Ed brings a wealth of international experience and especially European experience to the Forum.

3.4.5.2 Biography

Ed is the founder and president of ETphones.com, a SIP solutions system integrator, and president of Lukas Technologies. Prior to his current roles at Lukas Technologies and ETphones.com, which he founded in 2003, Ed was Vice President of Business Development at Indigo Software Inc. At Indigo, he was responsible for putting the company on the VoIP map, in both Europe and North America, through partnerships and strategic alliances with the world's leading Carriers, Operators, OEMs, and ISVs, and a highly successful corporate and product branding campaign. Ed is a regular speaker at industry conferences.

3.4.6 Ranjith Mukandan – Wipro Technologies

3.4.6.1 Statement of candidacy

I have been involved with the SIP Forum for the last 4 years - by way of, participating on the SIP Forum MWG, helping to work on the SIP Forum website, contributing to the review of SIP Torture Test cases, and assisting in creating a SIP Primer for the Forum. This apart, I have been contributing to SIP open source initiatives by contributing to SIP S/MIME support on SIP Foundry, and SIP PIDF testing on IPTel. I have been the single

window into Wipro for all SIP related activities across the Industry. I have also been involved in VoIP/SIP standardization related activities on the IETF.

Going forward, I'd like to help accelerate SIP adoption amongst Service Providers - both Tier 3s/2s and Tier 1s. To accomplish this, I would like work on converting the SFTF (SIP Forum Test Framework) - now homed in SIP Foundry, from SIP UA centric TF to a TF that can also support SIP Server-side Testing. I'd also think the Forum make an attempt at initiating a SIP Applications development community around a SIP Forum driven SIP Application Framework (perhaps, homed in SIP Foundry) based on available Open Source SIP components (SIPX, reSIProcate, IPTel, JBOSS, Mobicent etc). From a strategy perspective, I'd like to contribute towards the SIPit activities to improve SIP interoperability, and help support large scale marketing activities through the SIP Forum MWG. I will work to have Wipro financially support some of these initiatives, as we have done in doing volunteer development SIP Forum website programming in the past.

3.4.6.2 Biography

Ranjith Mukundan has over a decade of experience in core Telecom Switching R&D, spanning across Solutions design and architecture, standardization, network architecture, technology consultancy, technology trends & market analysis and Consultancy to Telecom Equipment Vendors, Professional Services Group of Equipment Vendors, Service Providers and Investment (VC) community. He is currently the Head of Technology, IP Multimedia Technology Labs at Wipro Technologies' IP-Multimedia Carrier & Enterprise Networks (ICEN) Business Unit. He is also the author of IETF drafts & RFCs in areas spanning across SIP, SIGTRAN, MEGACO and MIBs apart from being currently involved in Parlay and IMS Standardization activities. He is also the author of papers on Packet Network Solutions, NGN Trends, Kerberos, IEEE/ICIN paper on Service Delivery Platform Evolution and VoIP SPAM prevention. He is a regular Speaker at various International Forums on Real-time Multimedia IP Communications & Applications related Areas.

3.4.7 David Oran – Cisco

3.4.7.1 Statement of candidacy

SIP has transitioned from research upstart, through the hot new technology phase, to a mature, full-featured protocol suite which is the underpinning of an entire ecosystem of voice and video products, presence-based systems, and instant messaging. The SIP Forum has been an important part of SIP's evolution. The Forum complements the standardization work in the IETF and the innovation of hundreds of companies building and deploying SIP-based systems by providing timely technical information, implementation agreements, and the hugely successful SIPit interoperability events. There is a lot of work still to do, both in oversight of the current SIP Forum initiatives and in tackling new needs of our members for the ever-expanding role of SIP in mobile networks, peer-to-peer deployments, and emerging uses for high-performance video systems. I have been working on entertainment video systems over the 18 months, and there is an important role for the Forum in applying SIP to video streaming and distribution. Through another term on the board, I hope to help guide the Forum's work in this arena and also continue to contribute to its strong ties with the IETF and the rest of the Internet community.

3.4.7.2 Biography

David Oran is a Fellow at Cisco Systems, responsible primarily for architecture and overall design of protocols and systems for Cisco's IPTV and associated video networking products. Until 2005 he was a lead architect of Cisco's VoIP product portfolio. He also consults on a variety of other areas at Cisco, including backbone network design, routing protocols, and quality of service methods. Prior to joining Cisco Mr. Oran was a Senior Consulting engineer at Digital Equipment Corporation, where he was Technical Director for the Mobile Software Business.

Mr. Oran's main interests lie in the area of the design and implementation of distributed algorithms for computer networks. He has designed distributed routing algorithms and large scale directory systems. He is a long-time IETF participant and served as area director for routing. He currently co-chairs the Speech Services (SPEECHSC) working group and is a member of the Internet Architecture Board (IAB). He has been a SIP Forum board member since 2002. Mr. Oran has a B.A. in English from Haverford College. He holds a number of patents and patents pending for his work on distributed algorithms, packet telephony systems, and IP Video.

3.4.8 Chandra Pillai – Servion

3.4.8.1 Statement of candidacy

Convergence is happening in both technology side and services space. SIP being an IETF standard (the Internet motherhood) is bringing convergence in the voice communication thus bringing a new era of communication. Simultaneously another technology web services (SOAP/XML) is making development and deployment of service applications independent of platform and network. Ubiquitous in both service components and service logic execution environment would make communication is an easy and affordable, thus bringing new volume to the Telcos.

So, these two initiatives are paving the way for innovative thinking and innovative applications evolution from anywhere or from any part of the world. So if I am selected I would concentrate, devote and encourage new participation from innovative thinking tech companies and individuals to leverage these two advantages in bringing more value added applications and services. At the same time I would also encourage and work towards bringing more such participation from this part of the world. An Ultra intelligent client (end point) is my personal goal, so I would actively advocate and work to make the Forum achieves the same with everybody's participation.

3.4.8.2 Biography

Mr. Pillai is currently head of the convergence practice (VOIP/SIP) with Servion Global Solutions Limited, an India based software Services and Products Company in the telecom domain. Responsibility includes building VOIP – SIP competency across the organization by training and providing technical guidance and consulting for their VOIP-SIP projects. Previously he was head of the Wireless and Mobile practice of SIP Tech limited. Another India based Software Services Company. He has been an active evangelist of SIP initiatives with clients in their product and application development, and also involved in training and building VOIP-SIP competency for clients. Mr. Pillai is actively involved in tech seminars and presentations about the convergence's growth "prospects and challenges." He believes and advocates that Convergence and Web services are going to be important and will make all the differences in the communication domain. His current thinking and acting is towards the improvement of the client's intelligence (moving the intelligence from the switch) in the telecom space.

Further in the past he has been associated with wireless startups from the US in designing and developing SIP UA from 2003 onwards (mobility management in a subnet mask for an 802.11b handset).

3.4.9 Pat Rudolph – 3Com

3.4.9.1 Statement of candidacy

As a charter member of the SIP Forum and host of the 4th SIP Bakeoff (now SIPit), 3Com has been committed to SIP since its earliest days. During my time at CommWorks Corporation (a wholly-owned 3Com subsidiary company sold to UTStarcom in 2002), I worked on VoIP deployments for some of the world's largest carriers. At 3Com, I have been focused on IP Telephony and advanced communications for the enterprise market. This experience gives me a unique vantage point of requirements from both the carrier and enterprise markets that I believe will add value to the SIP Forum.

I would welcome the chance to help the SIP Forum further the cause for multi-vendor interoperability by pushing for standardization of currently-proprietary extensions and encouraging vendors to participate in interoperability testing. As telephony features become more interoperable and, to some degree, at parity among vendors, customers are requiring that vendors look beyond telephony and focus on using SIP and SIMPLE to enhance existing business applications (e.g., voice-enabling CRM applications or presence-enabling contact centers).

If selected as a member of the board of directors, I will be the voice of global enterprise customers, bringing their requirements in front of the SIP Forum and championing the adoption of SIP.

3.4.9.2 Biography

Pat Rudolph is Vice President, Worldwide Technology for 3Com. He oversees the definition and implementation of solutions for 3Com's enterprise customers as the leader of 3Com's worldwide systems engineering team.

Rudolph has more than 20 years of experience in the networking and telecommunications industries and extensive experience in successfully creating large voice and data networks for Fortune 500 companies and several of the world's largest telecommunications service providers. Since joining 3Com over ten years ago, Rudolph has held technical management positions of increasing responsibility including his current position. From 2000 to 2002, Rudolph served as director of network consultants for CommWorks Corporation, a wholly-owned subsidiary of 3Com.

Rudolph's career with 3Com began as an ATM/WAN specialist in the company's Global Design Center where he was responsible for Fortune 500 network configurations. Prior to joining 3Com, Rudolph served as systems engineering manager for a US-based systems integrator and was responsible for the design and implementation of large local- and wide-area networks. Rudolph earned a bachelor's degree from Hendrix College in Conway, Arkansas. He received his master's degree in business administration from Northern Illinois University in DeKalb, Ill.

3.4.10 Michael Seto – Polycom

3.4.10.1 Statement of candidacy

Throughout my career, I have been involved in both communications and standards starting with early data transport standards such as TCP/IP and ISO. As our industry looked into integration of computers and telephony with CTI standards such as TAPI, TSAPI, and later CSTA with various companies, I have been involved in specifying and implementing these standards as well as serving on the board of the ECTF (Enterprise Computer Telephony Forum). At Polycom, I've driven our Voice over IP endpoint business through aggressive implementation of SIP and interoperability with numerous call server partners, including broad interactions with domestic and international carriers, CLECs, endpoint and call server manufacturers as well as network infrastructure providers.

With this visibility into both technical and commercial aspects of the SIP market, I believe I can assist other board members in defining and administering programs that would of benefit to SIP Forum members.

3.4.10.2 Biography

Mr. Seto has over twenty-five years of marketing and product management experience within the Communications Industry. As head of business development for Polycom VoIP products, he is responsible for identifying emerging markets and products, developing relationships and overseeing integration efforts with key IP telephony partners including IP PBX and softswitch vendors. Previously, he was Vice President of Product Management for the Voice Division at Polycom including the startup and development of Polycom VoIP products for the conference room and desktop.

Mr. Seto also held positions as vice president of marketing for Brooktrout Technologys' Voice Division and Lucent Technologies Computer Telephony Products business unit, Vice President of Marketing at Voysys Corp., and senior marketing and product management positions in computer and data networking companies.

3.4.11 Richard Shockey – Neustar

3.4.11.1 Statement of candidacy

I'm a firm believe in the principal of "If it aint' broke don't fix it." In general I think this applies to the past and current work of the SIP Forum, however it is clear there are a couple of areas that could be improved and I would be willing to use my voice on the Board of Directors to initiate some new activities.

It is clear the SIP is the de-facto call control protocol of choice for NGN networks. I think, therefore, that the membership of the SIP forum needs more participation by service providers, since our membership is somewhat skewed towards equipment vendors. I strongly support more outreach and membership by service providers such as Cable Operators.

I'm particularly proud of what the SIP Forum has accomplished this year with the IP PBX and Service Provider Interoperability Task Group. I chaired this task group under the direction of Rohan Mahy and Technical WG. The

commercial potential for this "SIP Profile" is enormous. This type of work needs to continue as relevant standards on SIP Identity are finalized and need to be incorporated into later versions of the SIP Connect standard. I support the principle that the SIP Forum should not attempt to become a "Certification Body" for SIP and SIP applications. The continuing SIP Forum sponsorship of SIPit test events is the best use of the Forum's current resources and capabilities. In addition I strongly support the formation of additional Task Groups to tackle such pressing issues as SIP Device configuration.

3.4.11.2 Biography

Richard Shockey is a Director & Member of the Technical Staff for NeuStar, Inc. [www.neustar.biz] based in Suburban Washington DC. NeuStar provides a number of critical services to the communications industry including the administration of all telephone numbers in North America, management of the wireline and wireless Number Portability Administration, number pooling and OSS products for carriers. NeuStar also operates the .BIZ. Internet Top Level Domain and manages the United States Country Code domain .US for the U.S. Dept of Commerce. Mr. Shockey is a founder and has been Co-Chair of the IETF ENUM Work Group for many years and is an author of several IETF RFC's and numerous articles on Next Generation Network technologies for various publications. Mr. Shockey has lost count of how many times he has given a speech on ENUM.

Educated at Washington University in St. Louis. Mr. Shockey and his wife live in Reston, Virginia.

3.4.12 Anwar Siddiqui – Avaya

3.4.12.1 Statement of candidacy

I have served SIP Forum as a Board of Director during last two years and am running for reelection this year. During my tenure I have actively pushed the board for focus towards developing an understanding of SIP as a technology as it applies to enterprise customers needs. My desire is to continue that effort in seeking reelection. I have frequently represented SIP Forum during my tenure, and wish to continue to be strong proponent of open Internet technologies such as SIP and advance its influence within the IP Communication industry.

3.4.12.2 Biography

Anwar Siddiqui is currently responsible for Avaya's Strategic technology direction and actively influence companies investment priorities in the areas such as Voice over IP, Instant Messaging, Video, Conferencing and Web Collaboration, Call Center capabilities etc. Anwar brings in 10 years experience in executive management, product and portfolio management, software engineering, marketing and business development to his role at Avaya, Lucent Technologies, AT&T and C-Cube Microsystems. His focus during last seven years has been to develop appropriate market driven Avaya IP Communication product portfolio and pragmatic development of Avaya's VoIP product suit. Anwar helped Avaya achieve a position of VoIP industry prominence by leading several key VoIP initiatives that lead the company to succeed in the market place e.g. Avaya's first and second generation VoIP product suit that is available in the market today and holds a respectable size of market share. The last few years of Anwar's effort have focused on SIP-based new product introductions such as SIP-based Avaya SIP enabled Server, SIP Phones, Messaging System, and Collaboration Systems etc.

3.4.13 Robert Sparks – Estacado

3.4.13.1 Statement of candidacy

The wonderful growth of the SIP industry brings new challenges. It is clear that interoperability of implementations of open standards has been an important part of that growth. In order to retain the current momentum, I will continue to focus on advancing interoperability and standards through my continuing oversight of the SIPit events. Being a SIP Forum Director while managing these events helps guide the Board on operational and policy decisions surrounding them. As a continuing SIP Forum Board Director, I will continue to bring to the Board the insights gained through our SIPit events, as well as identifying areas where our Recommendations will make the industry stronger through my deep involvement in the IETF standards development process. As our success continues, we must work carefully to ensure that we retain a single, open SIP standard that pertains to the real

needs in commercial deployments, and that implementations continue to work together to the highest possible degree.

3.4.13.2 Biography

Robert Sparks is currently Chair of the SIP Forum Test Event Working Group, and in this role manages SIP Forum activities required surrounding the SIPit and SIMPLEt test events, as well as advising the Forum Board of Directors on suggested future SIPit / SIMPLEt direction. Robert is the VP of Research and Development at Estacado Systems, providing solutions in real-time IP communications. Prior to Estacado, Robert held the CTO position at Xten (now CounterPath), and was a Principal Engineer at dynamicsoft, the company that pioneered commercial SIP solutions. Robert is a co-author of the core SIP specification, RFC3261 and several of its extensions, and co-chairs the IETF's SIMPLE working group. He is co-author of the book "SIP Beyond VoIP: The Next Step in the IP Communications Revolution." Robert has also contributed directly to improving the level of interoperability of SIP implementations by contributing to the SIP Forum Interoperability Test Framework (in addition to managing SIPit events). Robert is currently President and on the board of directors of the SIP Foundry, and is an active contributor to the reSIProcate project. Robert has a BSc in Computer Science and a MSC in Mathematics from Texas A & M University.

4 Modification of By Laws to clarify election tally

Currently, Section 12.8 of the By Laws state the following:

Election of Directors shall be decided by the General Meeting by simple majority, or, at equal number of votes, by drawing of lots.

In practice, this has not provided a clear way to determine elections. Three cases are not handled:

- Given the number of candidates standing for election and the number of ballots received, it is possible that an insufficient number of candidates receive the required "simple majority" of votes;
- There is no provision for how to allocate votes to apply the limit to the number of Directors who may be a Participant Member;
- There is no provision to handle how a vote is to be counted if a candidate is nominated as representing a Full Member, but that Full Member is not in good standing at the time the votes are tallied.

As a solution for these issues, the ballot contains a proposal to amend Section 12.8 of the By Laws to use the most widely-respected method of tallying votes in the manner most likely to provide proportional representation and accurately reflect the desires of those voting: The Single Transferable Vote Method. To achieve this, the amended Section 12.8 will read as follows:

Election of Directors shall be decided in the General Meeting (in person or by proxy) by the Single Transferable Vote method, whereby each voter places the numbers 1, 2, ..., n on the ballot (where n is the number of candidates on the ballot) indicating the voter's preference rank for the list of candidates.

The result is determined through a series of counts. At the first count, the total number of first-preference votes for each candidate is ascertained. Any candidate who has a number of first preferences greater than or equal to a certain minimum number of first-preference votes (the "Threshold") is immediately elected. In second and subsequent counts, the surplus votes of elected candidates (i.e. those votes above the Threshold) are redistributed according to the second preferences on the ballot papers. After any count, if no candidate has a surplus of votes over the Threshold, the candidate with the lowest total of votes is eliminated. His or her votes are then redistributed in the next count to the candidates left in the race according to the second and then lower preferences shown on the ballots whose votes are being redistributed. The process of successive counts, after each of which surplus votes are redistributed or a candidate is eliminated, continues until either all the Director positions are filled by candidates who have received the Threshold of votes. In the case of an equal number of votes in a tally for the last remaining Director position, or in any round if there is a tie to be broken, it shall be determined randomly either by electronic means or by a drawing of lots. The Threshold shall be established using the Droop formula: (total ballots received / (Directors to be elected + 1)) + 1.

If, before all Director positions have been elected, the maximum number Director positions available to Participating Members have been filled, votes for any remaining Participating Member Candidates are (similar to above) redistributed to other candidates during subsequent tallying steps using the proportionate preferences given by voters on the ballot.

In the case that the tallying method described in this Section does not describe a tallying case that occurs in practice, the final tally shall be performed in conformance with widely-accepted best practices for Fractional Transfer Single Transferable Voting, with deference to the British Columbia STV rules.

If a candidate has been nominated by, and is representing a Full Member, but that Full Member is not in good standing at the time the votes are tallied, that candidate shall be deemed a Participant Member for purposes of the tally.

This method of tallying votes may be used in the General Meeting during which this provision is duly adopted.

For additional information about the Single Transferable Vote tallying method (including a discussion of its fairness in counting voters' desires in a multi-seat election and indications of current best practices) can be found at:

- http://www.wikipedia.org/wiki/Single_Transferable_Vote and http://www.wikipedia.org/wiki/Instant_runoff_voting
- <http://www.aceproject.org/ace-en/topics/es/esd/esd02/esd02d/default>
- <http://www.citizensassembly.bc.ca/public> and <http://www.citizensassembly.bc.ca/flash/bc-stv-full> for user-friendly background on the British Columbia STV system
- <http://stv.sourceforge.net/BCSTVRules.html> and [http://www.citizensassembly.bc.ca/resources/TechReport\(full\).pdf](http://www.citizensassembly.bc.ca/resources/TechReport(full).pdf) for full technical rules on the British Columbia STV system

Full members shall vote Yes or No on their ballots to accept this proposed amendment.

5 Authorization to optionally reorganize as a U.S.-based organization

Currently, the SIP Forum is established as a non-profit association of members, based in Sweden. In order to facilitate current financial transactions with both suppliers of services to the Forum and with SIP Forum members, in 2005 the Forum established a U.S. subsidiary corporation (SIP Forum LLC) with the Swedish association as the sole shareholder. This corporation has registered, and been approved by the U.S. IRS as a non-profit organization, has opened bank and credit card gateway accounts, and so forth as required to conduct business.

For most of the last several fiscal years, virtually all suppliers of services, and most newly added Full (paying) Members of the SIP Forum have been U.S.-based. Since the U.S. subsidiary was created, the vast majority all financial transactions have been handled through the Forum's U.S.-based LLC.

There is ongoing cost to maintain both organizations – two sets of accounts, two sets of governmental filings, etc. If U.S.-based activities continue to dominate, at some point in the future, it may be more cost-effective for the SIP Forum to consolidate both organizations into a single one organized in the U.S.

The Board would request an affirmative vote by the members that would authorize the Board to perform whatever legal steps are required to effect a merger or consolidation or reorganization of the Swedish and U.S. organizations, at a time of the Board's choosing in the future if the Board deems it financially and operationally in the best interest of the Forum to do so, subject to the condition that, subsequent to the reorganization, the operational and financial practices of, and the By Laws of the organization remain substantially the same as the current By Laws of the Swedish association, modified only as required to conform to U.S. non-profit operating laws or standard practices for non-profit associations.

Note: There is no current plan to effect the reorganization described here. This voting item is being presented now (in the 2006 General Meeting) because approval of this requires 2/3 majority vote of the membership, the General Meeting and required voting is held only once per year, and it may be useful to make this change prior to the next General Meeting.

Full Members shall vote Yes or No on their ballots to authorize the Board as described here.

6 Discharge of liability for Board Members and Managing Director

The By-Laws of the SIP Forum require that, at each general meeting, the members vote on whether to discharge the Board Members and the Managing Director from liability for actions or inactions resulting from their service to the SIP Forum over the prior year. This discharge is a normal practice for non-profit organizations based in Sweden. In all annual General Meetings to date, this has been presented, and the Board Members have been accordingly discharged.

At this time, the Board represents that the Directors have collectively performed all required responsibilities for this past year, and requests discharge from liability.

Full Members shall vote Yes or No on their ballots to so discharge the Board.

7 Procedure for voting

The By Laws permit voting in person at the General Meeting.

Voting can also be done by proxy, using paper ballots or electronically submitted ballots that are returned using a method that the Board deems sufficient to establish the authenticity of the ballot. The Board has concluded that it is sufficient if the Managing Director receives an Internet SMTP email message containing a ballot marked by the member representative that is sent from a domain name that appears to be from a Full Member organization.

Included in the bundle distributed to the Full Members, there will be a ballot document entitled "Voting Form." If a Full Member intends to submit a ballot to vote by proxy (instead of in person), each Full Member should do the following.

7.1 Minimal procedure for proxy voting

- Mark the ballot (either by modifying the document to indicate the mark, or by printing the document and marking it in ink) to:
 - Rank your votes for Director's candidates. Mark your first preference "1", your second preference "2", and so on. You may vote for only as many candidates as you wish, but we recommend you vote for at least 5.
 - Approve or reject the proposed By Laws change regarding Director election.
 - Approve or reject the proposal to grant the Board the option to perform whatever legal steps are required to reorganize the SIP Forum as a U.S.-based organization.
 - Approve or reject the discharge of Directors' liability.
- Email the marked document to the following email address: m-director@sipforum.org . This email must be sent from an email account at the Full Member company.

7.2 Alternate procedure for proxy voting

Although not required, the following procedure alternately be followed:

- Mark the ballot (as above)
- Print, and sign a paper copy of the marked ballot document, and return it in one of three ways:
 - Scan the marked ballot document, and email the scanned, signed document to the address above. (PDF, JPG, TIFF, or GIF are all acceptable electronic formats)
 - Paper ballots can alternately be sent via surface mail to the address on the first page of this meeting notice;
 - Send a facsimile to the fax number on the first page of this meeting notice.

7.3 Possible (not-yet-available) procedure for proxy voting

The SIP Forum will investigate providing a web-based solution for voting before the date of the General Meeting. If a solution can be put in place that meets the requirements of the By Laws for voter-authentication, you will be advised of its availability, along with instructions for use. Unless and until this is available, please presume you

must use one of the two methods described above. If, at the time this method is available, you wish to use it, you can withdraw your prior ballot by contacting the Managing Director at m-director@sipforum.org.

7.4 Deadline for ballot return for proxy voting

Ballots sent to the Managing Director to be handled by proxy must be received **ON OR BEFORE 12 SEPTEMBER 2006** (one day before the general meeting) in order to be counted.

7.5 Casting ballots in person

If a ballot is not received in email or surface mail by the above deadline, the ballot can still be cast by the voting Full Member by appearing in person at the general meeting, and providing the signed, marked ballot when the vote is called.

7.6 Ballot counting

Ballots, including those received in email, surface mail, and those cast in person (as well as any web-based ballots should they become available), will be counted when the vote is called in the general meeting. Results will be announced at the meeting (assuming the tally method results in clear winners), and official minutes taken to reflect the voting.

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