

AUTOMOTIVE DATA EXCHANGE STANDARDS AUSTRALIA

CONSTITUTION

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Article 1. Interpretation and Definitions

1. **Interpretation.** In this Constitution unless the context otherwise requires:

- 1.1 **AutoDESA** – the organisation Automotive Data Exchange Standards Australia
- 1.2 **Steering Committee** – the committee of management appointed by the financial members to supervise the control and direction of the affairs of AutoDESA.
- 1.3 **Schema Development Team(s)** – a committee appointed by the Steering Committee to undertake a project to develop a schema. Composition of a Schema Development Team will usually include the project initiator, (who also is the Team Chairperson) and a DMS supplier. Each team is to report to the Steering Committee.
- 1.4 **Sub-Committee** – a subsidiary committee appointed by the Steering Committee to perform a specific task.
- 1.5 **Financial Member** – a company or individual whose membership is approved by the Steering Committee and has paid the annual membership fee as determined by the Steering Committee.
- 1.6 **Registered Individual (Financial)** – an employee of, or person authorised to represent a company that is a financial member, or an individual who has been approved by the Steering Committee to be a financial member.
- 1.7 **Registered Individual (Un-financial)** – an individual who has registered his or her contact details on the AutoDESA web site and is not a financial member or an employee of a financial member company.
- 1.8 **Membership Classes.** For the purpose of representation of the various industry sectors within the community of participants in the Australian automotive and agricultural equipment industries, membership shall be categorised within the following industry sectors:
 - a. Manufacturers and distributors,
 - b. Dealership Management System (DMS) suppliers, and
 - c. Allied organisations
- 1.9 **Company Representative.** An individual nominated by a member company to be that company's representative / spokesperson for policy matters. A company that is a financial member may nominate a representative to act as a proxy for voting purposes.
- 1.10 **Procedures and Processes Document.** A separate document approved by the Steering Committee, that details administrative and technical procedures, processes to be adopted and documentation required by all parties involved in the development or amendment of schema and for the conduct of other AutoDESA technical or administrative affairs.
- 1.11 **Office.** The address or other place nominated by the Steering Committee as the principal point of contact or office of AutoDESA.
- 1.12 Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

Article 2. Name and Office

2.1 Name. The name of this non-profit organisation shall be AutoDESA - Automotive Data Exchange Standards Australia. Automotive Data Exchange Standards Australia is hereafter referred to in this Constitution as "AutoDESA".

2.2 Office. The Steering Committee may from time to time nominate the address of the person appointed as Secretary, a member's place of business, or other place as the principle office of AutoDESA.

Article 3. Purpose

3.1 AutoDESA is a voluntary, open, not for profit organisation providing an open forum of individuals and businesses within the Australian automotive and similar industries. Members cooperate in developing and promoting solutions that enhance the efficiency of the automotive industry.

3.2 The goal of AutoDESA is to promote efficiencies within the community of automotive manufacturers and importers, dealers and all other participants in the Australian automotive value chain. This will be achieved through the development and adoption of common standards for data interchange between IT systems. This will deliver benefits to all participants through reduced development and support costs and shortened development times.

3.3 The AutoDESA organisation conducts regular meetings to develop IT standards for data inter-change within automotive, agricultural equipment and similar industries and to foster communication among industry participants, including dealers, manufacturers, dealership system suppliers and allied industries.

3.4 Topics not to be discussed. Under no circumstances are members to discuss at AutoDESA meetings current or future prices, costs or profit.

3.5 Published AutoDESA standards will be made freely available to any interested party.

Article 4. Membership and Voting Rights

4.1 Membership. Membership of AutoDESA is open to all organisations within the automotive and agricultural equipment and related industries that seek to improve operations within their business through standardisation of data exchange.

4.2 Membership may include but is not limited to:

- a. Manufacturers and distributors of new motor vehicles, or agricultural equipment
- b. Dealership management system providers and other related IT service providers
- c. Fleet management companies
- d. Automotive Finance Companies
- e. Automotive Insurance Companies
- f. Government Bodies and Instrumentalities – eg Motor Vehicle Registration Departments, Fleet Managers, Customs Department, Police Force
- g. Industry consultants
- h. Other industry bodies – eg FCAI, Motor Vehicle Repairer Organisations
- i. Transport Companies
- j. Shipping Organisations
- k. Vehicle dealerships

- l. Companies that provide services to, or who co-operate in developing or promoting solutions that enhance the efficiency of data interchange between IT systems related to the Australian motor vehicle industry
- m. Related organisations, associations and government bodies

4.3 Application for Membership. Any individual, partnership, corporation, or other legal entity eligible for membership under this Constitution may become a Registered Individual by accessing the AutoDESA website and providing their contact details, or by contacting the Secretary.

4.4 Application for Financial Membership. Applications by an individual, partnership, corporation, or other legal entity eligible for membership under this Constitution, to become a **Financial Member** are to be approved by a majority vote of the Steering Committee.

4.5 Attendance at Meetings. Any person eligible for membership under this Constitution may apply to attend an AutoDESA meeting after registering their contact details with the Secretary. Rules regarding the number of representatives for each financial member allowed to attend and attendance at meetings by non-financial members may be determined by the Steering Committee.

4.6 Company Representatives. Each Financial Member shall nominate one Registered Individual to be that company's representative / spokesperson for policy matters and voting purposes. A proxy may be nominated.

4.7 Voting. All Financial Members by virtue of their financial status in AutoDESA shall be entitled to vote in all matters requiring member votes.

- 4.7.1 More than one employee of Financial Member companies may become a registered individual of AutoDESA, but for the purpose of voting rights, an enterprise with more than one employee as a registered individual (financial), constitutes a single membership.
- 4.7.2 Voting shall be conducted only by members in attendance at scheduled meetings held in accordance with *Article 8. Meetings* below, or as otherwise determined by the Steering Committee.
- 4.7.3 Financial Members unable to attend a meeting may nominate the Secretary as a proxy to vote on their behalf on specific matters.

4.8 Classes of Membership and Associated Rights. Any person may access the AutoDESA web site and become a '**Registered Individual**' with limited participation and right of access to AutoDESA information. Companies and individuals who contribute financially to AutoDESA administrative costs by paying the annual membership fee, gain full membership rights as described below.

4.8.1 Registered Individual – Financial

- a. More than one employee of a Financial Member company may register with AutoDESA as 'Registered Individual – Financial'. In this case, the company is to nominate one person to be that company's representative / spokesperson for policy and voting matters. Any Registered Individual – Financial may participate in meetings, teams and committees.
- b. Each Financial Member company has only one voting right in all AutoDESA forums, to be exercised through the nominated representative / proxy.
- c. Company representatives may nominate a delegate or proxy.
- d. Financial (only) members may nominate a representative on the Steering Committee.
- e. Financial (only) members may participate and/or invite non-financial members to participate in Schema Development Teams and Sub-committees.

- f. Registered Individuals – Financial may have access to AutoDESA documentation, including minutes of previous meetings, documentation relating to work-in-progress and schema documentation that is not published or available to the public.

4.8.2 Registered Individual – Non-financial. Non-financial members:

- a. may be included in the distribution of notices,
- b. may attend general meeting after registering their details with the Secretary, (subject to Paragraph 4.5 above), but
- c. may not vote at meetings,
- d. may not participate in working committees, teams or sub-committees, unless invited in accordance with Article 4.8.1 e,
- e. may not access working committee, schema development team or sub-committee information, and
- f. may not access minutes of meetings – except those made available at meetings attended.

4.9 Duration of Membership and Resignation. Membership of AutoDESA may terminate by voluntary withdrawal. All rights, privileges and interests of a member in or to AutoDESA shall cease on the termination of membership.

- 4.9.1 Any member may terminate their membership in AutoDESA by activating the 'Unsubscribe' feature within the member record on the AutoDESA website, or by notification to the Secretary.

Article 5. Fees

5.1 Fees Categories. Members shall be made up of the following fees categories:

- 5.1.1 **Financial Members** shall contribute a share of administrative costs by paying annual membership fees as determined by the Steering Committee.
- 5.1.2 **Non-financial Members** are registered members or registered individuals who are not financial for the current membership year.

5.2 Fees. Administrative cost and secretarial services costs are to be covered by a non-profit making, fee-sharing arrangement. The Steering Committee is to determine the level of fees.

5.3 The period for the purpose of membership financial status is 1 July to 30 June annually.

5.4 Financial members who withdraw shall forfeit entitlement to any refund of fees paid.

Article 6. Committees and Appointments

6.1 Steering Committee. The Steering Committee, subject to any resolution passed by a majority vote of financial members at a general meeting, shall supervise the control and direction of the affairs of AutoDESA, including appointment of Schema Development Teams, oversight of schema projects, the technical processes used, approval of schema standards, financial and administrative matters.

6.2 The Steering Committee is to approve projects to be undertaken by Schema Development Teams or sub-committees appointed in accordance with *Article 7 – Committees and Procedures* below.

- 6.2.1 The Steering Committee may exercise all such functions as may be exercised by AutoDESA, other than those functions that are required by this Constitution to be exercised by a general meeting of financial members.
- 6.2.2 The Steering Committee has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of AutoDESA.
- 6.2.3 **Composition.** The Steering Committee shall not exceed four Financial Members, composed of representatives of each of the classes of financial members: Manufacturers/Distributors, System Providers and 'Allied Organisations'. The Chairman and Secretary are not included within the maximum of four.
- 6.2.4 **Election.** An election for membership of the Steering Committee is to be conducted at a General Meeting. Each Financial Member shall have one vote and voting shall be by simple majority.
- 6.2.5 **Charter.** Individual members of the Steering Committee agree to represent the interests of AutoDESA and not their parent company.
- 6.2.6 **Term of Office.** Membership is to rotate at approximately 12 month periods so that the workload is shared between financial members. To ensure continuity, not all members are to change at the same time.
- 6.2.7 **Resignation.** Any Steering Committee member may resign at any time by giving written notice to the Chairperson. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance as determined by the Chairperson but in no case later than 72 hours from when the written notice was received by the Chairperson.
- 6.2.8 **Removal.** Any Steering Committee member may be removed by a majority vote of the other Steering Committee members then present on the Steering Committee at any regular or special meeting at which a quorum is present. Written notice of removal shall promptly be given.
- 6.2.9 Steering Committee members shall not receive any compensation for their services as Steering Committee members.

6.3 Chairperson. The Chairperson shall direct regular and special general meetings and meetings of the Steering Committee during his or her term. Nominations for the position of Chairperson may be made by Financial Members in attendance at a general meeting. Each nomination must be seconded. Candidates may decline their nomination for office. The nominee will be duly elected by a majority vote provided by a quorum of at least sixty percent of the Financial Members present.

- 6.3.1 The term of office for the Chairperson shall normally be one year and shall not exceed two consecutive terms.

6.4 Secretary. Guidelines for the appointment of a secretary and duties to be undertaken are to be included in a separate document issued by the Steering Committee.

- 6.4.1 **Point of Contact.** The Secretary shall be the initial point of contact or liaison between AutoDESA and external contact.
- 6.4.2 The level of financial compensation for the Secretary will be determined on an annual basis by the Steering Committee.
- 6.4.3 Duties of the Secretary are as determined by the Steering Committee.

Article 7. Committees and Procedures

7.1 Procedures Document. The Steering Committee is to produce a separate document describing '*AutoDESA Procedures and Processes*'. This document is to detail administrative and technical procedures and processes to be adopted in the conduct of AutoDESA affairs. Procedures detailed in the document and amendments to it are subject to resolutions to be passed by the majority of the members of the Steering Committee.

7.2 Schema Development Teams. The Steering Committee shall appoint members of Schema Development Teams to undertake schema development projects. Composition of each Schema Development Team will usually include the project initiator, who is usually the Team Chairperson and a DMS supplier.

7.2.1 Technical Process. Schema Development Teams undertaking schema projects are to follow the guidelines detailed in the Procedures Document issued by the Steering Committee.

7.2.2 Schema Development Teams are responsible to the Steering Committee for the progression of their schema project.

7.1.1 Schema Development Team Chairperson. The Steering Committee shall appoint a member of each Schema Development Team to be Team Chairperson responsible for progression of the schema project.

7.3 Sub-committees. The Steering Committee may establish sub-committees to undertake work on behalf of AutoDESA, subject to any financial implications to AutoDESA or its members being approved in advance by a majority vote of Financial Members at a General Meeting. Sub-committees are responsible to the Steering Committee.

Article 8. Meetings

8.1 Regular Meetings of Registered Members. Regular scheduled meetings of registered members and of the Steering Committee shall normally be held quarterly, however this may be varied by the Steering Committee. Meeting locations are to be determined by the Steering Committee.

8.2 Special General Meetings. Special General Meetings of Financial Members may be held as designated by the Chairperson and/or upon demand of a majority of the **Financial Members**.

8.3 Notice. Written notice of Regular and Special General Meetings shall be given to all registered members at least ten (10) days in advance of such meetings.

8.4 Meetings Venue. Where possible, members shall host meetings on a rotating basis, at no charge to attendees.

8.5 Steering Committee Meetings. Meetings of the **Steering Committee** may be called by the Chairperson, or by a majority of the Steering Committee Members then in office, who may fix any place as the place for holding any meeting and the subject or subjects to be considered. Notice of any Steering Committee meeting shall be emailed or transmitted by other means to each Steering Committee Member at least ten (10) days in advance.

8.6 Quorum

8.6.1 A quorum is constituted by two (2) persons or one-third of the persons entitled to attend and vote at a meeting of the Company's Members whichever is the greater.

8.6.2 A majority of the elected Steering Committee members shall constitute a quorum at any meeting of the Steering Committee.

8.7 Conduct of Meetings

- 8.7.1 General meetings of Registered Members shall be presided over by the Chairperson, or in his or her absence a person elected by a quorum of the **Financial Members** present.
- 8.7.2 Steering Committee meetings shall be presided over by the Chairperson, or in his or her absence a person elected by a quorum of the Steering Committee members present.

8.8 Schema Development Team Meetings. Meetings of members of Schema Development Teams shall be held on an individual basis as determined by the Team Chairperson.

8.9 Member Expenses. Members shall pay their own travel, accommodation and incidental expenses related to AutoDESA meetings.

Article 9. Membership Responsibilities

9.1 AutoDESA Membership shall have as its primary responsibility a commitment to active participation in group activities and discussions. Members agree to co-operate on projects with the Steering Committee, other committees or teams by promptly returning communications requiring their response.

9.2 Each member shall notify the Secretary of the person authorized to represent the member on AutoDESA matters, and also notify the Secretary of changes in the authorized representative.

9.3 The Steering Committee may identify project activities requiring member participation outside of the regularly scheduled meetings. Member representatives agreeing to join project teams shall actively participate in and maintain their involvement through to the completion of assigned projects.

9.4 To ensure timely, consistent communications within AutoDESA, email is the preferred means of communication. Recipients are to be notified by telephone when documents sent by email require attention in less than five (5) business days. A designated member company representative and telephone number or email address will be identified on all email communications to members.

9.5 It shall be the responsibility of members to operate in accordance with the standards development procedures issued by the Steering Committee and adopted by AutoDESA.

9.6 Member companies shall endeavour to support and implement the IT standards and guidelines adopted by AutoDESA.

Article 10. Web Site

10.1 AutoDESA is to maintain a website containing contact details of registered members and reference material and documentation. As the site is to be the principle hub for the distribution of information to members, it is the member's responsibility to visit the site regularly and to keep their contact details current.

10.2 The website also is to provide a forum to interchange ideas, to invite feedback from the automotive industry and to communicate published standards to the community. Registered financial members may be provided the facility to download/print information/documents about non-published standards and other non-public information for their use.

10.3 **Website Access.** Access to information within the AutoDESA website is to be controlled as follows:

- 10.3.1 **Public access (without registering)** – general information about AutoDESA, published standards, contact details of key members and date/location of general meetings. Public access is to allow viewing of frequently asked questions or to submit a question to the committee or secretary. Members of the public are to have a choice of registering their contact details on the site to access further information.
- 10.3.2 **Registered Individual (non-financial).** Non-financial members registered on the web site are placed on the general mailing list and are automatically notified details about the next AutoDESA general meeting and of new postings on the site of unrestricted information. Non-financial members are not to have access to information about AutoDESA matters such as work in progress, Schema Development Teams activities, or minutes of meetings (except meetings attended).
- 10.3.3 **Registered Individual (financial).** Viewing of the Members Only area of the site and full access to AutoDESA activities is restricted to financial members only. This area of the web site includes work in progress by Schema Development Teams, discussion forums, committee and schema (non-published) documentation and minutes of meetings.
- 10.3.4 **Administrator.** The ability to add or amend information on the web site is restricted to the Secretary and financial members nominated as a web site 'administrator' by the Steering Committee.

Article 11. Amendments

11.1 The Constitution of AutoDESA may be modified from time to time as needed. Any financial member may propose an amendment to the Constitution by sending a copy of the suggested change to the Secretary at least 30 days prior to a regularly scheduled meeting at which the change shall be considered.

11.2 Amendments to this Constitution are to be approved at a general meeting by a majority vote of Financial Members.
