

## **FOUNDATION Fieldbus - End User Council Australia Incorporated Charter**

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### **1. Purpose of the Foundation Fieldbus End User Council-Australia**

The End User Council has been established by the Fieldbus Foundation to:

- a) educate end users on Foundation fieldbus technology;
- b) assist end users in identifying the benefits of Foundation technology
- c) provide a forum to exchange information among all end users on a world-wide basis;
- d) provide end user input to the continuing development and testing programs of the Foundation; and,
- e) publicly promote and support the Foundation fieldbus technology.

### **2. Establishment of the FFEUC- Australia:**

A group of interested parties, which may contain end users, manufacturers and suppliers, architect engineers and system integrators, and independent sales representative firms have registered with the Fieldbus Foundation to establish a FFEUC in the Australian region. The FFEUC-Australia has submitted their proposal to the Foundation headquarters in Austin, Texas.

- ◆ A FFEUC-Australia list of members, the names and company affiliations of the organizing committee, and a plan for the first two years of operation, including a proposed budget outlining both projected revenues and expenses shall be submitted for information to the Foundation Fieldbus.
- ◆ The FFEUC-Australia is not a local chapter of the Foundation and its participants are not, necessarily, members of the Foundation. In referring to a regional FFEUC-Australia, the preferred form is: Fieldbus Foundation End User Council-Australia (FFEUC-Aust).
- ◆ The FFEUC-Australia shall become an Incorporated Association per the Ministry of Fair Trading Associations Incorporation Act 1987. In addition, being a national body it shall be registered as a “Registered Australian Body” per the Australian Securities and Investment Commission requirements.
- ◆ The FFEUC-Australia shall obtain a tax file and ARBN

### FFEUC-Australia Organization:

The FFEUC-Australia shall have two officers, Co-Chairman of the FFEUC-Australia. One Chairman will be from a regular member company and one Chairman from an end user company. The FFEUC-Australia may decide to have a program chairman responsible for the meetings and other activities of the group or the Co-Chairman may perform this function. Primary support will be provided from the regional marketing committee. The Co-Chairman will report to the regional marketing committee and to Foundation headquarters on a monthly basis regard meetings, issues to be resolved, and any other matters requiring the Foundation’s support.

The FFEUC-Australia may, if approved by the Foundation’s regional Marketing committee or the Regional VP or Regional Director, establish a Working Group to study and make recommendations to the Foundation regarding areas of interest to the end user community.

A FFEUC-Australia advisory council may be formed consisting of local Fieldbus Foundation members and member affiliated companies to advise and provide support to the FFEUC-Australia. This will be determined by the Foundation’s regional marketing committee in consultation with the FFEUC-Australia Co-Chairman. An advisory council has no voting rights within the FFEUC-Australia.

Members of the FFEUC-Australia are not members of the Fieldbus Foundation and do not have any voting right in the Fieldbus Foundation based on their FFEUC-Australia membership. FFEUC-Australia members are encouraged to become members of the Foundation (Class E) to increase their involvement and contribution to the Foundation and to gain the right to vote on Foundation matters.

The FFEUC-Australia shall comply with the rules of an Incorporated Association . (see Appendix 1).

### 3. Membership Requirements:

Members of a FFEUC-Australia must be users (manufacturing plants which purchase and/or operate instrumentation and control equipment). Examples of such firms would be oil and gas, petro-chemical companies, chemical companies, pulp and paper companies, mining and mineral processing, steel/aluminum, electric utilities, pipeline companies, etc. Architect

engineers and control system integrators who do not assemble or manufacture hardware or software and who assist the end user in specifying, installing, and maintaining instrumentation and automation equipment are also eligible for membership. Application for membership in the FFEUC-Australia is shall be located on the Foundation's web site and when completed and should be submitted to the Foundation Headquarters in Austin, Texas.

The FFEUC-Australia is a non profit organisation and funds shall be obtained from company sponsorship (\$2000 recommended) and a user pays philosophy.

Companies, which assemble or manufacture hardware and standard software for the automation industry are not eligible for FFEUC-Australia membership but are encouraged to join the Fieldbus Foundation as regular members.

There are two membership categories:

Member- From an end user company

Regular member - From a manufacturer, distributor or representative of any company which sells Foundation fieldbus products.

Regular Members do not have voting rights on technology related issues, however they do have voting rights in General and other meetings.

#### 4. Finance:

End User Councils are expected to be self-funding. Expenses of the Co-Chairman and others doing work in support of FFEUC-Australia activities will be borne by the volunteer's company.

The Foundation will supply presentation materials and where possible will supply Foundation staff or Member company experts to the FFEUC-Australia meetings. Where unplanned or extraordinary expenses are incurred in the provision of facilities, staff, or experts, the Foundation will require the FFEUC-Australia to reimburse the Foundation for the expenses but not the time of such experts.

#### 5. Meetings/Conferences:

It is expected that each FFEUC-Australia will hold one annual Australasian meeting per year to learn of the status of the technology, current installations, Foundation plans, and other pertinent information. FFEUC-Australia meetings are solely and exclusively for the benefit of the end user attendees. FFEUC-Australia will plan its own meetings and set the meeting agenda. At each meeting the FFEUC-Australia members will have an opportunity to raise issues which they believe should be addressed by the Foundation and to suggest items for future meeting agendas. Responses to the issues and questions will be provided by the Foundation in a timely manner.

No presentations by member company representatives regarding their company or its products are permitted at an FFEUC-Australia meeting. Meetings will be devoted to the Foundation's technology, current status, plans, and other pertinent Foundation issues.

Fieldbus Foundation members may attend FFEUC-Australia meetings as observers but are not allowed to participate in the meeting on an active basis unless they are making a specific presentation as a representative of the Foundation.

Meetings will be held on at FFEUC-Australia member sites or on neutral ground. Meetings at Foundation member sites are to be avoided and will only be permitted on a limited basis when there is a important requirement.

## **6. FFEUC-Australia Membership benefits:**

FFEUC-Australia members shall receive information and support from industry professionals who are experts in various aspects of fieldbus: technology, engineering, installation, configuration, and day-to-day use. Members have an opportunity to network with manufacturers, other end users, and engineering firms around the world.

Members are solicited for their input regarding the technology development and raise questions and issues of concern to the end user community for resolution by the foundation. FFEUC-Australia members shall receive the Fieldbus Foundation Newsletter and have access to the foundation's BBS.

## **Industry Conferences and Exhibitions:**

FFEUC-Australia does not organize and manage industry trade fairs, conferences, and exhibitions. This is done by the Foundation, normally through the local or regional Marketing Committee. However, in certain cases FFEUC-AUSTRALIA members may participate in such Conferences by invitation of the local Marketing Committee.

## **FFEUC-Australia Training**

The FFEUC-Australia may arrange for and manage end user training for its members. However, this end user training must be an approved Foundation course and the instructors must be approved by the Fieldbus Foundation if it is sponsored by the FFEUC-Australia.

# **FOUNDATION fieldbus End Users Council Australia Inc RULES**

These rules are specifically written to meet Australian Fair Trading Incorporated Association Requirements.

## **RULE 1 NAME OF ASSOCIATION**

The name of the Association is

**FOUNDATION fieldbus END USER COUNCIL AUSTRALIA. Incorporated (or Inc.)**

## **RULE 2 DEFINITIONS**

2. In these rules, unless the contrary intention appears

"Association" means FOUNDATION fieldbus End User Council- Australia

"committee meeting" means meeting referred to in rule 7.14 (1);

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 7.1;

"financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to

(a) "an incorporated association" or "the association" being construed as a reference to the Association: and

(b) "the Committee" being construed as a reference to the Committee-,

"general meeting" means meeting convened under rule 7.15;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act; "the Act" means the Associations Incorporation Act 1987;

"the Association" means the Association referred to in rule 1; "the Chairperson" means

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 7.10; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 7.1 (a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Committee" means the Committee of Management of the Association referred to in rule 7.1 ;

"the Secretary" means the Secretary referred to in rule 7.1 (c);

"the Treasurer" means the Treasurer referred to in rule 7.1 (d);

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 7.1 (b).

### **RULE 3 OBJECTIVES OF THE ASSOCIATION**

The End User Council has been established by the Fieldbus Foundation to:

- ♦ educate end users on Foundation fieldbus technology;
- ♦ assist end users in identifying the benefits of Foundation technology
- ♦ provide a forum to exchange information among all end users on a world-wide basis;
- ♦ provide end user input to the continuing development and testing programs of the Foundation; and,
- ♦ publicly promote and support the Foundation fieldbus technology.

The property and income of the FFEUC-Australia shall be applied solely towards the promotion of the objects and purposes of the FFEUC-Australia and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the FFEUC-Australia, except in good faith in the promotion of Foundation fieldbus.

### **RULE 4 QUALIFICATIONS FOR MEMBERSHIP**

Refer to section 3.0 of the Charter

### **RULE 5 REGISTER OF MEMBERS**

(1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence.

(2) The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in subrule(i).

(3) A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

(4) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member

(a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the committee meeting referred to in paragraph (a).

At the Committee meeting referred to in a notice communicated under subrule (a), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make, representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

(v) A member who is expelled from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her.

(vi) A member who is expelled from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (v). Any appeal shall be via the Fieldbus Foundation president in Austin Texas, USA.

(vii) When notice is given under subrule (iv)

(a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and

(b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed by the Fieldbus Foundation President in Austin Texas, USA under subrule (vi).

## **RULE 6 FEES**

Refer to sections 3.0 and 4.0 of the Charter

## **RULE 7 COMMITTEE OF MANAGEMENT**

**7.1** The affairs of the Association shall be managed exclusively by a Committee of

Management consisting of

- (a) Two Co-Chairs
- (b) Two Vice Co-Chairs
- (c) a Secretary;
- (d) a Treasurer,- and
- (e) not less than four other persons,

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (7.9).

**7.2** At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act

- (a) if the Committee consists of an even number of members, half of that number, which half, or
- (b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number, shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

**7.3** At the commencement of each successive annual general meeting after the annual general meeting referred to in subrule (7.2), those four Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

**7.4** Subject to subrule (7.5), a person is not eligible for election to membership of the Committee unless a member has nominated him for election by delivering notice in writing of that nomination, signed by

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

**7.5** Subrules (7.4) and (7.5) do not apply to or in relation to a person who is eligible for re-election under subrule (7.2) or (7.3).

**7.6** A person who is eligible for election or re-election under this rule may at the annual general meeting concerned;

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself

**7.7** The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.

**7.8** If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled (a) the Secretary shall report accordingly to; and (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.

**7.9** When a casual vacancy within the meaning of rule 7.13 occurs in the membership of the Committee

- (a) The Committee may appoint a member to fill that vacancy; and
- (b) A member appointed under this subrule shall;
  - (i) hold office until the commencement of – and
  - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

#### **7.10 CHAIRPERSON**

(i) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.

(ii) In the event of the absence from

(a) a general meeting of the Chairperson, the Vice-Chairperson; or both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting; or

(b) a Committee meeting of the Chairperson, the Vice-Chairperson; or **both the Chairperson** and the Vice-Chairperson, a Committee member elected by the other Committee members present, shall preside at the general meeting or Committee meeting, as the case requires.

#### **7.11 SECRETARY**

The Secretary shall

- (a) Co-ordinate the correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of the Committee and of the Association;

- (c) Comply on behalf of the Association with
  - (i) section 27 of the Act in respect of the register of members of the Association
  - (ii) section 28 of the Act in respect of the rules of the Association. And
  - (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees of the Association;
- (d) Have custody of all books, documents, records and registers of the Association, including those referred to in paragraph ©, other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) Perform such other duties as are imposed by these rules on the Secretary.

## **7.12 TREASURER**

The Treasurer shall

- (a) Be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) Pay all moneys into such account or accounts of the Association as the Committee may from time to time direct;
- (c) Make payments from the funds of the Association with the authority of a general meeting or of the Committee.
- (d) Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) Whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction; .
- (f) Have custody of all securities, books and documents of a financial nature and accounting records of the Association, and
- (g) Perform such other duties as are imposed by these rules on the Treasurer.

## **7.13 CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical in-health;
- (e) is absent from more than
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each those committee meetings; or
- (f) ceases to be a member of the Association.

## **7.14 PROCEEDINGS OF COMMITTEE**

- (1) The Committee shall meet together for the dispatch of business not less than once in each two calendar months and the Chairperson may at any time convene a meeting of the committee.

- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting five Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

## **7.15 GENERAL MEETINGS**

- (1) The Committee
  - (a) May at any time convene a special general meeting;
  - (b) Shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
  - (c) Shall, within 30 days of (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1) (c) (i) shall (a) state in that request the purpose for which the special general meeting concerned is required; and (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to;
  - (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
  - (b) in subrule (1) (c) (ii), the member who gave the notice concerned may himself convene special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b) (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting
- (6) A notice given under subrule (5) shall specify (a) when and where the general meeting concerned is to be held; and (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is;
  - (a) Consideration of the accounts and reports of the Committee.
  - (b) Election of Committee members to replace outgoing Committee members.
  - (c) Any other business requiring consideration by the Association in a general meeting.

(8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

(9) The Secretary may give a notice under subrule (5) or (8) by

(a) serving it on a member personally; or

(b) sending it by post to a member at the address of the member appealing in the register of members kept and maintained under section 27 of the Act.

(10) When a notice is sent by post under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **RULE 8 QUORUM IN PROCEEDINGS AT GENERAL MEETINGS**

(1) At a general meeting 30 members present in person or by proxy constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 7.15 (5) or (8) -

(a) as a result of a request or notice referred to in rule 7.15 (1) (c) or as a result of action taken under rule 7.15 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 7.15 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting

(a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

(b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

(8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **RULE 9 MINUTES OF MEETINGS OF ASSOCIATION**

(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that

(a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **RULE 10 VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

(1) Subject to these rules, each member whether a member or ordinary member present in person or by proxy at a general meeting is entitled to a deliberative vote unless the matter is associated with FOUNDATION fieldbus technology, under these circumstances only members may vote.

**RULE 11 PROXIES OF MEMBERS OF ASSOCIATION.** A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **RULE 12 RULES OF ASSOCIATION**

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **RULE 13 COMMON SEAL OF ASSOCIATION**

(1) The Association shall have a common seal on which its corporate name shall appear in legible characters.

(2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book

referred to in rule 9.

(3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

(4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

#### **RULE 14 INSPECTION OF RECORDS, ETC. OF ASSOCIATION**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

#### **RULE 15 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed

(a) to another incorporated association incorporated under the Act.

or

(b) for charitable purposes, which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.