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Transport Network ITS Spatial Data Deployment Platform (TN-ITS)

Terms of Reference

Version adopted by the inaugural General Assembly held on 5 June 2013 in Dublin.

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1 General

1.1 Name

The association has the full name "Transport Network ITS Spatial Data Deployment Platform", and is hereinafter referred to as the Association. It may also be referred to by the short name "TN-ITS".

1.2 Seat

The office of the Association is located at the premises of ERTICO - ITS Europe, at Louizalaan / Avenue Louise 326, Brussels, Belgium.

1.3 Objective

The objective of the Association is to give support, on a permanent basis, for the implementation of priority actions 1.2 and 1.3 of the "Action Plan for the Deployment of Intelligent Transport Systems in Europe" of the European Commission (for short "ITS Action Plan") of 16 December 2008, as published in document COM(2008) 886 final/2 of 20 March 2009 (corrigendum to the original document).

1.4 Activities

In order to achieve the objective the Association will perform the following activities:

1. Ensure that the Association has the necessary funds and staffing to operate according to these Terms of Reference.
2. Make full use of the TN-ITS framework (as defined in the Memorandum of Understanding as the ROSATTE Framework) and further develop and consolidate these concepts.
3. Enable public authorities to comply with the ITS Directive, priority actions 1.2 and 1.3, within the scope of the TN-ITS framework, by developing, maintaining and publishing tools and by offering consultancy services for the public authorities.
4. Consider the need for formal or another form of standardization of the specifications that constitute the basis of the TN-ITS framework.
5. Work with relevant authorities to raise awareness of the Association and its objective and activities, and to motivate authorities to become members of and to actively contribute to the Association, and to make use of the opportunities the Association offers.

2 Business Model

The Association is a self-funding partnership between Public Authorities and other organizations responsible for road data, and Map Makers and other third parties. The Association is hosted within ERTICO. Members of the Association may, but are not required to, be members of ERTICO.

Funding primarily consists of membership fees and revenues from services provided by the Association. In addition, funding from other sources and contributions in kind may contribute to the annual budget.

The structure of the Association is defined to ensure a flat organization with minimal overhead and with focus on delivery rather than management.

3 Officers

The Association has the following officers:

- one President
- one Working Group Leader for each working group
- one Treasurer

- one Secretary

3.1 Duties of Officers

3.1.1 President

The President:

- leads, represents and governs the Association
- appoints the Secretary in agreement with ERTICO to ensure staffing; the Secretary shall be a representative of ERTICO
- is responsible for recruiting new members of the Association
- is responsible for making proposals to the Board for appointment and dismissal of the Working Group Leaders

3.1.2 Working Group Leader

A Working Group Leader:

- leads the respective working group
- is responsible for accomplishing the assignments of the working group and establishing its deliverables according to the Annual Activity Plan and Budget, and in line with the specific objectives of the working group
- is responsible for proper staffing of the working group

3.1.3 Treasurer

The Treasurer:

- administers the assets of the Association and provides for a proper accounting , in coordination with the financial department of ERTICO
- advises the Board in reviewing the membership fees, ensuring that the levels of the membership fees are reasonable and in line with the value received by being a member of the Association
- uses the Annual Activity Plan and Budget as the basis for all duties

3.1.4 Secretary

The Secretary:

- supports the daily business of the Association
- secures any other staff necessary for the daily business of the Association

3.2 Term of Officers

The President, the Working Group Leaders and the Treasurer are appointed for a period of two years, from the ordinary meeting of the General Assembly in which they are appointed, until the date of the second ordinary meeting following that meeting . At the end of their term they may be reappointed.

The Secretary is appointed for an unlimited period.

In case of a vacancy before the end of a term of appointment, a new officer other than the Secretary is appointed by an extraordinary meeting of the General Assembly for the remaining period of the term, if this period is more than one year, otherwise for the remaining period and the next full term.

4 General Assembly

The General Assembly consists of all paying members of the Association.

An ordinary meeting of the General Assembly is held once every year, not later than in the month of June. An extraordinary meeting of the General Assembly may be convened at any other time by a decision of the Board, or at the joint request of at least three members, submitted to the Secretary, indicating the topics that need to be discussed.

The President convenes the meetings of the General Assembly, notifying all members in writing at least two months in advance for ordinary meetings, and four weeks in advance for extraordinary meetings. Extraordinary meetings can be held by teleconference only. The notification includes:

- date, time and venue of the meeting
- description of the options for participating in the meeting (in person, via teleconference)
- agenda for the meeting
- expected output and results of the meeting

The President chairs the meetings of the General Assembly and the Secretary is responsible for preparing the minutes of the meeting. In absence of the President, the General Assembly will appoint the chair of the meeting from among the members present. In absence of the Secretary, the chair will appoint a secretary of the meeting from among the members present, who will be in charge of preparing the minutes of the meeting.

Decisions of the General Assembly should preferably be made by consensus. If no consensus is reached, decisions require a simple majority of votes cast by the members present at the meeting. Each member with a membership type Active, Advisor or User has one vote, regardless of the number of representatives of the respective organization present. A member with the membership type Supporter has no vote.

A member having the right to vote and participating in a meeting by teleconference can exercise his vote by teleconference.

A member having the right to vote that cannot be present at a meeting of the General Assembly, can vote by proxy. A proxy shall be granted to another member present at the meeting. A member can exercise up to two proxies.

The General Assembly:

- appoints and dismisses the President
- appoints and dismisses the Working Group Leaders
- appoints and dismisses the Treasurer
- grants, when appropriate, compensation to officers
- approves dual roles of officers
- approves and expels members
- is responsible for the Terms of Reference of the Association and approves any changes to these
- approves the Annual Report and discharges the members of the Board for the policy conducted, and certifies the financial statements of the Association, submitted by the Board
- approves the Annual Activity Plan and Budget
- approves changes to entry and membership fees

At the end of the term of appointment, an officer other than the Secretary may stand for re-election. If an officer does not stand for re-election, the Board will propose to the General Assembly a candidate for the post. Members of the type Active may propose opposing candidates until two weeks before the date of the ordinary meeting of the General Assembly, by submission to the Secretary. In case of two or more candidates for one post, a vote shall be held. In case of a tied vote, a draw will decide. Mutatis mutandis the foregoing applies to a by-election of a new officer in case of a vacancy

before the end of a term. Until appointment by the General Assembly, a new officer proposed by the Board can act in the role of officer using the qualification "acting".

The General Assembly is, in addition to above, responsible for such matters required by law.

5 Board

The Board is responsible for:

- the long term strategy of the Association
- the financials of the Association
- preparing the Annual Report, including reports on activities and financials, within three months after the end of the respective fiscal year, to be published at least four weeks before the date of the next regular General Assembly
- resolving important matters concerning the activities of the Association in addition to matters specified elsewhere in these Terms of Reference
- examining activities of the working groups and reviewing their deliverables
- preparing and approving: the Annual Activity Plan and Budget (three months before the beginning of each fiscal year); any alteration to the plan and budget during the fiscal year; and reporting the plan and budget and any alterations to it to the General Assembly
- reviewing the entry fees and membership fees at least once every two years and present suggestions for changes to the General Assembly
- appointing Board members from other associations

The Board consists of:

- the President
- the Treasurer
- the Working Group Leaders
- up to 3 Board members from other associations (e.g. EU representatives, ITS associations)
- one Board member from ERTICO, which seat will be held by the Secretary

The President chairs the Board, and its meetings. In his absence the Secretary, and in his absence one of the Working Group Leaders acts as the chair.

The President convenes the Board, notifying Board members in writing at least seven days in advance. The notification includes:

- date, time and venue of the meeting
- description of the options for participating in the meeting (in person, via teleconference)
- agenda for the meeting
- expected output and results of the meeting

The Secretary is responsible for preparing the agenda, and for taking minutes at the Board meetings.

6 Working Groups

6.1 General

All Association activities are performed in Working Groups, each led by a Working Group Leader. Each Working Group has a specific objective, and shall have well-defined deliverables and deadlines, which are properly recorded and maintained in a document named "Description of Work".

Only members of the Association of type Active can participate in a Working Group. Participation is based on relevant skills and commitment to the specific objective of the working group.

The Board can establish a Working Group for any purpose it deems necessary, in order to fulfill the objective of the Association. The Board can dissolve a Working Group when the objective of that Working Group has been met, or if the Working Group is no longer needed in order to fulfill the objective of the Association.

6.2 Working Group meetings

Each Working Group holds as many meetings as needed in order to achieve its objective, deliverables and deadlines. The Working Group Leader convenes the meetings of the Working Group, and is also responsible for documenting decisions and actions from each meeting.

A quorum of at least 50% of the Working Group members must be present before a meeting can proceed. Decisions should preferably be made by consensus. If no consensus is reached, decisions require a majority of two thirds (2/3) of the votes cast by the members present at the meeting.

Invited observers (i.e. non-members of the Association) may actively participate in a Working Group meeting at the sole discretion of the Working Group Leader. That is, in the interest of ensuring the efficient operation of any meeting, the Working Group leader may limit or prohibit the opportunity of any invited observer to participate in the discussion at any meeting.

7 Membership

7.1 Basis and conditions for membership

Any association, partnership, organization, company or corporation, or individual which/who has an interest in the Objective and Activities of the Association, may become a member of the Association by applying for membership and paying the annual membership fee.

Each member of the Association is represented by one single point of contact; however the membership is extended to all individuals in the member's own organization for participation in working groups and other activities of the Association.

There is no indirect membership to the Association (e.g. through affiliation).

7.2 Types of membership and fees

Each member will pay an entry fee upon becoming a member. In addition to the entry fee, the members will pay an annual membership fee. The prevailing entry fees and membership fees are included in the Annual Activity Plan and Budget. Services used by members of the type "User" are subject to service fees. The prevailing service fees are included in the Annual Activity Plan and Budget.

Type of membership	Description
Active	An Active member has an active role in constituting part of the data chain for ITS spatial data. It is either a public ITS spatial data provider (a public authority or other organisation acting as such), or an ITS spatial data user (a map maker or an other party bringing ITS spatial data by means of applications to the end user). Participating in working group(s).
Advisor	Advises one or more working group(s).
User	Non-active member using services of the Association.

Supporter	Supporting member, receives information about the business of the Association, invited to attend seminars and forum meetings held by the Association.
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7.3 Cancellation of membership

A member not adhering to these Terms of Reference may be expelled from the Association. This is done through a decision of the Board. The annual membership fee will be refunded pro rata according to the time of suspension.

7.4 Resignation by a member

A member is free to resign from the Association at any time, by notifying the President in writing. No refund of membership fee is given on resignation.

For an Active membership a resignation has to be made before the end of July of the current year, in order to take effect in the coming year. The member will maintain its commitments until the end of the current year. For all other membership types resignation has to take place before the end of the current year, in order to take effect in the coming year.

7.5 Membership Register

The name, address and other relevant contact information of the point of contact for each member of the Association is maintained by the Secretary in the Membership Register. Termination of any membership is recorded in the Membership Register together with the date of such termination. Each member is responsible for notifying the Secretary in writing of all changes to its name, address or contact information.

8 Principles of Conduct

Through the Principles of Conduct, the Association recognizes and values the diversity of its members, partners and the organizations it supports. Thus, the work of the Association is based on cooperation and mutual respect between a broad cultural diversity of people, ideas, and communication styles. In all means of communications (e.g. at meetings, in teleconferences, and in e-mail), all Association participants aim to abide by the following Principles:

- *All work and interaction is conducted with respect and courtesy to colleagues at all times.*

Association participants come from diverse origins and backgrounds and are equipped with multiple capabilities and ideals. Regardless of these individual differences, participants treat their colleagues with respect as persons - especially in times of disagreement. Looking at a matter from someone else's point of view is often revealing, even when it fails to be compelling.

English is the de facto language used for all Association communication and documentation. However, English is not the native language of many participants. Native English speakers will attempt to accommodate the needs of all listeners.

- *The Association's work is done with a global mindset, devising solutions that meet the needs of the organizations the Association supports.*

The goal of the Association is to maintain and enhance solutions and expertise to meet the varying needs of the organizations the Association supports. The Association participants use all their knowledge and skills to bring about the best solution for a base of users that is as broad as possible, and not just the best solution for any particular user.

9 Financial management

9.1 Management of assets

Three members of the Board including the President are granted power of attorney on behalf of the Association. These three members are appointed at the General Assembly.

Dedicated interest bearing bank accounts are established by the attorneys in the name of the Association. The Association manages all its monetary assets only through these accounts. The attorneys certify that the accounts are solely used for the financials of the Association.

9.2 Fiscal year

The fiscal year begins 1 January each year and ends 31 December the same year.

9.3 Annual Activity Plan and Budget

The Annual Activity Plan and Budget contains:

- current status for active working groups
- measurable goals and targets for active working groups and the Association as a whole
- description of alignment of working group goals and targets with the long term strategy of the Association
- target numbers for new members
- budget for revenue and expenditure

10 Date of adoption

This version of the Terms of Reference has been adopted by the TN-ITS General Assembly on 5 June 2013.