



ccat

CENTRE FOR
CONNECTED
& AUTOMATED
TRANSPORT

CHARTER



1. CHARTER AND IDENTITY

- a. The Centre for Connected and Automated Transport (CCAT) is a collaboration of government, industry, academic, and community bodies with a common interest in facilitating Australia's and New Zealand's transition to connected and automated transport.
- b. CCAT was established by ARRB Group Pty Ltd (ARRB) as an unincorporated organisation on 1 July 2022 under this Charter.
- c. This Charter defines the mission, objectives and responsibilities of CCAT.

2. MISSION AND OBJECTIVES

- a. CCAT's mission is to facilitate Australia's and New Zealand's transition to connected and automated transport by
 - supporting appropriate infrastructure development
 - providing a hub for policy and ideas exchange
 - promoting the community benefits of connected and automated transport
 - identifying community safety benefits and communicating them
 - supporting uniform standards
 - including transport and industry-related applications
 - ensuring members are actively engaged internationally through research, policy development, exchange visits and conferences
 - engaging government, industry, and policy groups in the community interest.

3. COLLABORATION

- a. CCAT's mission will be delivered by working collaboratively with government, industry, academia and community bodies to investigate and inform the development of national policy, legislation, regulation, business models, operational procedures and processes to bring connected and automated transport safely and successfully to Australian and New Zealand transport and industry.
- b. CCAT aspires to evolve into a recognized national institution for the discussion and generation of technical solutions in our connected and automated future.

4. GOVERNANCE

- a. CCAT consists of members which are entities drawn from government, industry, academia, and community bodies.
- b. CCAT is led by a Board.
- c. CCAT is assisted by an Executive Director, support staff and contractors.
- d. CCAT will be managed by ARRB as an unincorporated not-for-profit organisation. The activities of CCAT will be in accordance with ARRB policies and ARRB will be generally responsible for entering into any contracts relating to CCAT.

5. CCAT BOARD

- a. The day to day management of CCAT will be exercised by the CCAT Board (the Board) under delegation from the Board of ARRB pursuant to this Charter.
- b. The Board will consist of a Chairperson appointed by the Board of ARRB, together with the Chief Executive of ARRB or their representative ex officio, and up to eight member representatives elected at the Annual General Meeting of CCAT.
- c. Since their responsibilities are delegated by the Board of ARRB under this Charter, Board members will not be company directors under the Corporations Act.
- d. Elected representatives will hold office for two years. No elected representative will serve more than six years in succession.
- e. Seats on the Board will be designated for elected representatives as follows:
 - One seat for a foundation member
 - Up to two seats for government transport agencies
 - Up to five seats for general nomination
- f. If nominations are insufficient to fill vacancies in designated seats, vacant seats may be filled by general members by resolution of the Board.
- g. Elected representatives serve without remuneration from CCAT or ARRB. Their member companies will be expected to meet their travel expenses and any costs associated with their participation in CCAT.
- h. The Board may by majority vote remove any elected Board member before the expiration of their period of office and may appoint another person in their stead or to fill a casual vacancy. The office of a Board member will become vacant upon failure to attend four Board meetings in succession.
- i. The Board will cause minutes to be made of all appointments of officers and contractors, together with the names of the Board members present at each meeting of the Board and all proceedings of the Board.
- j. The Board will convene at least four times each year. Meetings may be called by the chairperson at reasonable notice or by the requisition of at least three board members. At a meeting of the Board, three Board members constitutes a quorum.
- k. If the Chair does not attend a meeting for the Board, a Chair for the meeting will be selected by majority vote of the members present.
- l. The Board and members of CCAT cannot direct ARRB in a manner inconsistent with ARRB's policies or interests.

6. MEMBERSHIP

- a. The Board will decide whether to admit new members.
- b. In considering membership the Board must consider whether the interested party's products, services, and business practices:
 - are consistent with the Charter, core values, rules, procedures and protocols of CCAT and of ARRB, as hosting entity;
 - are compliant with the rules and regulations of the jurisdictions where CCAT operates.
 - in no way have the potential to embarrass or undermine the reputation of the brands, logos and trademarks of CCAT or ARRB.
- c. Former fee-paying partners of ADVI will automatically become members of CCAT should they wish. . In so doing they will become Foundation Members of CCAT and may use this designation publicly whilst they remain members.
- d. The brands, logos and trademarks of CCAT are protected and may not be used by or associated with any entity who is not a member.
- e. The membership of a Member ceases on expulsion, withdrawal, or when the member is no longer engaged in business relevant to the membership.
- f. A Member may retire at any time by 4 weeks prior notice in writing .
- g. A Member may be removed for due cause as determined by a vote of at least 70% of the Board.
- h. Upon cessation of Membership, no waiver of Membership fees due or refund of Membership fees paid will be granted unless the Board determines otherwise.

7. MEMBERSHIP FEES

- a. All members will contribute annual membership fees as determined by the Board. Fees will be reviewed annually by the Board. Fees will be based on each member's turnover.
- b. Unless otherwise varied by the Board, the fees to apply in 2022/23 will be:
 - **Tier 1 - More than \$100m turnover (fees \$50,000 pa incl. GST)**
 - **Tier 2 - \$50m - \$100m turnover (fees \$20,000 pa incl. GST)**
 - **Tier 3 - \$0m - \$50m turnover (fees \$10,000 pa incl. GST)**
- c. A member may only be admitted without payment of fees in exceptional circumstances, including public benefit, being a membership body or not-for-profit, provision of commensurate monetised services, reciprocal membership, or international affiliations.

8. EXECUTIVE DIRECTOR, STAFF AND CONTRACTORS

- a. The Board may request the Chief Executive of ARRB to appoint an Executive Director of CCAT, together with support staff and contractors, to manage the business of CCAT. Staff and contractors so appointed will be employees or contractors of ARRB.
- b. The Board may authorise the Executive Director to:
 - pay all expenses properly incurred in carrying on the affairs of CCAT
 - pursue activities in support of the mission and objectives of CCAT.
- c. The Executive Director will keep minutes of all meetings of the Board. The Executive Director will also maintain a Register of Members and record the subscriptions paid by each member and the periods to which such subscriptions relate.

9. ANNUAL GENERAL MEETING

- a. The Board will, by email or letter, convene a general meeting of members each year at no less than twenty-one days' notice in order to:
 - receive a report from the Chairperson on the work of CCAT during the preceding year. The Chairperson's report will normally be prepared in draft by the Executive Director
 - note the financial statements of CCAT for the previous financial year
 - elect Board members to fill vacancies
 - consider general business items from members by notification to the Executive Director no less than fourteen days prior to the meeting
- b. The quorum for a general meeting will be four members.
- c. The Chairperson's report to the Annual General Meeting will be conveyed to the Board of ARRB, as shareholder, to confirm that CCAT has fulfilled its Charter during the preceding year.
- d. The notice of the general meeting will include a call for nominations of any Board elections to coincide with the meeting. At least fourteen days prior to the general meeting nominations completed on a form prescribed by the Board and signed by the nominee and a representative of another member as proposer must be received by the Executive Director and announced by email to the members together with the opportunity to vote by email prior to the general meeting. Voting will close at close of business on the day prior to the general meeting.
- e. The votes will be tallied by the Executive Director together with any votes received by email.
- f. If the number of candidates nominated for election to the Board is equal to or less than the number of vacancies arising on the Board those candidates will be declared duly elected.

10. AMENDMENTS

- a. Following consultation with the Board, this Charter may be amended by the Board of ARRB from time to time.
- b. Amendments to the Charter may also be recommended by the Board of CCAT to the Board of ARRB.