

FISITA CONSTITUTION

The Articles set out below form the constitution of FISITA and govern its affairs. Annexes appended to the constitution do not form part of the constitution and are intended/included to describe some of the operational committees of FISITA.

1 NAME

- 1.1 The name of this organisation is Fédération Internationale des Sociétés d'Ingénieurs des Techniques de l'Automobile, (International Federation of Automotive Engineering Societies). The official abbreviation of the name of this organisation is FISITA.
- 1.2 FISITA is an Association incorporated in France under French Law. The registered office of FISITA is Immeuble 'Le Gabriel Voisin', 79 rue Jean-Jacques Rousseau, F 95158 Suresnes Cx, France. The registered office may be changed to any other location in France by decision of the Council.
- 1.3 The administration of FISITA is undertaken by FISITA (UK) Limited a company under English law whose shares are wholly owned by FISITA. The operating headquarters of FISITA and FISITA (UK) Limited is 29 M11 Business Link, Stansted, Essex, CM24 8GF. FISITA (UK) Limited is the custodian of the property and assets of FISITA The official language of FISITA and FISITA (UK) Limited is English.

2 PURPOSE AND MEANS

- 2.1 The purpose of FISITA is to help enhance the design, research, development, manufacture and utilisation of all on- and off-highway motor vehicles, their components and systems, including fuels and lubricants.
- 2.2 The means by which FISITA accomplishes its purpose is by facilitating the exchange of information among the members of FISITA's national societies, primarily by the holding of a congress at two year intervals, and by providing a global forum for dialogue between engineers, industry, government, academia, environmental and standards organisations.

3 MOTTO

- 3.1 The motto of FISITA is "Progressons en Commun", ("Together We Progress").

4 COMPOSITION OF FISITA

- 4.1 FISITA is a federation composed of the following:
 - Member Societies - A prominent automotive mobility engineering society in its nation, who has been a member of FISITA for a minimum of three consecutive years and whose elected Members serve on the FISITA Council

- Affiliate Members - A prominent automotive mobility engineering society whose affiliation supports the objectives of FISITA but does not meet the requirements for Member Society membership.

4.2 Member societies are entitled to appoint delegates to the Council of FISITA.

4.3 The number of delegates to be appointed by a member society shall be determined by the number of member engineers within a member society, and shall be one delegate for each complete 1000 member engineers. No member society shall appoint more than four delegates.

5 **CONDITIONS FOR ADMISSION**

5.1 Any automotive engineering society may apply to the Executive Board of FISITA for membership of FISITA. Application shall be made by completion of the current FISITA membership application form, as approved from time to time by the Executive Board.

5.2 Applicant societies shall declare in writing that they agree with the purpose and means of FISITA as stated in Article 2.

5.3 Application forms and any other written material relied on by the applicant society must be in English, and legible.

5.4 A letter from the applicant society must accompany the application form and must include the declaration in 2.1 above, that society's acceptance of FISITA rules and regulations, and a willingness to apply them in spirit and in practice. The applicant society should also supply the following information or documents

- (i) a copy of the society's rules and regulations in force on the date of application.
- (ii) an excerpt from the national legislation covering the society's legal status.
- (iii) a copy of the three most recent annual reports on the society's main activities.
- (iv) details of the society's purposes and goals.
- (v) the membership figures for all grades of membership in the society and qualifications required for admission to each grade.
- (vi) the name, status, affiliation and titles of members of the society's top administrative body or board of directors.
- (vii) a description of the automotive activities in the applicant society's country showing the extent to which motor vehicles are designed, manufactured, and utilised, including annual numbers of vehicles produced and sold, and the approximate number of automotive engineers and technicians

employed in the country.

- (viii) the names and addresses of all other societies or groups of automotive engineers in the applicant society's country and their membership figures.
- (ix) a brief description of technical activities, eg conferences, meetings and their frequency, location, size and source of audiences
- (x) number of technical papers published per annum and languages used
- (xi) titles of series/publications produced and languages used.

5.5 The Executive Board may request further information, or send a mission of Council Officers or Delegates to meet the applicant to aid its assessment of the suitability of the applicant society. The Executive Board shall inform the Council of all applications received. All successful applications are subject to ratification by the Council.

6 **WITHDRAWAL AND EXPULSION**

6.1 FISITA member societies may withdraw their membership from the organisation by giving a minimum of one-year written notice.

6.2 Following recommendation by the Executive Board the FISITA Council may expel a member society from membership of the organisation.

Such action may be taken for

- (i) non-payment of subscription fees,
- (ii) continued lack of participation in FISITA, including absences from Council meetings, or
- (iii) other actions and activities which are considered by the Council to be in conflict with the purpose and objectives of FISITA.

6.3 The Council must give six-months notice in writing of such expulsion to the member society.

6.4 The member society may make representations to the Executive Board and respond to charges (if any) within 6 months of receipt of the notice of expulsion. Following such representations the Executive Board may make further recommendations to the FISITA Council.

7 **ANNUAL SUBSCRIPTION**

7.1 FISITA's annual subscription fees for member societies shall be fixed by the Council and follow recommendations made by the Executive Board and the Finance Committee.

7.2 As a general principle, the subscription fees for larger societies shall be greater than those for smaller societies.

7.3 The Executive Board and Finance Committee may adopt a formula which reflects the size of the member societies in terms of total memberships in fixing each member society's annual subscription.

8 THE COUNCIL

8.1 The affairs of FISITA shall be controlled and managed by the members of the Council consisting of:

(i) Council Officers

(ii) Delegates, Substitute Delegates

8.2 The Council may delegate any of its management functions to the Executive Board, the Chief Executive or to committees. Assignments and functions delegated by the Council shall be subject to review by the Council which may at any time withdraw, revoke, or vary the terms of delegation.

9 COUNCIL PROCEEDINGS

9.1 The Council has the power to regulate its own proceedings and a quorum at a meeting of the Council is one-third of the total number of members of the Council (including members of the Executive Board and substitute delegates).

9.2 Issues for discussion, resolutions and any other matter necessary shall be included on an agenda which may be circulated 21 days prior to a meeting taking place.

9.3 Issues may be determined by a majority vote of those members of the Council present, save for amendments to this constitution which shall be governed by Article 20.

9.4 Each member of the Council shall have one vote but in case of equality of votes the President may have a second or casting vote.

(i) Where a decision is required between meetings of the Council, the President may request a vote of the Council by any form of written communication including by electronic means. Article 9.1 shall apply and any issue shall be determined by a majority vote.

9.5 A Council member's term shall be two years, or the period running from close of one Congress, to close of the next Congress whichever term is the longer. This provision does not apply to Substitute Delegates who may be appointed by their member societies on an ad hoc basis.

9.6 The identity of Substituted Delegates should be communicated in writing by the

member society to the Chief Executive 21 days in advance of the relevant Council meeting at which they attend.

9.7 The President may invite observers or advisors to participate in meetings of the Council.

9.8 No Member of Council can be remunerated by virtue of his office as a Member of Council, but the Council may reimburse expenses incurred in a specific assignment. Any member applying to have expenses reimbursed must not participate in discussions relating to that expenditure or in any vote connected with the application. Such application shall be made to the Chief Executive.

10 COUNCIL'S FUNCTIONS

10.1 Having regard to the recommendations of the Executive Board and members of committees (if any), the Council's functions shall include, but are not limited to, the following

- (i) approval of FISITA's strategy in line with goals
- (ii) the approval of FISITA's policy in line with the vision, mission and values recommended by the Executive Board and the Chief Executive
- (iii) subject to the recommendations of the Nominations Committee, electing the FISITA President and approving the appointment of all members of the Executive Board
- (iv) accepting and approving the annual forecast budget of income and expense, unusual expense items which may arise from time to time, as well as any other fiscal matters, subject to the report of the Finance Committee and the Chief Executive
- (v) approving subscription fee rates for member societies
- (vi) approving amendments to the FISITA Constitution, which delineates the organisation's operating procedures
- (vii) approving the admission or expulsion of members from FISITA following recommendations by the Executive Board
- (viii) approving the venue and host society for FISITA Congresses
- (ix) approving the grant of FISITA Patronage to appropriate conferences or meetings of member societies.
- (x) approving and monitoring FISITA activities and business within the scope of the organisation
- (xi) conferring FISITA awards, recognitions and honours subject to

recommendations by the relevant committee or jury.

- 10.3 The Council shall meet at least twice a year, usually, but not necessarily, in the Spring and Autumn. A third meeting may be called in alternate years during the year of the biennial Congress. In any event, there shall be no more than a 12-month interval between meetings.

11 EXECUTIVE BOARD

- 11.1 The Executive Board comprises the President, President Elect, Past President, Immediate Past President, Vice Presidents, Delegate General, Chief Executive, Treasurer, and the Congress Chairmen of the next two FISITA Congresses. The President reserves the right to invite persons outside FISITA to take part in Executive Board meetings if such persons are involved in activities in concert with the purpose of FISITA, however such persons are not entitled to vote.

- 11.2 The Executive Board is chaired by the President. In the absence of the President, meetings of the Executive Board will be chaired by the President Elect or the most senior Vice President in terms of years of service on the Council.

- 11.3 The Executive Board shall act on behalf of the Council in the management of FISITA and shall make recommendations to the Council on, amongst other things, the following matters

- (i) the date and location of each Council meeting
- (ii) the appointment, role and remuneration of the Chief Executive
- (iii) the vision, mission, values and strategic objectives of FISITA
- (iv) any exceptional activities, and the associated expenses connected with these, which are not included in the business plan
- (v) changes and amendments to the constitution of FISITA
- (vi) any changes and amendments to descriptions contained in annexes to the constitution
- (vii) having regard to the recommendations of the Nominations Committee, the appointment and dismissal of the President, members of the Executive Board, and the Delegate General
- (viii) accepting and making recommendations as to the admission of applicant societies
- (ix) making recommendations with the Chief Executive as to the location of the next Congress and Council meetings. Both the Executive Board and the Chief Executive shall consider any representations from the delegate in whose

country the events will be held.

- 11.4 The Executive Board shall be responsible for acting with the Finance Committee in
- (i) setting membership policy and the level of subscriptions
 - (ii) appointing and dismissing the auditors of FISITA and FISITA (UK) Limited
 - (iii) setting, and/or amending, the annual budget and approving the financial statements.
 - (iv) setting and/or amending the policies of FISITA regarding potential conflicts of interest and risk management, and the monitoring the effects of those policies.
- 11.5 Recommending, with the aid of the Chief Executive, the appointment, monitoring or dissolution of committees and setting the terms of reference for such committees, including but not limited to, such committees and juries concerned with the standards of expertise at each Congress.
- 11.6 Ensuring, with the Delegate General and the Chief Executive, that all regulatory, financial and legal requirements have been met.
- 11.7 The Executive Board shall accept nominations for membership of the Executive Board of FISITA. Such nominations to be passed to the Nominations Committee
- 11.8 Each member of the Executive Board shall have one vote but in case of equality of votes the President may have a second or casting vote.
- 11.9 Issues may be determined by a majority vote of those members of the Executive Board present, save for amendments to this constitution which shall be governed by Article 20. It is presumed that members of the Executive Board shall attend each meeting however, if necessary the President may accept postal votes or votes by electronic means provided the relevant resolution or decision has been circulated to all members of the Executive Board 21 days prior to the meeting at which a vote will be taken.
- 11.10 The Executive Board has the power to regulate its own proceedings and a quorum at a meeting of the Executive Board is two thirds of the total number of members of the Executive Board.

12 **PRESIDENT AND PRESIDENT ELECT**

- 12.1 The President and President Elect are nominated by the Executive Board and elected by the Council. They take office during the Closing Ceremony of the FISITA Congress and in all but exceptional circumstances, they will serve for a nominal period of two years, until the following Congress.
- 12.2 The President Elect and other Vice Presidents may be called upon to deputise for the President in any of his duties as appropriate.

12.3 Should a President be unable to complete his term for any reason, the Council shall appoint the President Elect to fill the casual vacancy. Should the President Elect be unable to accept the appointment, the office shall be carried out by the most senior Vice President (in terms of years of service on the Council) until a successor is elected by Council.

13 **PRESIDENT (DUTIES AND ROLE)**

13.1 The President shall set targets, monitor progress and evaluate the Chief Executive and may report such matters to the Compensation Committee.

13.2 The President shall be responsible for the management and control of the Executive Board and committees and shall act in whatever way necessary with the Chief Executive in managing exceptional circumstances, events or opportunities which are not included in the business plan.

13.3 Subject to the written approval of the Executive Board, the President may invite persons outside FISITA to attend the whole of or part of an Executive Board meeting if such persons are involved in activities in concert with the purpose of FISITA, however such persons are not entitled to vote. Written approval may be given by electronic means but shall be requested at least 21 days prior to an Executive Board meeting being held at which the person is invited to attend.

13.4 In particular, the President shall be the FISITA spokesperson.

13.5 To be considered for the Presidency, an individual must be recognised as a leader in the automotive engineering community of his country and must be a member of the automotive engineering society in his country which holds membership in FISITA.

13.6 The President directs the Council towards the achievement of its agreed objectives and responsibilities. He has the responsibility for chairing Council and Executive Board meetings and for maintaining the stability and continuity of FISITA operations during the term of his presidency. The President in office has the responsibility to acquaint the President Elect with the principles of FISITA, its method of operation, and activities, ensuring a smooth and effective transition of leadership.

13.7 At the end of their term of office Presidents become Honorary Members of FISITA and are part of the governing Council, where they have a personal, non-transferable vote, over and above those of member society delegates.

14 **VICE PRESIDENTS**

14.1 The Vice Presidents are appointed by Council on the recommendation of the Nominations Committee and the President. They are senior figures in the automotive industry, who, because of their knowledge and experience are able to provide advice and support to the President as needed, especially in serving as members of the Executive Board.

- 14.2 They are invited on a world wide basis and their ability to contribute to one or more specific areas of work and may be given special FISITA assignments.
- 14.3 The appointments are for two years with each Vice President eligible for two successive reappointments.
- 14.4 The President may recommend as many Vice Presidents as he considers appropriate to conduct the affairs of FISITA, subject to approval of the Council.

15 **TREASURER**

- 15.1 The Treasurer is nominated by the President, after consulting with and having regard to the report of the Nominations Committee, and elected by Council. The Treasurer may also hold the office of Delegate General.
- 15.2 The Treasurer serves as an advisor to the Executive Board and Finance Committee on fiscal matters including FISITA's reserves and investment policy. In accordance with the requirements of French law, under which FISITA is incorporated, the Treasurer must reside in France.

16 **DELEGATE GENERAL**

- 16.1 The Delegate General is nominated by the President, after consulting with and having regard to the report of the Nominations Committee, and elected by the Council. The Delegate General may also hold the office of Treasurer.
- 16.2 The Delegate General serves as an advisor to the President and the Council, providing continuity and giving guidance, particularly for observance of the Constitution and compliance with legal or regulatory rules. In accordance with the requirements of French law, under which FISITA is incorporated, the Delegate General must reside in France.

17 **CHIEF EXECUTIVE**

- 17.1 The Executive Board may appoint a Chief Executive who shall
- (i) manage and administer FISITA and FISITA (UK) Ltd.
 - (ii) manage and service facilities required for, the administration and operation of the Council, the Executive Board, and their related committees or matters
 - (iii) be responsible for sending or communicating any relevant agendas prior to meetings of the Council and the Executive Board, 21 days prior to those meetings, and preparing minutes of such meetings
 - (iv) undertake all those matters described in Annex 6 as agreed from time to time by the President and the Executive Board

- (v) carry out or cause to be carried out any other operational duties arising from time to time in the pursuit of the goals and objectives of FISITA.

18 FINANCIAL OPERATIONS

- 18.1 The fiscal year of FISITA is on a calendar year basis.
- 18.2 The Chief Executive will have responsibility with the Finance Committee for the preparation and external audit of FISITA's annual accounts in line with generally accepted accounting principles.
- 18.3 At the Council's first meeting of the year, the Chief Executive will supply, on the authority of the President and Delegate General, a statement of accounts (balance sheet and operating accounts) for the previous year.
- 18.4 At the Council's last meeting of the year, the Vice President Finance will supply, on the authority of the Finance Committee, a proposed budget for the following year including projections of income and expenditure covering all FISITA activities.
- 18.5 The Chief Executive is responsible for FISITA's day to day financial management and for providing the Treasurer and Vice President Finance with regular reports on FISITA's financial status.

FISITA derives its income from annual subscription fees from its member societies, from gifts, sponsorship and other revenue generating activities deemed by Council to be within the aims and objectives of FISITA.

19 FINANCE COMMITTEE

- 19.1 The Finance Committee is responsible for developing policy pertinent to FISITA's financial affairs, for advising the Vice President Finance and for making recommendations to the Executive Board and Council on FISITA's financial operations.
- 19.2 The Finance Committee has responsibility for drafting, and if necessary amending, the FISITA budget and for reviewing FISITA's investment policy.
- 19.3 The Finance Committee is chaired by the Vice President Finance, and its membership comprises the Treasurer, Chief Executive and other Council Delegates, as appointed by the Vice President Finance.
- 19.4 The Finance Committee may, subject to compliance with all relevant rules of law, agree procedures to regulate its own proceedings. Such procedures are contained in Annex 5 and do not form part of this constitution.

20 AMENDMENTS TO THE CONSTITUTION

- 20.1 Any Member of Council may submit to the President amendments to the

Constitution.

- 20.2 Passage of an amendment will require a supporting vote by at least two-thirds of the total number of Members of Council as established by Article 8 and entitled to vote under Article 9.3.

21 **AMALGAMATION, DISSOLUTION, LIQUIDATION**

- 21.1 In the case of amalgamation, dissolution and liquidation, the Council will nominate two of its members to supervise or carry out the necessary operations in its interest and to ensure that these are legally correct and respect all the interests in question.

22 **INTERPRETATION**

“The Articles” means the Constitutional Articles of FISITA

“Annual Subscription” means the subscription charged to each member society under Article 7.

“Applicant societies” means those automotive engineering societies which have submitted and application under Article 5

“Automotive Engineering Society” means a society whose activities could enhance the design, research, development, manufacture, utilisation of all on and off highway motor vehicles including their components, systems, fuels and lubricants

“Chief Executive” means the individual appointed by the Executive Board to administer and operate FISITA and FISITA (UK) Limited

“The Council” means the governing Council of FISITA

“Committee” and “Committees” mean those delegates or Council Officers appointed by the Council to act on its behalf in carrying out the functions of the Council

“Council Officers” means those individuals holding the office of President, President Elect, Vice Presidents, Past Presidents, the Delegate General, Chief Executive of FISITA and FISITA (UK) Limited, Treasurer, Immediate Past President, Future Congress Chairmen

“Custodian” means a person or body who undertakes safe custody of assets or of documents or records relating to them

“Delegates” means individual people appointed by member societies to the Council of FISITA and “Substitute Delegate” means any individual attending Council meetings, in the absence of a Delegate, as representative of a member society

“Directors” means the directors of FISITA (UK) Limited

“Electronic means” refers to communications addressed to specified individuals by telephone, fax, or e mail [or in relation to meetings by telephone conference call or video

conference]

“Executive Board” means those Council Officers and Delegates entitled to sit on the Executive Board

“FISITA’s financial year” means the financial year of FISITA

“FISITA (UK) Limited’s financial year” means the financial year of FISITA (UK) Limited

“Future Congress Chairmen” means the Chairmen of the next three FISITA Congresses

“Member societies” means an automotive engineering society admitted by the Council of FISITA under Article 5 and having fully paid its annual subscription

“Member engineers” means those individuals who are qualified under the rules of the member societies and when taken together comprise member societies

Annexes

- 1 Internal & External Relations Committee
- 2 Technical Committee
- 3 Education Committee
- 4 Nominations Committee
- 5 Finance Committee
- 6 Job Specification- Chief Executive

Annexes

Annex 1

INTERNAL & EXTERNAL RELATIONS COMMITTEE

Terms of Reference

Purpose

The Internal and External Relations Committee is delegated by the Executive Board to guide and oversee FISITA's activities in support of the facilitation of active co-operation among all member societies and building links with other bodies concerned with automotive engineering.

Membership

The committee will have a minimum of 8 and maximum of 10 full members. Members will be FISITA Council Delegates (as allocated), plus any other suitably qualified individuals co-opted by the Committee Chairman at his / her discretion.

The committee will be chaired by the Vice President Internal & External Relations.

The presence of 4 or more members of the committee at a meeting will constitute a quorum.

Internal Relations Remit

- Gather information on the needs and priorities of member societies and the issues affecting engineers in their respective member countries
- Advise the board and staff on all matters concerning the interaction and relations between member societies
- Support the staff in developing initiatives which encourage the collection and sharing of information and best practice among member societies
- Contribute ideas for the exchange of reciprocal member benefits among FISITA societies
- Identify ways to promote greater regional co-operation and support / coordinate the work of the Regional VPs
- Advise the board on new applications for FISITA membership and candidate countries
- Suggest ways for FISITA to support the growth of developing societies, including the facilitation of mentoring relationships between established and developing societies in a region
- Advise staff on the development of internal communications materials

Meetings

- 2 committee meetings per year during FISITA Council Meetings (one in spring / summer, one in autumn / winter)
- 2 additional committee meetings via webex (on-line and conference call) per year
- Additional meetings and / or conference calls as deemed necessary by the committee.

Reporting

The committee reports, via the VP Internal & External Relations, to the FISITA Executive

Board.

The VP Internal & External Relations will present a report on the committee's progress towards agreed objectives in the business plan and raise issues to be discussed at each meeting of the Executive Board.

The VP Internal & External Relations will also make a short report at each Council meeting for the purposes of updating and informing all delegates on the work of the committee.

Staff Support

The work of the committee will be supported by a member of the FISITA permanent staff.

Staff will prepare an agenda for each meeting with the VP Internal & External Relations and circulate this three weeks prior to the meeting.

Minutes of each meeting will be written and circulated by FISITA staff no later than four weeks after each meeting. Minutes will also be posted in the Members Only area of the FISITA web site.

Annex 2

TECHNICAL COMMITTEE

Terms of Reference

Purpose

The Technical Committee is delegated by the Executive Board to guide and oversee FISITA's activities to promote the exchange of technical knowledge between automotive engineers worldwide.

Membership

The committee will have a minimum of 8 and maximum of 10 full members. Members will be FISITA Council Delegates (as allocated), plus any other suitably qualified individuals co-opted by the Committee Chairman at his / her discretion. The membership will include the Chairperson of the current FISITA Congress under planning, and the Chairmen of the immediate past and future congresses.

The committee will be chaired by the Vice President — Technical.

The presence of 4 or more members of the committee at a meeting will constitute a quorum.

Remit

- Generate ideas for ways to provide the global engineering community with technical knowledge
- Discuss the latest significant developments and trends in automotive technology and identify "information gaps" and "technical priorities" where FISITA could make a positive contribution
- Identify opportunities to facilitate the collection, collation and dissemination of global automotive technical information
- Facilitate cooperation between member societies in technical activity
- Identify methods to coordinate the technical development of member societies
- Advise on all matters relating to FISITA Patronage and make recommendations to Council on all Patronage Applications
- Provide advice to the host society in the organisation of the FISITA Congress
- Support FISITA staff and congress organisers to drive the continuing improvement of the FISITA Congress by reviewing performance and helping update the Congress Guidelines following each event
- Support, advise and provide feedback on the technical direction of the FISITA magazine to staff and publishers.

Meetings

- 2 committee meetings per year during FISITA Council Meetings (one in spring / summer, one in autumn / winter)
- 2 additional committee meetings via webex (on-line and conference call) per year
- Additional meetings and / or conference calls as deemed necessary by the Committee.

Reporting

The committee reports, via the VP Technical, to the FISITA Executive Board.

The Chairman will also make a short report at each Council meeting for the purposes of updating and informing all delegates on the work of the committee.

Staff Support

The work of the committee will be supported by a member of the FISITA permanent staff.

Staff will prepare an agenda for each meeting with the VP Technical and circulate this three weeks prior to the meeting.

Minutes of each meeting will be written and circulated by FISITA staff no later than four weeks after each meeting. Minutes will also be posted in the Members Only area of the FISITA web site.

Annex 3

EDUCATION COMMITTEE

Terms of Reference

Purpose

The Education Committee is delegated by the Executive Board to guide and oversee FISITA's activities in support of the global education, training and career development of students and young engineers. The Education Committee is responsible for developing FISITA's Education Policy and for advising the Executive Board and Council on all education issues.

Membership

The committee will have a minimum of 8 and maximum of 10 full members. Members will be FISITA Council Delegates (as allocated), plus any other suitably qualified individuals co-opted by the Committee Chairman at his / her discretion.

The membership will include one student member appointed from a member society. The committee will be chaired by the Vice President Education.

The presence of 4 or more members of the committee at a meeting will constitute a quorum.

Remit

- Advise the board and staff on all matters concerning the education and training of students and young engineers
- Support the staff in developing initiatives which encourage student engineers to choose automotive engineering as a career
- Generate ideas for activities which will help prepare student engineers for successful careers in the global automotive industry
- Keep abreast of changes and developments in engineering education worldwide and promote cooperation and exchange of knowledge on student and education issues among all member societies
- Support the educational programmes and initiatives of member societies
- Work with member societies to identify and develop ways to attract more students and young engineers to join their national FISITA society
- Identify ways to foster an international dimension to the education and training of young engineers through worldwide student exchange and work experience
- Support and advise the host society of the FISITA World Automotive Congress to prepare attractive student programmes at each congress, including a dedicated Student Congress and FISITA Travelling Fellowship programme.
- Contribute ideas to encourage global exchange and co-operation between educators in the field of automotive engineering and related technologies

Meetings

- 2 committee meetings per year during FISITA Council Meetings (one in spring / summer, one in autumn / winter)

- 2 additional committee meetings via webex (on-line and conference call) per year
- Additional meetings and / or conference calls as deemed necessary by the committee.

Reporting

The committee reports, via the VP Education, to the FISITA Executive Board.

The VP Education will present a report on the committee's progress towards agreed objectives in the business plan and raise issues to be discussed at each meeting of the Executive Board.

The VP Education will also make a short report at each Council meeting for the purposes of updating and informing all delegates on the work of the committee.

Staff Support

The work of the committee will be supported by a member of the FISITA permanent staff.

Staff will prepare an agenda for each meeting with the VP Education and circulate this three weeks prior to the meeting.

Minutes of each meeting will be written and circulated by FISITA staff no later than four weeks after each meeting. Minutes will also be posted in the Members Only area of the FISITA web site.

Annex 4

NOMINATIONS COMMITTEE

Terms of Reference

Purpose

To ensure, on behalf of the Executive Board, a pool of qualified candidates and nominations from within that pool to serve as President, Delegate General and members of the Executive Board.

To identify the skills, experience and attributes needed for all key elected leadership positions within FISITA and to give careful consideration to any proposed candidates put forward for those positions by the FISITA membership.

Membership

The Committee shall comprise the Immediate Past President (Chairman); President; President Elect; Past President plus two other members of the Executive Board (decided by the Executive Board).

The Chief Executive is a non-voting member of the Committee and serves as its Secretary.

The presence of 3 or more VOTING members shall constitute a quorum.

Each voting member will have one vote. No member may be represented by a proxy at a meeting of the Committee.

Remit

- To make recommendations to the Executive Board for the appointment of:
 - The President
 - The Delegate General
- To make recommendations to the Executive Board, taking into consideration the required skill-set, for the nomination of Vice-Presidents and ordinary members of the Executive Board.
- To ensure that the diversity of the Executive Board and Committee members reflect the distribution of FISITA 'members worldwide.
- To actively seek nominations and lead the election processes for the FISITA Presidency and Executive Board.
- To maintain a list of potential candidates with appropriate skills, experience and personal characteristics, in conjunction with Committee Chairs, and to maintain succession plans for key positions.
- To undertake a biennial review of the skills, experience and personal characteristics required for positions on the Executive Board and identify gaps to be filled.
- To create and manage a list of suitably qualified members who might be future candidates to serve on the Executive Board and any Committees reporting to the Board.
- To make recommendations to the Executive Board for the provision of an appropriate programme of training and mentoring for the members of the Board and Committees.
- To advise the President when considering those to be nominated for honours and awards

- made by other bodies.
- To consider other matters referred to it from time to time.

Meetings

The Committee will meet at least once every year.

Additional meetings of the Committee may be convened at any time by the Chief Executive if requested by the Chairman (Immediate Past President), President or President Elect.

Reporting

The Committee reports, via the Past President, to the Executive Board.

Annex 5

FINANCE COMMITTEE

Terms of Reference

Purpose

The Finance Committee is delegated by the Executive Board to ensure the financial resources and stability necessary to achieve FISITA's goals.

Membership

The committee will have a minimum of 8 and maximum of 10 full members. Members will be FISITA Council Delegates (as allocated), plus any other suitably qualified individuals co-opted by the Committee Chairman at his / her discretion.

The committee will be chaired by the Vice President — Finance.

The presence of 4 or more members of the committee at a meeting will constitute a quorum.

Remit

- Recommend annual budgets and financial statements for approval
- Review quarterly budget reports
- Consider requests for funding for specific activities not already included in the budget, and make recommendations to the Executive Board
- Support and advise the Chief Executive and staff in identifying ways to reduce costs and increase income
- Evaluate the income and expenditure implications of significant new activities proposed by other committees and advise / make recommendations to ensure that activities are sustainable and that any commercial potential is addressed
- Identify funding opportunities and support the Executive Board and other relevant committee(s) to develop them
- Monitor FISITA's investment performance and review the Investment Policy
- Review and make recommendations to Council concerning the level of membership fees
- Oversee FISITA's financial procedures, control and audit policy.

Meetings

- 2 committee meetings per year during FISITA Council Meetings (one in spring / summer, one in autumn / winter)
- 2 additional committee meetings via webex (on-line and conference call) per year
- Additional meetings and / or conference calls as deemed necessary by the committee.

Reporting

The committee reports, via the VP Finance, to the FISITA Executive Board.

The VP Finance will present a report on the financial status and raise issues to be discussed at each meeting of the Executive Board.

The VP Finance will also make a short report at each Council meeting for the purposes of updating all delegates on the budget and investment status, and will seek Council approval for the annual financial statements and annual income & expenditure budgets.

Staff Support

The work of the committee will be supported by a member of the FISITA permanent staff.

Staff will prepare an agenda for each meeting with the VP Finance and circulate this three weeks prior to the meeting.

Minutes of each meeting will be written and circulated by FISITA staff no later than four weeks after each meeting. Minutes will also be posted in the Members Only area of the FISITA web site.

Annex 6

Job Specification FISITA Chief Executive

Contract: Permanent (with 3 month probationary period)

Reports to: Executive Board

Job Summary

To work with the Executive Board to provide strategic leadership and direction for FISITA. To provide overall management of FISITA's staff and resources, ensuring that systems and procedures are effective and efficient, so that the organisation can meet its vision, mission and key objectives.

Key Responsibilities

Strategic Management

- Provide strategic leadership for FISITA, working with the Executive Board to set the strategic objectives and ensuring that the organisation continues to promote international co-operation among member societies and industrial supporters in order to make a strong contribution to the advancement of automotive engineering and technology world-wide.
- Develop, implement and monitor the strategic plan and related annual business plan in collaboration with the Executive Board and FISITA's staff
- Work with the Council and Executive Board to focus on strategic and policy issues and to monitor FISITA's performance by drawing up organisational and operational policies and providing officers and delegates with appropriate information and advice upon which to base their decision-making.
- Ensure that the Council and Executive Board are properly serviced through proposing location of Council meetings and through the provision of structured agendas, briefing papers, progress reports and policy proposals.
- Work with the Council and Executive Board to agree the location of Congress and oversee the project management delivery of the Congress; working with the appropriate member society.

Leadership and Staff Management

- Provide overall management of FISITA including finance, statutory reporting, staff coordination and supervision.
- Appoint, lead and manage the performance of all paid staff, consultants, contractors who carry out the activities of the organisation in pursuit of its objectives and policies.
- Provide overall financial management of FISITA. Work with the Finance Committee to propose and report on the annual budget. Manage the annual budget within the discretion set by the Executive Board, ensuring that effective and appropriate budgetary and governance processes are in place.
- Ensure the implementation of current employment and equal opportunities legislation and good practice in the recruitment, management, training and development of staff. Also set compensation levels for staff within the policies set by the Board.

External relations

- Identify and exploit opportunities for external support and funding of FISITA's work.
- Develop and maintain contacts with key individuals and organisations concerned with automotive technology with a view to maximising the effectiveness of FISITA's activities.
- Oversee the allocation of resources to ensure that strategic priorities are met.
- Develop and approve publicity materials as required.
- Act as spokesperson for FISITA when required.
- Support the President and board members in the production of presentations and speeches.

Other

Carry out any other tasks appropriate to the post as deemed necessary by the Board.

Employee Specification

Essential

- Degree (any discipline).
- Minimum 5 years experience in a leadership / management role.
- Detailed knowledge and understanding of the global automotive industry in general and automotive engineering technology in particular.
- Ability to interact with industry executives at the highest level.
- Ability to motivate individuals and groups to accomplish FISITA's goals.
- Excellent negotiating and influencing skills.
- Excellent strategic planning and organisational skills.
- Track record of successful team leadership with the ability to inspire staff and volunteers.
- Proven ability to communicate, including experience of public speaking.
- Experience in strategic planning and financial control.
- Willingness to travel internationally.

Desirable

Ability to speak a foreign language.