



Rules of Procedure for Expert Work in Committees

Rules of Procedure for Advisory Committees, Technical Steering Committees, Experience Exchange Groups, Working Groups and Project Groups of ENX Association

1 Preamble

ENX Association is a not-for-profit association established by the automotive industry. The purpose of ENX is to develop and operate solutions that improve cross-company collaboration in the automotive industry. These include cross-company communication and ecosystems ("Automotive Community Infrastructure"), cross-company partner risk management ("Automotive Community Assurance and Risk Management"), and research and development in the aforementioned areas.

The work of the ENX Association is based on the requirements of exclusively business end users in the value chains the association focuses on. ENX organizes expert work in committees in line with the purpose of the organisation. ENX is open for use and dissemination beyond the core automotive value chains and supports broader industry applications.

2 Affected Parties

These Rules of Procedure have been agreed by the members of the association. They apply immediately to the involvement of individuals that the member companies second to corresponding Committees within the meaning of these rules. They also apply for ENX Association itself.

These rules apply to all other organizations that delegate individuals within the meaning of these rules and to the representatives of these organizations themselves.

These rules will be made known to all Committees. Membership in Committees requires acceptance of these rules. Participation in the Committees constitutes acceptance of these rules.

3 General values of ENX Association

All activities of ENX Association shall be in line with the following fundamental values.

Openness: ENX Association promotes a culture of openness. Openness means that interested parties shall not be excluded from activities without justification and that all members and partners within Committees are encouraged to freely exchange ideas and information within the respective legal limits (see below). This supports collaboration and innovation within the organization.

Fairness: Fairness is a core value of ENX Association. This means that all stakeholders are treated equally, regardless of their role in the sending organisation, their origin or status. Decisions are made impartially and fairly.

Competition: ENX Association recognises the importance of competition to promote continuous improvement and excellence. The activities of Committees are in line with the requirements of antitrust law and are intended to promote a healthy competitive environment.

Transparency: Transparency is essential for the trust and credibility of ENX Association. All processes and decisions are clear and traceable, allowing stakeholders to fully understand the organization's activities.

Sustainability: ENX Association is committed to acting sustainably. This means that all activities and decisions are designed to consider the long-term impact of the environment, society, industry and the club itself to ensure a sustainable future.

Legality: The work in the Committees is carried out in compliance with the applicable laws and regulations.

4 Purpose and Scope of these Rules of Procedure

These rules of procedure define how committee work is carried out in an orderly and transparent manner in accordance with the law. This document uses the terms "Committee" exclusively for bodies that fall within the scope of these regulations. These are in detail:

- **Advisory Committees** that make recommendations on the association's topic-related strategy, serve the exchange of information and can be equipped with further functions in the association or in the association's fields of activity.
- **Technical Steering Committees**, which coordinate the substantive and technical work of one or more ENX groups and represent them in the association,
- **Expert Working Groups** in which work is continuously carried out on a given topic and which are typically unlimited in time,
- **Experience Exchange Groups** to share topic-related experiences, organize events, and develop best practices and recommendations,
- **Project Groups** pursue a specifically named project goal and automatically end at the end of the project by achieving the project goal, time lapse or project termination. Project Groups can be independent or formed within all other groups.

5 Contributors, Committee Members, Committee Member Deputies

1. Organizations that support a Committee by providing participation of experts are "**Contributors**". Contributors can be companies, associations, authorities, institutes and individuals including ENX Association itself as long as they are related to ENX Association's solutions (e.g., as stakeholder, user, or contracted service provider).

2. The status of Contributor does not imply that it must be member of ENX Association, but it requires acceptance of these Rules of Procedure.
3. **Committee Members** are natural persons who work on a Committee on behalf of a Contributor. They are delegated as experts by Members of the Association or other Contributors. Each Contributor can only delegate exactly one natural person as Committee Member per Committee unless stipulated differently in the Committee's Rules of Work.
4. A Contributor can delegate additional natural persons as **Committee Member Deputies**.

6 Constitution of Committees

1. The constitution of a Committee for a specific purpose is proposed by the ENX Office.
2. The Office might invite interested parties to initial meetings preparing the constitution.
3. The ENX Office invites to a constituting Session covering the following points:
 - a. Declaration of interest to contributing to the Committee.
 - b. Determining whether all relevant stakeholders and circles have been invited,
 - c. Establish that the proposed purpose is appropriate,
 - d. Specify the thematic framework or the mission and mandate,
 - e. Preparation of the preliminary work programme,
 - f. Election of the Chair,
 - g. Definition of the individual Rules of Work,
 - h. In case of funds being required, determination of financial planning by the ENX Office,
 - i. In case of a Technical Steering Committee, determination which groups are coordinated by it.
4. The Committee is constituted, when the ENX Office – with the support of the Management Committee of ENX Association – confirms its establishment, if necessary, with adjustments.

7 Composition of Committees

1. Representatives of Contributors participating in the Committees become "Committee Members" or "Deputy Committee Members".
2. Membership in a Committee is bound to the respective Contributor sending the Committee Member.
3. Contributor and its Committee Member are committed to these Rules of Procedure and the Committee's Rules of Work.
4. The procedure for admitting new members and for participation must be set out in the respective Rules of Work in a transparent and non-discriminatory manner.
5. The ENX Office may reject or exclude representatives from a Committee. Appropriate reasons are – non exclusively -
 - a. a breach of confidentiality obligations or
 - b. violations of legal requirements, in particular conduct that is objectionable under antitrust law, such as the exchange of competitively sensitive information (see Article 11) or
 - c. other significant violations of these framework rules or the individual Rules of Work of Committees.
6. ENX Association assigns one or more representative(s) for each Committee as formal representative of the ENX Office.

8 Composition, Constitution and Rules of Advisory Committees

1. In regard of Advisory Committees, the following rules apply:
 - a) Advisory Committees are created by resolution of ENX Association.
 - b) Members of Advisory Committees are appointed by the ENX Office.
 - c) Separate rules of procedure may be established for any Advisory Committee.
 - d) Provisions in the Advisory Committee's rules of procedure take precedence over rules in this document.
 - e) Rules of Procedure of Advisory Committees are unaffected by Article 12.

9 Committee Chair

1. Each Committee shall appoint at least one chairperson and at least one deputy ("the Chair") or alternatively multiple co-chairpersons.
2. Unless stipulated differently in the Committee's Rules of Work, the Chair is appointed for an unlimited period until a new chair is appointed. The Committee can appoint a new chair at any time following the rules of Article 10.
3. Each person part of the Chair shall be member of the committee. If a person leaves a committee, it's term as chair ends automatically.
4. The Chair prepares and presides Sessions, serves as contact for the association and represents the Committee internally. In its individual Rules of Work, Committees might define additional roles. The Chair also provides feedback regarding the Committee's work and environment to the association.

5. Deputies represent chairpersons in case they are unavailable or have resigned. In the event of an extended absence or resignation, at the longest until the end of the period for which they are elected.

10 Motions and Decisions in Committees

1. Each Committee Member can submit a proposal for a decision taking place either in the next session or by circulation. If the proposal of a Committee Member is supported by at least two other Committee Members, the vote on the decision shall be held as proposed at the next possible time.
2. Each Contributor represented by Committee Members has one vote. Committee Members can delegate their vote to one of their deputies.
3. Representatives of the Office who are not Committee Members have no vote.
4. Guests have no vote.
5. All votes generally take place openly. At the suggestion of the Office or if the Committee so decides, they can also be carried out in another procedure in exceptional cases.
6. A Committee is competent to make decisions if the invitation to the Session was sent at least calendar 14 days in advance, the subject of the decision was clearly announced as an agenda item in the invitation, and a majority (>50%) of the Committee Members are represented in the Session. In Sessions, decisions are made by a simple majority of the participating Committee Members. In the event of a tie, the Chair decides the vote.
7. Procedural decisions concerning the individual working Session are not subject to Section 6 of this Article. Decisions related to the conduct of the session itself (e. g. acceptance of previous minutes, acceptance or changes to the agenda, adjournment of the Session, etc.) can be made irrespective.
8. Decisions by circulation shall be posted with at least 14 calendar days' notice. A vote is valid if more than 50% of those eligible have cast their vote. The decision is made by a simple majority. In the event of a tie, the Chair decides the vote.
9. If a decision either by circulation or in a session has been duly announced or posted and the quorum is not reached, the decision may be resubmitted for decision either in session or by circulation. The same deadlines, periods and decision-making modes apply as for a first vote. A quorum regarding the presence of Committee Members or participation in the vote is not applied.
10. These rules apply unless otherwise stipulated in the Rules of Work of the respective Committee.

11 Topics and Content of Expert Work

1. In principle, the parties involved may exchange information on the respective topics during Sessions or in Committee's communication, provided that this information is not competitively sensitive. As a rule, the following topics do not raise any antitrust concerns, insofar as they are not themselves subject to the following Section 2 of this Article:
 - a. Standards, programs, projects and publications of ENX Association, including their application and feedback;
 - b. current legislative projects and their consequences for those involved;
 - c. publicly available information on the industry and general economic developments;
 - d. non-confidential, industry-relevant technical topics such as (security) standards for data exchange or compliance standards or other standards;
 - e. general technology-related topics, such as the characteristics and suitability of devices and technologies (but not considerations by individual members regarding the use of specific devices or technologies);
 - f. general technological developments;
 - g. Public relations and lobbying.
2. Under no circumstances may competitively sensitive information be exchanged. Competitively sensitive information is information that reduces uncertainty in the market, enables competitors to coordinate their market behaviour and the disclosure of which to a competitor may therefore have a restrictive effect on competition. In particular, the participants are not allowed to enter into any agreements within Committees and any of their parts and not to exchange information on topics that violate the so-called secret competition. This includes in particular information on:
 - a. Prices, price elements, price differences, pricing strategies, price reductions and price increases or discounts from member companies or from other competitors or the industry as a whole;
 - b. Cost and formula for cost accounting;
 - c. Terms and Conditions;
 - d. Volumes, capacities and quotas;
 - e. Current sales and turnover figures;
 - f. Business relationships with customers or suppliers;
 - g. Purchase prices and conditions as well as purchase quantities;
 - h. Business plans of individual companies in terms of technology, investments, procurement, production and sales. other key contractual relationships as well as sales policy and sales territories;
 - i. Strategy planning and marketing;
 - j. Information on corporate strategies (in particular purchasing strategy) and future market behaviour as well as detailed financial data and financial planning;

- k. Detailed information about profits, profit forecasts, market shares and planned investments.
3. Competitively sensitive information includes respective topics that are directly related to standards and programs of ENX Association.¹
4. In all cases of doubt, the parties involved shall ask for coordination and legal clarification through the ENX Office before exchange of information or shall refrain from such an exchange.

12 Individual Committee Rules of Work

1. For each Committee, lightweight definitions are made, which are recorded in the Committee profile.
2. These define at least scope, goals and mission, eligibility criteria and procedure for committee membership and participation in sessions.
3. Aspects such as decision-making, other tasks of the chairpersons and mode of collaboration can be defined.
4. Rules of work may determine on decision-making. In particular, the following aspects can be defined:
 - a. Differentiation of decisions (e.g. concerning work product, procedures, admission of members ...),
 - b. Permissible decision-making processes (e.g. circulation procedures),
 - c. Voting rights, weighting (e.g.: members present vs. all members),
 - d. Decision-making mode (e.g. simple majority, qualified majority, consensus),
 - e. Decision-making ability (e.g.: quorum, invitation deadlines, ...)
5. Rules of Work of sub-committees might be defined by the superior committee.
6. Rules of Work govern only matters not covered or explicitly left for individual adjustments by this document. In all other cases, the provisions of this document take precedence.
7. Rules of Work (and amendments to them) shall enter into force if and when they are confirmed by the ENX Office.

13 Collaboration and Committee Management Tools

1. The ENX Office may require to mandatory use a platform for committee management as well as collaboration tools.
2. Providing information via such platform fulfils the requirements for distribution as set-forth in this document.
3. Even though the association endeavours to push messages to the committee members, it is important that committee members actively use the provided platform to obtain information.

14 Reporting of all Committees

1. Each Committee (except Advisory Committees) reports to the ENX Office, its superordinate Committee (e.g. Project Group or Working Group to the Technical Steering Committee or to the ENX Management Committee).
2. Reporting is always to be conducted via the ENX Office.
3. Unless otherwise defined by the ENX Office, reporting language shall be English.
4. The report shall contain the following components:
 - a. Committee profile (Type, contributing organisations, chair, objectives, session frequency, budget)
 - b. Top topics of the Committee: Review of the reporting period
 - c. Top topics of the Committee: Outlook until the end of the calendar year, following calendar year
 - d. Use of funds and budget planning (for groups or projects with an allocated budget)
 - e. Individual points of the Committee; questions and answers
 - f. Tasks, Appointments
 - g. Dissemination
 - h. If applicable, performance indicators such as number of publications, events, hours of committee work per calendar year, exchange with other committees.
5. The reporting frequency for Project and Working Groups shall be at least half-yearly, for Committees with a maximum quarterly session frequency annually. The period covered by a report is the half of the year or a full year. The reports shall be submitted to the ENX Office by 15 June and 15 November of a year respectively.
6. The ENX Office may specify the layout of the report.
7. Deviations from this reporting requirements shall be agreed with the ENX Office.

15 Confidentiality

1. In principle, the confidentiality agreed with ENX Association applies to all Committee Members and all Guests.

¹ For example, prices from contractual partners of ENX Association such as TISAX audit providers or ENX network providers; Prices for services provided by third parties, for example in the preparation of examinations; Exchange of service providers on prices, costs, market shares, market strategies; exchange on purchasing strategy and future market behaviour).

2. Unless otherwise specified in the Committee's Rules of Work or clearly indicated by the disclosing party, the exchange within and between Committees takes place under the following rule: "When a meeting, or part thereof, is held under the **Chatham House Rule**, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed." (Chatham House Rule).
3. Documents and notes in which the rule is not applied (e.g. minutes) are to be treated as confidential by all recipients.

16 Data Privacy, Personal Information

1. For information on the processing of personal data by ENX Association, please refer to ENX's general privacy policy.
2. In the context of the respective Committee work, (personal) data of the Committee Members may be processed by the Committee(s) and ENX Association. This includes in particular the following activities:
 - a. Maintaining lists of Committee Members including business contact information,
 - b. Keeping Session minutes and lists of participants including Guests,
 - c. Reporting on Committee activities in other association committees and accountability and activity reports,
 - d. Publication of Committee Member names, organizational affiliations (to the Contributor), email addresses and other information (e.g. function or position in the company) as well as group and individual photos taken for this purpose with the consent of the Committee Members and Guests as part of the internal and external presentation of Committee activities.
 - e. Processing in platforms and tools provided by ENX to the Committee for collaboration purposes.

17 Copyrights, Publications, Cooperation with other organizations

1. ENX Association has to ensure that it has all rights of use to the work results of its Committees at all times in order to be able to act in the interests of its Committees and member companies and to be able to use corresponding content fully and without restrictions to its work.
2. All publications and deliverables based on the results of the association's working groups are considered intellectual property of the association. This includes, but is not limited to, analyses, articles, concepts, guidelines, position papers, press releases, recommendations, reports, standards, studies, and tools) regardless of form and medium.
3. Each Contributor, Committee Member, and Deputy Committee Member shall irrevocably transfer to ENX Association a simple, spatially, temporally, and content wise unrestricted, transferable or sublicensable right of use for all content and work results provided for the above-mentioned purposes. This includes the right to modify and use in an amended form. Members shall ensure that they have appropriate rights to the content provided.
4. Committee Members (and deputies) and Contributors retain moral rights to be acknowledged as authors or contributors in accordance with copyright laws.
5. Each Contributor and Committee Member (incl. deputies) shall ensure that they have appropriate rights to the content provided. Only such content may be introduced in the Committee work.
6. Committee Members and Contributors must ensure that all material used in publications complies with copyright and intellectual property laws.
7. If a Committee Member wishes to contribute content for which he or his Contributor does not have the right to transfer such rights of use to ENX, he or she is obliged to notify the ENX Office in advance of this circumstance and not to provide it until clarification has been brought about with ENX. Such content can only be used by the Committee after approval by the ENX Office.
8. Any third-party materials included in the publication must be appropriately licensed and cited.
9. Publications derived from working group results must be approved by the ENX Office before submission to external publishers or distribution.
10. Publications may only be distributed or shared with third parties in accordance with the association's distribution policy.
11. ENX Association may adopt an open-access policy for its publications to ensure public accessibility while maintaining copyright ownership.
12. ENX Association encourages the dissemination of its work but reserves the right to restrict access to sensitive or proprietary information.
13. No individual Committee, Contributor or Committee Member may independently publish or distribute materials derived from association work without explicit written permission from ENX Association.
14. Material for publications shall not contain any wording that intentionally or unintentionally refers to agreements or like-minded behavior which may be incompatible with antitrust law. In cases of doubt, the ENX Office will carry out an external review of publications. Publication will only be made after their compliance has been confirmed.
15. Cooperation with other organizations or with projects of other organizations requires the approval of the ENX Office. As a rule, a formal basis in the form of a Memorandum of Understanding (MoU) regulating the cooperation is required.

18 Rules for Sessions of Committees

18.1 General

1. Any session of at least two Committee Members for the purpose of Committee work (including thematic task forces) is considered a Session within these Rules of Procedure.
2. A representative of the ENX Office must participate for a Session to take place. If no representative of the ENX Office is present, the Session cannot take place, is officially suspended until the return of the representative or, if a return is not foreseeable, is adjourned.
3. Within the framework of these rules and the mission and competences assigned to a Committee, each Committee determines on its rules of participation. The ENX Office may exclude participants from Sessions to the extent necessary to preserve the values, tasks, work and competences of the Committee. In particular, the reasons mentioned in Article 7 5. apply as grounds for exclusion.

18.2 Invitation and Agenda

1. The Chairpersons, in coordination and with the support of the ENX Secretariat, invite officially to Sessions in good time.
2. The agenda and Session documents shall be clear and unambiguous and shall not contain any points that are questionable under antitrust law or otherwise contradict the general values of ENX Association.
3. Changes to the agenda require a decision in accordance with the decision-making mode established for the Committee and as such shall be recorded in the minutes. Participants in a Session shall object to changes if they believe that they are questionable under antitrust law or if a resolution to amend them is omitted.

18.3 Collaboration Between Committees

1. Committees may hold joint sessions to collaborate on topics of mutual interest. Additionally, individual members of one Committee may be invited to attend sessions of another Committee to provide input, share expertise, or ensure coordination. Such participation is considered internal to the association and is distinct from the involvement of external guests.

18.4 External Guests

1. External guests may be invited to participate in Sessions on specific topics or occasions, provided their participation aligns with the association's objectives. The detailed policy governing the invitation, participation, and responsibilities of guests is outlined in the Rules on Guests Participating in Committee Sessions.

18.5 Formal Procedure

1. The chairperson is chairing the Session. The chairperson may appoint another participant to chair a Session.
2. The chairperson of the Session (supported by the representative of the ENX Office) ensures compliance with the formal and proper procedure of the Session, including the following aspects:
 - a. Instruction on correct conduct under antitrust and competition law at the beginning of the Session or, in the case of regular Sessions with the same group of participants, at appropriate intervals
 - b. Adherence to the agenda: If participants contradict agenda items, these contradictions shall be checked and the agenda item rejected if necessary. The process shall be recorded in the protocol regardless of the result,
 - c. Ensuring that there are no inadmissible decisions, agreements, discussions or spontaneous statements on antitrust issues during the Sessions.
 - d. Immediate notifications of participants who do comply with antitrust law.
3. If a topic is addressed that may not be compatible with antitrust law, the discussion on this topic shall be stopped immediately. A further discussion of this topic may only take place if a legal examination has shown that the topic does not raise any antitrust concerns.
4. If content is discussed (spontaneously) in a Session that is not compatible with antitrust requirements, the conversation shall be aborted immediately. All participants shall be informed that they are not allowed to pass on the information and use it competitively, which the participants shall ensure. If the conversation is not interrupted, the participants leave the Session immediately after objecting to the discussion of the topic. The protest and the departure from the Session shall be recorded with name and time. Participants report the incident to their respective responsible office (e.g. compliance officer, legal counsel or management).

18.6 Respect

1. There is a general, lean code of conduct to which all Committee Members shall adhere:

- I am responsible for the success of the committee.
- I approach the other members openly.
- I overcome my prejudices.
- I let others speak.
- I am kind to others.
- I don't hurt or insult anyone else.
- I represent my own opinion.
- I present results as a team effort.

18.7 Minutes

1. For each Session of each Committee, a representative of the ENX Office or a separately designated minute keeper shall keep a short and unambiguous record, at least as a record of the results. This is independent of the type of Session (online, hybrid, physical). If the agenda contains the item "Miscellaneous" or "Any other Business" or a similar item, each individual item dealt with under this item shall be recorded in the minutes.
2. All decisions (including relevant information such as quorum) taken shall be documented minutes.
3. Minutes will be made available to the Committee by the ENX Office in a timely manner.
4. The Chairperson and the ENX Office shall ensure that the minutes are kept properly and completely.

18.8 Costs and Expenses

1. The ENX Association does not cover any individual costs or expenses of Committee Members unless otherwise agreed upon with the respective Contributor in text form prior to their participation.

19 Rules for Guests Participating in Committee Sessions

19.1 Definition of Guests

Guests are defined as individuals who are not official members of the Committee but are invited to participate in specific sessions or contribute to individual topics based on their expertise or interest.

19.2 Invitation and Approval

Guests may only attend working group sessions upon invitation by a Committee Chair or with the approval of the ENX Office. The invitation must specify the Session(s) or topic(s) the guest is invited to participate in and outline the scope of their involvement.

19.3 Confidentiality

Guests must not disclose or share any information obtained during their participation without prior written consent from the association.

Guests may be required to sign a confidentiality agreement before attending a session. This ensures the protection of sensitive or proprietary information discussed within the Committee.

19.4 Role and Participation

Guests are invited to provide input or expertise on the specific topics for which they were invited. They do not hold decision-making authority within the working group. The Session Lead is responsible for managing the guest's participation to ensure alignment with the Session's objectives.

19.5 Intellectual Property

Guests may only contribute to a Committees activities or discussions in a way that does not result in intellectual property claims, unless a specific agreement regarding intellectual property rights is signed prior to their participation.

The Session Lead is responsible for ensuring that any contributions by guests remain within this boundary. If a guest's input is likely to result in intellectual property rights, the Session must pause to address this matter with the ENX Office.

19.6 Conduct and Compliance

Guests shall adhere to the association's code of conduct and the working group's established rules. Guests may be excluded from the session if they fail to comply.

19.7 Limitations of Access

Guests shall only participate in the specific sessions or topics for which they are invited. They are not entitled to access other working group activities, documents, or resources beyond what is directly relevant to their participation.

19.8 Costs and Expenses

The ENX Association is not obligated to cover any costs or expenses incurred by guests unless otherwise agreed upon in text form prior to their participation.