

**Australian Automotive Dealer Association Limited**

A.C.N. 167 598 085

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728  
Logan Road, Eight Mile Plains, Brisbane  
commencing at 10:10am on Tuesday 13 May 2014

<b>PRESENT</b>	<p>Directors</p> <ul style="list-style-type: none"><li>• Marcus Birrell</li><li>• Michael Claridge</li><li>• Ian Field</li><li>• Garth Madill</li><li>• Hillar Puvi</li><li>• Leigh Smith</li><li>• Martin Ward</li></ul> <p><i>Others</i></p> <ul style="list-style-type: none"><li>• Terry Keating</li><li>• Paul Warren</li><li>• Lou DiVirgilio</li><li>• Patrick Tessier – CEO (AADA Limited)</li><li>• Michael Deed – Policy Officer – (AADA Limited)</li><li>• Kathy Winkcup – Financial Controller (AADA Limited)</li><li>• Mark Ward - BDO</li><li>• Steve Ghost - Strategic Operations Director (AADA Limited)</li></ul>
<b>APOLOGIES</b>	<ul style="list-style-type: none"><li>• Anthony Altomonte (overseas - consented to act – documents have been provided)</li><li>• Paul Moni – secretary</li><li>• Michael Tynan</li><li>• Richard Rolfe</li><li>• Colin Lane</li><li>• Geoff Pickering</li></ul>
<b>MEETING CHAIRMAN</b>	<p>Ian Field assumed the chair, welcomed all present and declared the meeting open.</p>
<b>MINUTES OF PREVIOUS MEETING</b>	<p>The meeting noted that the minutes of the previous meeting held on 11 March 2014 in Melbourne had been approved and circulated.</p> <p>The meeting noted that Action Items arising from the 11 March 2014 meeting had either been finalised or were included on the agenda for the meeting.</p>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728  
Logan Road, Eight Mile Plains, Brisbane  
commencing at 10:10am on Tuesday 13 May 2014

<b>MINUTES OF MEETING</b>	The meeting resolved for administrative efficiencies that only one set of minutes be prepared covering all AADA entities.
<b>OFFICEHOLDERS</b>	<p>The meeting confirmed the decision taken at the 11 March 2014 meeting being that the directors of the parent entity be appointed as a director of the other operating entity Dealer Support Services Pty Ltd.</p> <p>The meeting resolved that the following persons will resign as directors with effect from 13 May 2014</p> <ul style="list-style-type: none"><li>• Michael Tynan</li><li>• Garth Madill</li></ul> <p>Garth and Michael will continue to assist the new AADA in whatever way necessary to ensure the majority of motor dealers are members.</p> <p>The meeting thanked each of the retiring directors for their hard work and support in getting the AADA group established.</p> <p>Michael and Garth's contribution will be properly acknowledged at the Chairman's dinner on Wednesday 9 July, 2014.</p> <p>The meeting resolved that the following persons, having signed a consent to act, be appointed as directors with effect from 13 May 2014</p> <ul style="list-style-type: none"><li>• Terry Keating</li><li>• Paul Warren</li><li>• Anthony Altomonte</li><li>• Lou DiVirgilio</li></ul> <p>The meeting resolved that ASIC Form 484 be prepared and lodged in respect to the above changes.</p> <p>The meeting noted that the AADA Limited letterhead and related letterhead be amended to reflect the current board.</p> <p>The meeting resolved that an email be sent to the dealer data base to advise them of the board changes.</p>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728 Logan Road, Eight Mile Plains, Brisbane commencing at 10:10am on Tuesday 13 May 2014

<b>CBA BANK ACCOUNT SIGNATORIES</b>	<p>The meeting confirmed the decision taken at the 11 March 2014 meeting being that the bank signatories be the same for all CBA Accounts namely the accounts are held in the names of:</p> <ul style="list-style-type: none"><li>• Australian Automotive Dealer Association Limited</li><li>• Dealer Support Services Pty Ltd</li><li>• The AADA Fixed Trust</li></ul> <p>The meeting resolved that the following persons be appointed as signatories of each of the CBA bank accounts and that CBA be advised of the changes:</p> <ul style="list-style-type: none"><li>• Ian Field</li><li>• Paul Moni</li><li>• Kathy Winkcup</li><li>• Steve Ghost</li></ul> <p>The meeting confirmed that any two authorised (2) signatories operate the account.</p> <p>The meeting noted the cash balances held in CBA Accounts at 7 May 2014.</p>
<b>BOARD CHARTER</b>	<p>The meeting noted that a draft Board Charter has been circulated for review and comment by directors and after discussion the meeting approved the Board Charter with amendments as follow:-</p> <ul style="list-style-type: none"><li>• for the next 12 months expenditure that is estimated to exceed \$5,000 must be approved by the board prior to commitment. The board will re-assess expenditure approval limits from time to time;</li><li>• expenditure approval is given by Company Secretary for values between \$1,000 - \$5,000</li><li>• all expenditure is reviewed at each Board meeting</li></ul>
<b>D&amp;O INSURANCE</b>	<p>The meeting noted that details of the D&amp;O Insurance cover effective from 31 March 2014 had been obtained in respect of the following entities:</p> <ul style="list-style-type: none"><li>• Australian Automotive Dealer Association Limited</li><li>• Dealer Support Services Pty Ltd</li><li>• The AADA Fixed Trust</li></ul> <p>and circulated to directors.</p> <p>The meeting approved the level of Directors and Officers Insurance.</p>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728 Logan Road, Eight Mile Plains, Brisbane commencing at 10:10am on Tuesday 13 May 2014

<b>AUDIT APPOINTMENT</b>	<p>The meeting resolved to appoint BDO Audit Pty Ltd as auditors with a separate Audit Partner to MTAQ of each of the AADA entities for the period ending 30 June 2014 namely:</p> <ul style="list-style-type: none"><li>• Australian Automotive Dealer Association Limited</li><li>• Dealer Support Services Pty Ltd</li><li>• The AADA Fixed Trust</li></ul>
<b>MANAGEMENT ACCOUNTS – 31 MARCH 2014</b>	<p>Management accounts for the entities that operated in the period to 31 March 2014 were tabled namely:</p> <ul style="list-style-type: none"><li>• Australian Automotive Dealer Association Limited</li><li>• Dealer Support Services Pty Ltd</li></ul> <p>The meeting noted the management accounts at 31 March 2014.</p>
<b>MIT SERVICE AGREEMENT</b>	<p>Board Directors were provided with a signed copy of the service agreement between AADA and MIT. The meeting resolved that the contribution split will be reviewed in line with risks associated with any future contract between NADA and AADA.</p>
<b>MEMBERSHIP DRIVE AND FUTURE FEE PROPOSAL</b>	<p>It was resolved that AADA Ltd, through Patrick Tessier, write to the Dealer Council chairman of the top 15 OEMs within Australia to suggest a co-signed letter by them and the AADA chairman to all line group dealers supporting AADA national membership.</p> <p>The meeting noted some line groups have already received commitments from their member base.</p> <p>It was resolved that the proposed membership fee to be effective and to allow for the employment by AADA Ltd of suitably qualified staff will need to be \$3 per car. If this membership fee basis was approved the most effective collection method proposed was the collection by the financiers at bailment.</p> <p>Patrick Tessier has arranged a meeting with AFC at the AADA Convention to discuss the collection of fees by their members. AFC will be asked to collect funds on approval from Dealers members of AADA and disburse those to AADA.</p> <p>The board will consider all options before determining membership fees.</p>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728  
Logan Road, Eight Mile Plains, Brisbane  
commencing at 10:10am on Tuesday 13 May 2014

<b>INDUSTRIAL RELATIONS ADVICE</b>	It was resolved that a proposal needs to be formulated and tabled at the next Board meeting with at least three options and costings to provide Industrial Relations advice and other services to AADA members. The associations will be invited to participate in this initiative as some State IR managers are considered to be very competent.
<b>DEALER CONNECT PRESENTATION</b>	It was resolved that the Dealer Connect proposal would not be accepted by AADA group. All information provided during the meeting is to remain confidential.
<b>NADA UNIVERSITY</b>	It was resolved that Patrick Tessier develop a business plan with Steve Ghost to present to Directors. MIT are to test AP Eagers group on how many participants would take up the proposed course and by extrapolation the likely Australia wide take up.
<b>ADVOCACY AND POLICY</b>	<p><b>Business Plan</b> It was resolved that BDO would update the Business Plan and present to Directors for approval.</p> <p><b>Policy</b> It was resolved that the Policy committee would collate data provided by Dealers and formulate a “General Principal Document” of dealer generic issues. These principals to be coordinated by the policy committee within two weeks. Wendy Armstrong will be made available to assist if necessary.</p> <p><b>Board Committees</b> Recruitment &amp; Remuneration Committee</p> <ul style="list-style-type: none"><li>• Paul Warren (Chairman)</li><li>• Ian Field</li></ul> <p>Policy Committee</p> <ul style="list-style-type: none"><li>• Terry Keating (Chairman)</li><li>• Martin Ward</li><li>• Ian Field</li></ul> <p>Funding Committee</p> <ul style="list-style-type: none"><li>• Leigh Smith (Chairman)</li><li>• Marcus Birrell</li><li>• Ian Field</li></ul>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728 Logan Road, Eight Mile Plains, Brisbane commencing at 10:10am on Tuesday 13 May 2014

<b>STATE AND TERRITORY SHAREHOLDING IN DEALER SUPPORT SERVICES PTY LTD</b>	<p>No legal expenditure should be undertaken to affect this recommendation.</p> <p>The board noted recognition by the State and Territory Associations of the new national body representing dealer issues (AADA Ltd) and an end to legal threats would remove the need to pursue this item.</p>
<b>UNITS IN MTAA UNIT TRUST</b>	<p>The meeting noted the status of the matter and resolved to continue the legal action unless the Trustee directors confirm that the Units are owned beneficially by either Dealer Support Services Pty Ltd or Australian Automotive Dealer Association Limited for and on behalf of licensed new car dealers.</p>
<b>BOOKS AND RECORDS HELD IN CANBERRA</b>	<p>The meeting noted that not all books and records held by AMIF and MTAA in Canberra relating to the financial affairs of both Dealer Support Services Pty Ltd (previously known as AADA Pty Ltd) and AADADS Pty Ltd were handed over by AMIF/MTAA. Determining any potential tax liabilities could therefore prove problematic.</p>
<b>AADADS PTY LTD</b>	<p>The meeting noted the status of matters pertaining to AADADS Pty Ltd. The board resolved to wind up the company.</p>
<b>NADA PTY LTD</b>	<p>The meeting noted the status of matters pertaining to NADA Pty Ltd. The meeting noted MTAA's agreement in 2011 to transfer that entity to AADA Pty Ltd and this will be part of the claim against MTAA Limited.</p>
<b>AMIF AND MTAA SUBSCRIPTION NOTICES</b>	<p>The meeting noted the communications regarding the AMIF and MTAA membership fees and resolved the CEO write to the State Associations informing them of not needing any secretariat service from AMIF. The meeting noted that AADA was never a member of MTAA that only the President of the day was a member. It was noted Mr Field who was elected as Chairman/President by the State and Territory AADA divisions in February 2013 has resigned from MTAA without any acknowledgement by them to date.</p> <p>It was noted AADA Pty Ltd became a member of MTAA in 2012 and the CEO paid membership fees in both 2012 and 2013 amounting to \$60,000.</p>

**Australian Automobile Dealers Association Limited**

A.C.N. 008 607 403

**Dealer Support Services Pty Ltd**

A.C.N. 008 607 403

Minutes of the Directors held at the offices of MTA-Q, Freeway Office Park, Building 8, 2728  
Logan Road, Eight Mile Plains, Brisbane  
commencing at 10:10am on Tuesday 13 May 2014

<b>AA TRADEMARKS</b>	The meeting discussed the status of the unresolved issues regarding the AADA trademarks with senior personnel of HWL Ebsworth and agreed a strategy and action to resolve matters.
<b>AA DOMAIN NAMES</b>	The meeting discussed the status of the unresolved issues regarding the AADA website domain names with senior personnel of HWL Ebsworth and agreed a strategy and action to resolve matters.
<b>AA AND KEY DATES</b>	<p>The next scheduled board meeting are as follows:-</p> <ul style="list-style-type: none"><li>• Wednesday 9 July 2014, 10:00am, AADA Convention, RACV Royal Pines Resort, Ashmore, Board Room</li></ul> <p>Key conference meeting dates:-</p> <ul style="list-style-type: none"><li>• AADA Chairman's Dinner, Wednesday 9 July 2014, 7:00pm, Upper Convention Lobby, RACV Royal Pines Resort, Ashmore</li><li>• AADA/AFC Board Meeting - Thursday 10 July 2014, 2:30pm, Board Room, RACV Royal Pines Resort, Ashmore</li><li>• AADA/FCAI Meeting, Norfolk Hall, RACV Royal Pines Resort, Ashmore - TBA</li></ul>

**CLOSURE**

The meeting was declared closed at 3:35pm



Ian Field  
Chairman  
13 May 2014