

**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 boardroom, RACV Royal Pines, Ashmore, Gold Coast commencing at 10:05 am on Wednesday 9 July 2014

<b>PRESENT</b>	<p><i>Directors</i></p> <ul style="list-style-type: none"><li>• Anthony Altomonte</li><li>• Marcus Birrell</li><li>• Michael Claridge</li><li>• Lou DiVirgilio</li><li>• Ian Field</li><li>• Terry Keating</li><li>• Colin Lane (from 3.00pm)</li><li>• Geoff Pickering</li><li>• Hillar Puvi</li><li>• Richard Rolfe</li><li>• Leigh Smith</li><li>• Martin Ward</li><li>• Paul Warren</li></ul> <p><i>Others</i></p> <ul style="list-style-type: none"><li>• Patrick Tessier – CEO (AADA Limited)</li><li>• Michael Deed – Policy Officer – (AADA Limited)</li><li>• Steve Ghost - Strategic Operations Director (AADA Limited)</li><li>• Paul Moni - Secretary</li></ul>
<b>APOLOGIES</b>	<ul style="list-style-type: none"><li>• David Russell</li></ul>
<b>MEETING CHAIRMAN</b>	Ian Field assumed the chair, welcomed all present and declared the meeting open.
<b>MINUTES OF PREVIOUS MEETING</b>	The meeting noted that the minutes of the previous meeting held on 13 May 2014 in Brisbane had been approved and circulated.
<b>OFFICEHOLDERS</b>	<p>The meeting confirmed that, consistent with the Board Charter, the number of directors resident in Western Australia would be reduced and that other directors intended to resign either later this year or when they felt that their value to establishing the new entity had diminished.</p> <p>The meeting resolved that pursuant to clause 7.5 of the Constitution alternate directors could be appointed for director representatives of both AP Eagers Limited and AHG Limited.</p>

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<b>NADA UNIVERSITY AGREEMENT</b>	The meeting noted that AADA Limited had signed the NADA Agreement and that NADA have either signed or will sign the Agreement when the NADA representative arrives at the AADA National Conference.
<b>MIT SERVICE AGREEMENT</b>	The meeting noted that AADA Limited had signed the MIT Service Agreement, that had been amended to reflect the sale term as set out in the NADA Agreement, and that MIT directors will now execute the Agreement.
<b>FAIR WORK COMMISSION</b>	The meeting resolved that AADA Limited apply for registration with the Australian Fair Work Commission.
<b>NATIONAL PEAK BODY</b>	The meeting resolved that AADA Limited take all steps necessary to establish itself as the national peak body representing new car dealers in Australia.
<b>BOARD COMMITTEES</b>	<p>The meeting resolved that:</p> <ul style="list-style-type: none"><li>• the board chairman not be a member of a Board Committee</li><li>• all directors can, if they wish, attend any Committee meeting</li><li>• the Board Committee template be tailored for each Committee</li></ul> <p>The members of each Committee will be:</p> <p>Policy Committee</p> <ul style="list-style-type: none"><li>• Terry Keating</li><li>• Martin Ward</li><li>• Hillar Puvi</li></ul> <p>Membership and Funding Committee</p> <ul style="list-style-type: none"><li>• Leigh Smith</li><li>• Mike Claridge</li><li>• Terry Keating</li></ul> <p>Recruitment and Remuneration Committee</p> <ul style="list-style-type: none"><li>• Paul Warren</li><li>• Anthony Altomonte</li></ul> <p>The meeting resolved that when commercial relationships are under review that a Board Committee will be formed comprising individuals who, in the opinion of the board, will best meet the needs of the Committee and members.</p>
<b>BUSINESS PLAN</b>	The meeting noted that the Business Plan will be finalised with BDO once a number of matters have been finalised and approved by the board.

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<b>FCAI EXECUTIVE MEETING</b>	<p>The meeting discussed the form and content of the meeting with FCAI representatives in the afternoon.</p> <p>The meeting noted that the FCAI board had issued an invitation to have a joint working business lunch with the AADA Limited board in Melbourne in September 2014.</p>
<b>BDO NATIONAL AUTOMOTIVE INDEX</b>	<p>The meeting resolved to explore options with BDO in respect to the establishment of a National Automotive Index.</p>
<b>BDO NATIONAL SALARY SURVEY</b>	<p>The meeting noted that BDO would recognise AADA Limited in their National Automotive Salary Survey that will be launched at the AADA National Conference.</p>
<b>COMMERCIAL OPPORTUNITIES</b>	<p>The board noted the unsolicited Expression of Interest that has been received from a third party and resolved the contents of the response.</p>
<b>UNITS IN MTAA UNIT TRUST</b>	<p>The meeting resolved a course of action.</p>
<b>AADA TRADEMARKS</b>	<p>The meeting resolved a course of action.</p>
<b>AADA WEBSITE DOMAIN NAMES</b>	<p>The meeting resolved a course of action.</p>
<b>GMH PRESENTATION</b>	<p>Martha Opoliadis (GMH) and Natalie Roberts (SAE Australia) addressed the meeting on the availability of professional engineers and how these skills could be beneficially employed by new car dealers.</p> <p>The meeting discussed a range of options and resolved that the AADA Limited contact be Steve Ghost and that the matters discussed at the meeting be followed up.</p>
<b>MEMBERSHIP FEES</b>	<p>The meeting discussed a range of options and resolved that these options be explored further with a view to determining strategies going forward at the next meeting.</p>
<b>MEMBERSHIP DATABASE</b>	<p>The meeting resolved that MTAQ proceed with the establishment of an extensive database to facilitate effective member relationships.</p>

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<b>OUTSTANDING AGENDA ITEMS</b>	<p>The meeting resolved that the meeting be adjourned and reconvened tomorrow at 1.00 pm on Thursday 11 July 2014 to deal with the agenda items that have not been discussed.</p> <p>Anthony Altomonte and Colin Lane gave their apologies for the reconvened meeting.</p>
<b>ADJOURNMENT</b>	<p>The meeting was closed at 4.00 pm to be reconvened at 1.00pm on Thursday 10 July 2014.</p>
<b>FCAI MEETING</b>	<p>Representatives of FCAI (Tony Weber and Tony McDonald) discussed a range of issues with the board.</p> <p>The meeting resolved that we continue to work with FCAI on matters of mutual interest including, where applicable, joint submissions and exchange of data.</p> <p>The meeting resolved to meet with the FCAI Board in Melbourne on 16 September 2014.</p>
<b>CLOSURE</b>	<p>The meeting closed at 5.25 pm</p>

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The meeting reconvened at 2.40 pm on Thursday 10, July 2014

<b>PRESENT</b>	<p><i>Directors</i></p> <ul style="list-style-type: none"><li>• Marcus Birrell</li><li>• Michael Claridge</li><li>• Lou DiVirgilio</li><li>• Ian Field</li><li>• Terry Keating</li><li>• Geoff Pickering</li><li>• Hillar Puvi</li><li>• Richard Rolfe</li><li>• Leigh Smith</li><li>• Martin Ward</li><li>• Paul Warren</li></ul> <p><i>Others</i></p> <ul style="list-style-type: none"><li>• Michael Deed – Policy Officer – (AADA Limited)</li><li>• Paul Moni - Secretary</li></ul>
<b>MANAGEMENT ACCOUNTS</b>	<p>The management accounts at 30 June 2014 were tabled noting that the financial period for each of the three (3) AADA entities varied and that Dealer Support Services included transactions between 1 July 2013 and 14 January 2014 being the period in which that company was administered by AMIF.</p>
<b>AUTOMOTIVE DEALERS – OPERATIONAL CONCERNS</b>	<p>The meeting noted the matters referred to the board by dealers and resolved that these be tabled for discussion at the Dealer Council representative meeting to be held on Friday 11 July 2014.</p>
<b>ADVOCACY AND POLICY - UPDATE</b>	<p>The meeting noted and discussed the schedule of advocacy and policy matters.</p> <p>The meeting resolved that requests for information and assistance in respect to advocacy and policy issues be circulated to each Dealer Council with a request for input to an AADA Limited submission.</p> <p>The meeting resolved that Paul Warren and Martin Ward meet with a third party in Sydney to discuss distorted and inaccurate financial information being reported on dealerships and that an invitation is given to that party to attend and address the AADA Limited board.</p> <p>The meeting resolved that AADA Limited submissions include data and other information provided by reputable third parties such as FCAI.</p>

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The meeting reconvened at 2.40 pm on Thursday 10, July 2014

<b>ADVOCACY AND POLICY - UPDATE</b>	The meeting resolved the format and contents of a response to a Dealer Group on various issues.
<b>BRANDING</b>	The meeting reconfirmed previous discussions that decisions in respect to the AADA Limited branding of products and services requires consideration and approval by the board.
<b>NEXT MEETING DATE</b>	The meeting resolved that the next meeting be held in Melbourne on Tuesday 16 September 2014 at a location to be determined.  The meeting noted that the FCAI dinner will follow this meeting

**CLOSURE**

The adjourned meeting was declared closed at 4.28 pm



Ian Field  
Chairman  
10 July 2014