

# **CHARTER**

## **ViewPoint USERS GROUP OF THE AMERICAS**

### ***Vantage Integrated Engineering Workgroup (ViewPoint)***

#### **1. PURPOSE**

The purpose of the ViewPoint Users Group of the Americas is to benefit the American AVEVA product users by providing a forum:

- 1.1 where the users can freely exchange information among themselves,
- 1.2 where AVEVA Group plc. and AVEVA Inc. can present their development, maintenance and support plans,
- 1.3 where users can influence these development, maintenance and support plans,
- 1.4 where the users can coordinate communication and activities with other AVEVA Users Groups.
- 1.5 The Users Group is not a forum for sales presentation or solicitation.

To achieve these ends the ViewPoint Users Group of the Americas shall conduct general meetings, discussion and groups, panels and lectures concerned with the development of AVEVA products.

#### **2. GENERAL MEMBERSHIP AND VOTING**

- 2.1 Registered Voting Membership shall be open to all employees, or current contract employees, of companies holding a license for full access to an AVEVA product and not wholly and geographically represented by another Users Group.
- 2.2 Voting on amendments to this Charter shall require a two-thirds majority of those present and voting. General voting privileges shall be on an individual basis.
- 2.3 Non-voting membership is extended to AVEVA Group plc., AVEVA Inc. and to such other bodies as may be determined from time to time by a two-thirds majority of the registered voting membership.
- 2.4 Quorum: The presence at a properly called meeting of all the Users of not less than one-third of the registered voting members attending the conference shall be necessary and sufficient to constitute a quorum for the transaction of elections and Charter matters at any meeting of the members.
- 2.5 Educational license holders: membership and voting shall be in accordance with paragraph 2.3 of this Charter.

### **3. OFFICERS**

- 3.1. The officers of the ViewPoint Users Group of the Americas shall be the Executive Committee, i.e.:
  - Chairman
  - Vice-Chairman
  - Minimum of five and maximum of nine other Executive Committee Members
- 3.2. Members of the Executive Committee shall be elected to serve two year terms with a minimum of four Committee Members being elected each year. The Chairman and Vice-Chairman shall be elected annually by the membership.
- 3.3. No person may hold more than one office.
- 3.4. No one company may hold more than two offices. The Chairman and Vice-Chairman shall not be employees of the same company or group of companies.
- 3.5. The Chairman of the Technical Committee shall act as an officer member of the Executive Committee.

### **4. SECRETARIAL/TREASURER**

Reasonable secretarial and treasurer functions shall be provided by:

- 4.1 The Chairman: Maintenance of a list of members (including business addresses and telephone numbers), host for meetings of the Executive Committee, liaison with other AVEVA User Groups.
- 4.2 Next meeting host: Administrative tasks associated with the meeting, booking hotels, reservation of meeting rooms, circulation of invitations and agenda, taking of minutes of meetings, circulation of minutes. The cost will be covered by the charge for attending the meeting.
- 4.3 Such other tasks requested by the ViewPoint membership or the Executive Committee to which the Chairman or the next meeting host agrees.
- 4.4 The Executive Committee shall be required to establish appropriate secretarial and treasurer positions. These positions shall be voted on annually at the annual conference.

### **5. DUTIES OF ELECTED OFFICERS**

- 5.1 The Chairman shall be the chief officer of the ViewPoint Users Group of the Americas and shall have general supervision of its affairs including liaison with AVEVA Group plc. and AVEVA Inc.
- 5.2 The Vice-Chairman shall assume the Chairman's duties in the Chairman's absence or at the Chairman's request.
- 5.3 The next conference host shall liaison with the Chairman concerning the agenda. Items for the agenda will be requested at the time of notification of the meeting. Agenda items may be submitted by any voting or non-voting member to the next meeting host.

- 5.4 The next conference host shall coordinate with the Chairman to arrange all the venue facilities of the next meeting and shall satisfy himself that they are adequate.
- 5.5 The elected officers acting together shall be called the Executive Committee and shall be empowered to set up such subcommittees or working groups as may from time to time be required. These groups are empowered to coordinate their activities with other AVEVA User Groups as appropriate and their activities will be overseen by the Executive Committee.
- 5.6 Any officer may resign at any time by notifying the Chairman in writing, who will appoint a replacement. Replacements will be confirmed by the user body at the next annual conference and serve to the end of that seat term. Should the Chairman resign, the Vice-Chairman will assume the Chairman's office and will appoint a new Vice-Chairman from the other officers.
- 5.7 Any questions or issues related to the interpretation of this Charter shall be resolved by a simple majority of the Executive Committee members present at the time the issue is raised.

## **6. MEETINGS AND CONFERENCES**

- 6.1 A ViewPoint Users Group of the Americas conference shall be held at least once a year, or more frequently as the Users Group shall decide.
- 6.2 For Executive Committee meetings, the Chairman shall notify committee members two months prior to the meeting. Conference calls can be scheduled as needed
- 6.3 For Users Group meetings, the next meeting host shall notify the membership two months prior to the meeting.
- 6.4 The number of delegates a company may send to the ViewPoint conference shall not be limited in principle. However, the Chairman and next meeting host are empowered for administrative reasons to limit the number of delegates from any one company, excluding elected officers and secretarial staff of the host company.
- 6.5 Specific representatives of AVEVA Group plc. and AVEVA Inc. may be invited to attend part or all of the ViewPoint meeting.
- 6.6 All of those attending any part of the ViewPoint meeting shall pay a fixed meeting fee in advance to the meeting host company. The fee shall be determined by the Executive Committee.
- 6.7 A Trade Show at the annual conference will be sanctioned and managed by the Executive Committee. Trade Show participation and activities will be governed by a set of agreed upon guidelines to be developed and maintained by the Executive Committee.
- 6.8 Presentations provided at the conference are to be considered copy written material and are provided for information purposes only. Presentation materials and content are not to be used outside of the conference for any purpose without the express written consent of the presenter.

## **7. NOMINATION & ELECTION OF OFFICERS**

- 7.1 Notification of officers to be filled by election shall be sent with agenda papers prior to each meeting of the ViewPoint Users Group of the Americas.
- 7.2 Candidates shall be registered voting members of the ViewPoint Users Group of the Americas.
- 7.3 Candidates for election shall require a proposer and a seconder who shall both be registered voting members of the ViewPoint Users Group of the Americas.
- 7.4 Where there is more than one candidate for a particular office, voting shall be by the registered voting membership of the ViewPoint Users Group of the Americas.

## **8. TECHNICAL COMMITTEE AND DEVELOPMENT REQUESTS**

- 8.1 Voting shall be on the basis of one vote per company. Voting member companies with offices geographically included by more than one AVEVA Users Group shall be permitted representation and voting rights in each such Users Group. In case of disagreement on the voting entitlement of a company, the Executive committee shall decide.
- 8.2 A register shall be maintained by the Chairman of all member companies of the ViewPoint. This list will be based on the most recent AVEVA customer list available.
- 8.3 Voting shall be on a one vote per company basis and at each meeting all companies shall identify their delegate empowered to communicate their vote.
- 8.4 Voting on technical matters shall require a simple majority of those companies present and voting.
- 8.5 Voting on technical matters is for the purpose of establishing relative priorities of projects. The Technical Committee has the responsibility and the authority to adjust priorities and project contents relative to input from AVEVA and other AVEVA User Groups.

Technical functions will be governed by a set of agreed upon guidelines to be maintained by the Technical Committee and approved by the Executive Committee. These guidelines will be aligned with the working practices of AVEVA and other AVEVA User Groups.

## Revision History

The above Charter was approved unanimously at a NAPDMSUG meeting May 18, 1989, in New Orleans, Louisiana, USA

- Revised: NAPDMSUG meeting May 11, 1990  
Section 1, last sentence  
Section 3.2
- Revised: NAPDMSUG meeting May 17, 1991  
Section 3.2
- Revised: NAPDMSUG meeting May 29, 1992  
(Name change to PDMSUGA)
- Revised: PUGA meeting May 27, 1994  
Section 3.1
- Revised: PUGA meeting June 16, 1995  
Section 3.2 revision  
Section 4 heading and subheading revision  
Section 4.4 section addition  
Section 5.6 revision
- Revised: PUGA meeting June 12, 2002  
Overall update to multiple sections.  
Addition of section 8
- Revised: PUGA meeting June 18, 2003  
(Name change to ViewPoint Americas)
- Revised: ViewPoint meeting June, 2004  
General update for changes in associated organizational/company names and group work processes.
- Revised: ViewPoint meeting October 20, 2006  
General update for changes.