

# AdsML™ Consortium Process Document

## [subject to legal review]

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**Abstract**

This document describes the Membership rules and all the Internal Regulations and Procedures for the AdsML Consortium in accordance with the AdsML Charter, which describes the Mission, Vision, Scope and Objectives for the AdsML Consortium.

**Important Note:** this document is subject to legal review.

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# 1 Membership

All organizations involved in the handling of any aspect of advertising - whether as creator, consumer, systems vendor or contributor to the process of selling objects or services - may wish to become a Member of the AdsML Consortium. Members typically fall into one of three categories:

- trade associations
- organizations working in the advertising supply chain
- software manufacturers and consultants.

Each organization may hold only one Membership to AdsML and be entitled to a single vote within the Consortium and within any single Working Group. Organizations are not limited to Membership in any single Working Group but are limited to a single vote within any one Working Group. Both for-profit and not-for-profit organizations may become Members of the AdsML Consortium.

All individuals representing Member organizations are known as Delegates. On joining the AdsML Consortium, organizations shall nominate a named individual who is the primary representative for that organization at the Consortium. This individual is known as the Named Delegate.

Each organization may, at the discretion of the Chair of the meeting, send more than one Delegate to any meeting, both at Consortium or Working Group level.

## 1.1 Benefits of Membership

Members of AdsML have the following benefits. They may:

- attend and participate in Consortium meetings
- become Members of Working Groups
- join the AdsML Members e-mail lists
- access the Members-only area of the AdsML Web site
- get advance notice of development activities
- directly influence the development process.

## 1.2 Full Membership

Full Members in Good Standing (see **2.3.6 Retaining Good Standing**) have the right to vote both when electing Members and Office-holders of the Consortium and when deciding if suggested changes and amendments are included in the Specifications created by the Consortium.

## 1.3 Associate Membership

Associate Members can participate in all meetings and contribute during meetings, but they do not have voting rights at Consortium meetings. Associate Members who are Members of Working Groups have full voting rights within that Working Group.

## 1.4 Member Participation

### 1.4.1 Participation in the Consortium

The Consortium meets on a regular basis to review, plan and approve the work done by the AdsML Working Groups. The Consortium meets at least once in any 12 month period.

Full Members are required to attend a proportion of Consortium Meetings in order to retain Good Standing and the right to vote (see **2.3.6 Retaining Good Standing**).

## 1.4.2 Participation in Working Groups

Working Group Membership is awarded to individual Delegates and is not automatically transferable to other Delegates..

Working Group Members are required to contribute actively in order to retain Good Standing and remain a Member of that Working Group (see **2.3.6 Retaining Good Standing**).

A Working Group can have more than Delegate from the same Member as long as these Delegates do not form more than 1/3 of the composition of the Working Group. In such a situation, these Delegates will share a single vote.

## 1.5 How to Become a Member

Prospective Members should go the AdsML Web site to find current information about how to become a Member.

Members pay a Membership fee in order to contribute to the cost of running the Consortium (e.g. Web site, distributing material, marketing cost, administrative expenses etc.).

## 1.6 Membership Fees

The Membership fee will be adjusted yearly at the Annual General Meeting through a vote by the Consortium.

Membership fees as per January 1, 2003:

- Full Membership: €750/year
- Associate Membership: €150/year

Membership fees will be prorated on a six-month basis. Fees will not be rebated for departing Members, except to those Members in Good Standing at such time as the Consortium disbands. Any remaining funds will be distributed across the Full and Associate Members in a proportional manner.

Members whose payment is overdue by more than one month may be excluded from the Consortium by the Steering Committee.

## 1.7 Founders

Organizations that joined the Consortium prior to August 19, 2003 have the right to call themselves Founders subject to the following conditions:

- Small and Medium-sized Enterprises (SMEs) pay to the Consortium a one-off fee of €2000. Larger organisations pay a one-off fee of €5000. SMEs are defined as having a turnover not exceeding €40m or employ less than 250 employees.
- If organizations qualifying to be described as Founders were active in setting up the Consortium before 1 April 2003, such fees will be waived.
- Organizations describing themselves as Founders have no additional privileges or voting rights within the AdsML Consortium.
- No other Member of the AdsML Consortium is entitled to describe itself as a Founder.

## 1.8 Sponsorship

Organizations may choose to sponsor activities for the benefit of the Consortium, with the understanding that all sponsorship activities are not accompanied by any preferences or other rights in the internal processes of

the Consortium or in the formulation of Specifications. Sponsorship may take two main forms, as indicated below:

### **1.8.1 Sponsored Activities**

Specific events and/or activities of the Consortium may be fully or in part funded by organizations. Examples might include seminars, individual sessions, items of literature or coffee breaks. Responsibility for organizing such sponsorship lies with the Marketing and Communications Working Group.

Proposed tariffs for varying levels of sponsorship will be agreed in advance with the Chair of the Steering Committee.

Sponsors will receive public recognition of their contribution in conjunction with the activities they support as determined by the Marketing and Communications Working Group. Sponsors do not need to be either Full or Associate Members.

### **1.8.2 AdsML Partners and AdsML Strategic Partners**

Organizations that are Full Members of the Consortium may elect to become AdsML Partners or AdsML Strategic Partners by contributing significantly to the financial standing of the Consortium through annual donations or unspecified sponsorship. Respective levels of contribution for AdsML Partners and AdsML Strategic Partners will be determined by the Steering Committee. Contributions paid by AdsML Partners will be smaller than those paid by AdsML Strategic Partners.

To become an AdsML Partner or AdsML Strategic Partner a minimum financial commitment should be undertaken in advance for a minimum of three years, although contributions may be paid in advance of the designated period. Any non-cash contributions will not be taken into account into determining whether a Member qualifies to become an AdsML Partner or AdsML Strategic Partner.

Appointments of AdsML Partners and AdsML Strategic Partners will be made by the Steering Committee.

#### **1.8.2.1 AdsML Partners**

AdsML Partners have the right to use the term "AdsML Partner" in their marketing collateral, on their Web site, and in their commercial activities during their committed period but not beyond. No other Members, Full or Associate, Founder or otherwise, has the right to describe itself as an AdsML Partner at any time.

AdsML Partners earn special public recognition and acknowledgement at Consortium plenary meetings and on the AdsML Web site. They are given publicity and prominence at public events held by the AdsML Consortium. Their role is acknowledged in marketing collateral and other documentation issued by the AdsML Consortium.

As with other forms of sponsorship, AdsML Partners do not have any rights or privileges beyond those of Full or Associate AdsML Members in respect of the working processes adopted by the Consortium or the Specifications it develops.

AdsML Partners will receive less prominent promotional benefits than AdsML Strategic Partners, reflecting their smaller financial contribution. The degree of difference in their promotional benefits will be determined by the Steering Committee in conjunction with the Marketing and Communications Working Group.

#### **1.8.2.2 AdsML Strategic Partners**

AdsML Strategic Partners have the right to use the term "AdsML Strategic Partner" in their marketing collateral, on their Web site, and in their commercial activities during their committed period but not beyond. No other Members, Full or Associate, Founder or otherwise, has the right to describe itself as an AdsML Strategic Partner at any time.

AdsML Strategic Partners earn special public recognition and acknowledgement at Consortium plenary meetings and on the AdsML Web site. They are given publicity and prominence at public events held by the

AdsML Consortium. Their role is acknowledged in marketing collateral and other documentation issued by the AdsML Consortium in the form of a statement of gratitude for their financial support.

As with other forms of sponsorship, AdsML Strategic Partners do not have any rights or privileges beyond those of Full or Associate AdsML Members in respect of the working processes adopted by the Consortium or the Specifications it develops.

## **1.9 Conflicts of Interest**

It is the desire of the AdsML Consortium that any Members that are developing hardware or software systems that will compete with this Specification identify themselves. This is not intended to disqualify any participants or require the exposure of trade secrets. It is only intended to allow all participants to understand that there may be competing opinions.

It is the intent of the Consortium to develop Specifications through a process open to all interested groups and individuals and to create Specifications, based on objective research and data, that will encourage competition and support diverse business interests.

## 2 Working Regulations and Procedures

### 2.1 Structure and Roles

The AdsML organization is composed primarily of the following bodies:

- **the Consortium**  
the plenary body of all Members (Full and Associate)
- **the Working Groups**  
the smaller bodies that do most of the work of the Consortium
- **the Steering Committee**  
which oversees the work of the Consortium
- **the Office-holders**  
the named Office-holders who report to the Consortium.

The language of the AdsML Consortium is English. The preferred written language for documentation is US English.

#### 2.1.1 Lifecycle

The AdsML Consortium has been set up for an initial period of five years. The Consortium will continue to exist thereafter unless 75% of the total Membership votes to disband the Consortium at the Annual General Meeting falling in the fifth or subsequent year.

#### 2.1.2 Consortium

The AdsML Consortium is the largest body within the AdsML organization. It is comprised of all Full Members, Associate Members, and an optional Project Office. All Working Groups report to the Consortium. The Consortium meets on a regular basis, at least twice a year. The governing body for the Consortium is the Steering Committee.

##### 2.1.2.1 Annual General Meeting

The Consortium holds an Annual General Meeting (AGM) at the first plenary meeting in the calendar year. At this meeting the Office-holders below are confirmed. All Office-holders must be Full Members, Delegates of Full Members or individuals from the Project Office.

##### 2.1.2.2 Chair

The following are the duties of the Chair of the Consortium. The Chair is responsible for running Consortium meetings, though many duties may be delegated at the discretion of the Chair. In addition to the duties described in Robert's Rules of Order (<http://www.constitution.org/rror/rror--00.htm>), Article X Section 58, the Chair is responsible for the following:

- Keep the Consortium moving towards completion of its Charter, on schedule
- Speak for the Consortium as required for PR purposes
- Ensure Consortium compliance with the AdsML Process and IPR
- Conduct (chair) meetings in accordance with Robert's Rules of Order, including facilitating discussions, handling motions and voting, ruling on the outcome of votes, etc.
- Prepare a status report for the AdsML Steering Committee as occasionally requested.

While the Chair of the Consortium has the responsibility of making sure that the AdsML Consortium is running smoothly and in accordance with Process, he or she does not have the right to make technical decisions or determine the direction of the AdsML Consortium without the approval of the AdsML Consortium Membership.

The Chair of the Consortium shall also be the Chair of the Steering Committee.



### **2.1.2.3 Vice-Chair**

The following are the duties of the Vice-Chair of the Consortium:

- Support the Chair in the execution of all the above duties
- Stand in temporarily for the Chair, when the Chair is absent or otherwise unable to complete his/her duties

The Vice-Chair of the Consortium shall also be the Vice-Chair of the Steering Committee.

### **2.1.2.4 Secretary**

The following are the duties of the Secretary of the Consortium:

- Take minutes of meetings
- Ensure that minutes of meetings are posted to the e-mail list and Web site
- Ensure that minutes are reviewed and updated
- Ensure that minutes are approved
- Record attendance at each meeting to help determine Good Standing.

The Consortium is required to keep on the Web site a single, current 'actions-list' of tasks on Consortium Members and Working Groups as arise from plenary Consortium meetings. Maintenance of this document is the responsibility of the Secretary.

### **2.1.2.5 Web master**

The following are the duties of the Web master. To develop and maintain all aspects of the Web site, including its structure and design and to ensure that appropriate technologies are used for all documents on the Web site. To ensure that the following are kept current:

- the AdsML Charter
- meeting schedule
- list of Members
- the name and e-mail address of the Chair as well as other positions such as Vice-Chair, Secretary, Web master, etc. that may exist
- list of Working Groups and their deliverables and Members
- draft and completed AdsML documents
- contributors' IP statements.

### **2.1.2.6 Editors**

The Editors are the persons who maintain the Specification document(s) for the AdsML Consortium. The editors write and update the drafts with input from the Consortium Members and make the drafts available to Consortium Members and to the public by posting them on the Consortium e-mail list and/or giving them to the Web master to post on the Web site.

The editors should maintain documents using appropriate methods of version control and should use appropriate style guides and templates as supplied by the Marketing and Communications Working Group.

Draft documents should be announced on the e-mail list and made available on the Web site.

### **2.1.2.7 Membership Secretary**

The following are the duties of the Membership Secretary:

- Process Membership applications
- Ensure that Membership renewal and subscription procedures are followed
- Keep Membership lists and records of Membership fees up to date
- Warn Members when Good Standing is in jeopardy

- Keep records of Good Standing.

**2.1.2.8 Treasurer**

The following are the duties of the Treasurer:

- Ensure that funds and payments are managed appropriately
- Keep all financial records up to date
- Ensure that the accounts are independently reviewed before the AGM in accordance with generally accepted principles of good accountancy practice
- Present the annual financial report at the AGM
- Ensure that all payments have been approved by the Steering Committee.

The Treasurer of the Consortium shall be a Member of the Steering Committee.

**2.1.3 Steering Committee**

The Steering Committee provides ongoing management for the Consortium on issues of strategy, management, legal matters, process, and conflict resolution. It is also the body to whom the Project Office reports. The roles of the Steering Committee are defined in the Steering Committee Charter.

**2.1.4 Working Groups**

Working Groups are small groups of Delegates that exist in order to progress the business of the Consortium. Members of Working Groups are known as Working Group Members. All publicly-released deliverables and decisions of the Working Groups are subject to the approval of the Consortium. Working Groups may only be established by the Consortium itself.

Smaller Working Groups may be created from larger Working Groups to work on specific deliverables. These are subject to the same regulations as all other Working Groups, including the requirement to complete a Working Group Charter. The minimum size for a Working Group is four Working Group Members.

**2.1.4.1 Working Group Charters**

Each Working Group must complete the following Working Group Charter:

<b>Name of Working Group:</b>
<b>Working Group Chair:</b>
<b>Working Group Vice-Chair:</b>
<b>Working Group Members (and roles, if appropriate):</b>
<b>Mission:</b>
<b>Scope:</b>
<b>Deliverables:</b>
<b>Milestones (with dates for completion):</b>
<b>Related standards, specifications and guidelines:</b>
<b>Dependencies (if any):</b>
<b>Lifecycle:</b>
<b>Meeting schedule:</b>

All Working Group Charters are to be reviewed by the Process Working Group, prior to presentation to the Consortium. The Working Group Charter should then be approved at the next possible Consortium meeting. The deliverables of each Working Group specified in the Working Group Charter will be approved by the Consortium.

**Notes:**

**Working Group Chair and Vice-Chair:**

Working Groups Chairs and Vice-Chairs are individuals elected by the Working Group Members for that Working Group on an annual basis and may be renewed. All roles are confirmed by the Consortium at the

AGM. All Chairs and Vice-Chairs of Working Groups must be Delegates of Full Members or individuals from the Project Office. Include the name of the organization in brackets after the name of the individual.

**Working Group Members (and roles, if appropriate)**

Include the name of the organization in brackets after the name of the individual.

**Mission**

A brief statement, probably in one or two sentences, of the purpose of the Working Group.

**Scope**

A brief statement of the scope of the Working Group and of the intended deliverables. This section should also describe any interoperabilities with other Working Groups and other standards or specifications.

**Deliverables**

A description of the main deliverables of the Working Group, including most importantly, the planned Final Deliverable of the Working Group.

**Milestones (with dates for completion)**

A list of the main milestones towards the completion of the Final Deliverable of the Working Group, with an indication of when these should occur.

**Related standards, specifications and guidelines**

Any standards or specifications that are related to the Final Deliverable should be listed here, including any actually used within the intended Final Deliverable and any that the Final Deliverable is intended to supercede.

**Dependencies (if any)**

Any activities on which fulfillment of the deliverables of this Working Group is dependent should be listed here. This may include deliverables from other Working Groups.

**Lifecycle**

The anticipated lifecycle of the Working Group should be indicated here. For some Working Groups, this may be the life of the AdsML initiative, but for others their lifecycle will be complete when the Final Deliverable is delivered.

**Meeting schedule**

How frequently the Working Group is expected to meet.

**2.1.4.2 Working Group Membership**

Initial Working Group Members are selected by volunteering themselves at Consortium meetings, once it has been agreed that there is a need for the Working Group itself.

New or replacement Working Groups Members may be suggested by the Working Group itself, may volunteer themselves for inclusion or may be suggested by other Members. Candidate new Working Group Members must be approved by the Working Group itself through a formal vote and then approved at the next Consortium meeting.

Working Groups Members who are in Bad Standing may be voted out of the Working Group by the other Working Group Members within that Working Group. Appeal against such decisions should be taken to the Process Working Group.

**2.1.4.3 Working Group Documentation**

Although there is no requirement for Working Groups to publish formal minutes of their meetings, all Working Groups are expected to make available brief notes of meetings, including major decisions, actions items and decisions. These should be stored on the Web site, and named using the naming convention defined in 'Naming Conventions.'

All Working Groups are also required to keep on the Web site a single, current 'actions-list' of tasks on Working Group Members. Maintenance of all Working Group documentation is the responsibility of the Chair of the Working Group.

#### **2.1.4.4 Proposed Working Groups**

The following Working Groups were established at the outset of the AdsML Consortium:

- **Process Working Group**  
Responsible for the processes and procedures that the Consortium follows
- **Technical Working Group**  
Responsible for the technical work of the Consortium, including developing the Technical Specifications
- **Marketing and Communications Working Group**  
Responsible for external communications, publicity and promotions.

For a more specific description of each Working Group, see the Charter for that Working Group.

#### **2.1.5 Project Office**

When the Consortium decides to employ a Project Office, the Project Office will typically have the following responsibilities:

- Schedule meetings, arrange facilities
- Assemble and submit the submission package when the Technical Working Group votes to submit completed work to AdsML Members for review
- Review and edit materials prior to publication
- Support the Office-holders of the Consortium (Chair, Vice-Chair, Secretary, Web master, Membership Secretary) as they see fit in the fulfilment of their duties.

### **2.2 Communications**

The AdsML Consortium will ensure that it liaises with other standards or specifications groups with interests in areas directly or indirectly related to advertising.

All publicly distributed content - including on the Web site – must go through the external review process as defined by the Marketing and Communications Working Group.

#### **2.2.1 Web site**

The AdsML Web site should be considered the primary communication tool for both internal and external communication.

The development and the maintenance of the Web site are the responsibility of the web-master in cooperation with all relevant parties and following the process defined by the Marketing and Communications Working Group.

The Web site must contain the following areas:

- AdsML Charter
- AdsML Process Document
- Roles and responsibilities
- List of Members (separate for Full and Associate Members)
- Meeting agendas
- Meeting calendars
- Minutes, decisions or action lists of meetings
- Working Group Charters
- Draft, current and archived versions of important Working Group documents

- Current and archived versions of Specification Documents
- Press releases
- Presentation documents
- Sample files
- Members-only area including areas for each Working Group
- Contributors' IPR statements (see the Section of the Charter that deals with 'IPR and other legal considerations')
- Information on how to become a Member
- Current Membership fees.

## 2.2.2 Naming Conventions

All documents should be named using conventions which describe the document's name, date, status and ownership in a consistent manner.

All Working Groups have the responsibility of defining appropriate naming conventions for their documents, which should be followed by Members of that Working Group.

In particular, all minutes and agendas should be named using the following naming convention:  
[YYYY-MM-DD-AdsML-[Working Group]-documentName-[versionNumber]-[otherInfo].[fileExtension]

e.g.:

2003-01-20-AdsML-Consortium-Agenda-v1.0-Darmstadt.rtf

2003-01-20-AdsML-Consortium-Minutes-v1.8-Darmstadt.pdf

## 2.2.3 File Formats

When practicable, all files should use the preferred formats defined by the Marketing and Communications Working Group.

## 2.2.4 E-mail

When communication is appropriate to all Members of a Working Group or the Consortium the appropriate e-mail groups should be used.

See the Guidelines produced by the Marketing and Communications Working Group for advice on good practice.

## 2.2.5 Teleconferencing

Telephone conferences or other remote meetings should only use technologies available to all eligible to attend the meeting except with the express prior consent of anyone without the relevant technology, to ensure that no Members are excluded through, for example, requirements for technologies available on certain operating systems.

## 2.3 Meetings and Decision-making

### 2.3.1 Meetings

The AdsML Process Document distinguishes two types of meetings:

- A **Person-to-Person meeting** is one where most of the attendees are expected to participate in the same physical location.
- A **Remote Meeting** is one where most of the attendees are expected to participate from remote locations by telephone, video conferencing, IRC, etc.

Meeting announcements should be sent by, or on behalf of, the relevant Chair to all appropriate group mailing lists, i.e., those most relevant to the anticipated meeting participants.

The following table lists requirements for organizing a meeting:

	<b>Person-to-Person Meetings</b>	<b>Remote Meetings</b>
<b>Meeting announcement (before)</b>	eight weeks*	one week*
<b>Agenda available (before)</b>	one week	24 hours (or 72 hours for Monday meetings)
<b>Participation confirmed (before)</b>	three days	24 hours
<b>Action items available (after)</b>	four days	24 hours
<b>Minutes available (after)</b>	eight days	48 hours

\* To allow proper planning (e.g., travel arrangements), the Chair must give sufficient advance notice about the date and location of a meeting. Shorter notice for a meeting is allowed provided that consent is obtained from all participants eligible to attend the meeting.

All meetings of the Consortium will normally be Person-to-Person. The majority of Working Group meetings are likely to be Remote.

### **2.3.1.1 Agenda**

Agenda should be published in advance for all meetings within the deadlines indicated above. These should be e-mailed to all Members and made available on the Web site.

Members wishing to submit items for the Agenda should contact the Chair of the meeting before the deadline for publication of the Agenda.

### **2.3.1.2 Reporting**

All official meetings should be reported to the Web site; including those attending, topic, etc. Minutes of all Consortium plenary meetings should be e-mailed to Members and minutes made available on the Web site within the deadlines indicated above.

Working Groups are not required to issue formal minutes for their meetings, but are expected to make notes after each meeting capturing major decisions, actions and unresolved issues. These notes should be e-mailed to all Members of the relevant Working Group and made available on the Web site in a defined location.

All Working Groups are required to capture all outstanding issues and actions in a single document, which must be maintained by the Chair of the Working Group and must be available on the AdsML Web site.

### **2.3.1.3 Inviting Guests**

The Steering Committee can invite guests to attend a Consortium meeting. Anyone can suggest that a guest should be invited by the Steering Committee.

Invited guests can appear at meetings a limited number of times without being Members, if they bring a vital contribution to the meeting in the form of a presentation or something else of interest to the Consortium.

Guests who have no contribution to make in the opinion of the Steering Committee can only appear once without becoming a Member. Membership is initiated by paying the Membership fee.

Guests can be invited to Working Group meetings by the Chair of that Working Group or by the Steering Committee. Anyone can suggest that a guest should be invited by the Chair of the Working Group.

Guests have no voting rights.

#### **2.3.1.4 Liaisons**

The Steering Committee may choose to appoint liaisons to other interested parties. Liaisons should provide written briefs when appropriate information for the Consortium is reported. The Steering Committee may also choose to accept liaisons from interested groups. These liaisons should be allowed to present information to the Consortium or specific working parties. Notes from the presenter should be provided. Requests for liaison status should not be used to circumvent the Membership process.

#### **2.3.2 Voting**

The AdsML Process requires Chairs to ensure that groups consider all legitimate views and objections, and endeavor to resolve them. Decisions may be made during meetings (both person-to-person and remote) as well as through e-mail. The following terms should be used to describe the level of support for a group decision:

1. Unanimity: All participants agree
2. Consensus: No participants object (but some may abstain)
3. Dissent: At least one participant objects.

It is a strong recommendation that all Chairs endeavor to achieve unanimity or consensus on all decisions of substance, but without stifling legitimate discussion and disagreement.

In general, voting should only be used when:

- consensus cannot be achieved
- a document is ready to be presented to the Consortium for approval and a formal record of the approval of the Working Group is required
- a document is to change its status in the Specifications Approval Process and a formal record of the approval of the Consortium is required.

All Members are allowed only one vote per body (e.g. Consortium, Steering Committee, each Working Group), irrespective of the number of Delegates.. All votes carry equal weight.

No single organization or Controlling Organization can have more than 5% of the total number of votes or no more than 10 votes in any body, including the Consortium itself.

A Controlling Organization is an entity that directly or indirectly

- holds more than 50% of the share capital or a majority of voting rights of the shareholders or associates of another legal entity

or

- directly or indirectly, holds in fact or in law the decision making power in another legal entity.

Members who are not in Good Standing for the body in question at the time of the vote are not permitted to vote in that body. As soon as a Member regains Good Standing in that body, they are entitled to vote.

All votes must be recorded and minuted. However, individual votes are not normally recorded unless specifically requested by the individual in question.

Votes are normally open unless secret voting by ballot is specifically requested. In such a situation, the names of any persons who made the request will not be recorded.

Appeals on all decisions shall be made to the Steering Committee.

### **2.3.2.1 Voting in the Consortium**

Each Member has one vote at Consortium meetings, which will normally be exercised by the Named Delegate for that Member. If the Named Delegate is unable to attend, he or she, must authorize any substitute, unless circumstances dictate that this is not possible. All substitutions must be given in writing and be signed by the Named Delegate, or another high-ranking official of the Member concerned.

A majority of 2/3 of those eligible to vote will ensure that a decision has been reached and the matter is now closed. The number of votes for and against will be logged. When a majority of 2/3 cannot be achieved within the Consortium, the Steering Committee may be asked to intervene.

### **2.3.2.2 Voting in Working Groups and the Steering Committee**

Working Groups and the Steering Committee should always try to reach unanimity or consensus before presenting a document to the Consortium for approval.

A majority of 2/3 of those eligible to vote will ensure that a decision has been reached and the matter is now closed. The number of votes for and against will be logged. If a 2/3 majority cannot be reached, then the Working Group or Steering Committee must log the issue and present it for resolution by the Consortium. It is quite possible that, in such an eventuality, the Consortium will ask the Working Group or Steering Committee to try to reach agreement after further discussion.

Votes in Working Groups and the Steering Committee are by Working Group Member or Steering Committee Member and are not usually transferable. Working Group Members and Steering Committee Members may be substituted only at the discretion of the Chair.

### **2.3.3 Proxies**

If the Named Delegate of a Member cannot attend a Consortium meeting a proxy may be given to one of the other Named Delegates in Good Standing. All proxies must be given in writing and be signed by the Named Delegate or another high-ranking official of the AdsML Member concerned.

A Delegate may represent and vote on behalf of up to two other Members of the AdsML Consortium.

Proxies are not required at Working Group level.

### **2.3.4 Quorum**

All meetings must have at least 3/4 of eligible attendees present to be considered quorate. Any meetings that have fewer than 3/4 of attendees present are not permitted to take decisions on behalf of the group.

A meeting may be held in a non-quorate situation but no final decisions may be made. Discussions held under these circumstances shall not be considered closed under **Section 2.3.5 Re-opening Decisions**.

### **2.3.5 Re-opening Decisions**

Re-opening decisions that have already been taken following due process requires both the presentation of substantive new information and the approval of 2/3 of the votes of those who are attending and eligible to vote.

### **2.3.6 Retaining Good Standing**

When the Chair and the Vice-Chair agree, the Chair may declare a Member to have lost Good Standing.

A Member may be declared to have lost Good Standing in any of the following circumstances:

- the Member has missed more than one of the last three Remote Meetings



- the Member has missed more than one of the last three Person-to-Person meetings
- the Member has not provided deliverables in a timely fashion twice in sequence
- the Member is voted into Bad Standing by the other Members of the body in question because of obstructive behaviour.

The above criteria may be relaxed if the Chair and Vice-Chair agree that doing so will not set back the body in question. For example, the attendance requirement may be relaxed for reasons of expense (e.g., cost of travel) or scheduling (for example, an exceptional teleconference is scheduled at 3:00 a.m. local time for the participant). The Chair and Vice-Chair should apply criteria for Good Standing consistently.

When a Member risks losing Good Standing, the Chair and Vice-Chair must discuss the matter with the Member before declaring the participant to have lost Good Standing.

The Chair declares a Member to have lost Good Standing by informing the AdsML Steering Group and the Member of the decision.

In order for a Member to regain Good Standing, the Member or must meet the participation requirements for two consecutive meetings. The Chair must inform the AdsML Steering Group of any change in standing.

#### **2.3.6.1 Good Standing in the Consortium**

If a Named Delegate is unable to attend any scheduled Consortium meetings, they may nominate an appropriate alternate to attend on their behalf provided notice is given to the Secretary prior to the meeting.

In the event of a Member missing two consecutive meetings without good reason and without prior notice to the Consortium Secretary or Chair, they will cease to be Members of Good Standing. This means they forfeit their right to vote effective immediately and will need to reapply to the AdsML Steering Group for re-instatement as a Member of Good Standing.

#### **2.3.6.2 Good Standing in a Working Group**

Participation on an ongoing basis implies a serious commitment to the Working Group Charter, including:

- attending most meetings of the Working Group
- providing deliverables or drafts of deliverables in a timely fashion
- being familiar with the relevant documents of the Working Group, including minutes of past meetings
- following discussions on relevant mailing list(s).

## **2.4 Specifications Approval Process**

The AdsML Specifications Approval Process refers to the process by which a document is revised and reviewed until considered mature enough by the Consortium to be published as an Approved Specification. Any amendments to the process described in this document must have approval from the Process Working Group.

All public technical reports must include a section indicating the status of the document. The status section of a document should explain why AdsML has published the document, whether or not it is part of the Specifications Approval Process, who developed the document, the date of issue, where comments about the document may be sent, and any other metadata about the document deemed relevant by the editors. The status section indicates the document's maturity level (Working Draft, Last Call Working Draft, Proposed Specification or Approved Specification).

Each document produced by a Working Group will be edited by one or more editors appointed by the Working Group Chair. It is the responsibility of these editors to ensure that the decisions of the Working Group are correctly reflected in subsequent drafts of the document. Document editors need not belong to the Working Group.

**2.4.1.1 The AdsML Specifications Approval Process**

AdsML Working Groups are generally Chartered to produce documents (e.g., technical specifications, guidelines, DTDs, Schemas etc.).

The following labels refer to the level of maturity of a document:

- **Working Draft**  
A Working Draft generally represents work in progress and a commitment by AdsML to pursue work in a particular area. The label "Working Draft" does not imply consensus within AdsML about the document.
- **Last Call Working Draft**  
A Working Draft in Last Call is a special instance of a Working Draft that is considered by the Working Group to meet the requirements of its Charter. It is published to solicit review from at least all dependent Working Groups and other interested parties. The Consortium must approve the advancement of a Working Draft to a Last Call stage. The duration of the Last Call review period is listed in the status section of the document.
- **Proposed Specification**  
A Proposed Specification is a stable Working Draft that the Consortium has proposed to the community for implementation experience and feedback.
- **Approved Specification**  
An Approved Specification reflects consensus within AdsML, as represented by approval from the Consortium. The Consortium considers that the ideas or technology specified by an Approved Specification are appropriate for widespread deployment and promote AdsML's mission.

For a document to become an Approved Specification, it must begin as a Working Draft and follow the process described below. Generally, Working Groups create Working Drafts with the intent of advancing them along the Specifications Approval Process. However, publication of a Working Draft does not guarantee that it will advance to Proposed Specification or Approved Specification. Some Working Drafts may be dropped as active work, others may be subsumed by other Working Drafts.

The table below illustrates the formal stages of the AdsML Specifications Approval Process:

	<b>Requirements for Entrance</b>	<b>Associated Activities</b>	<b>Duration</b>	<b>Next State</b>	<b>Status (brief)</b>
<b>Working Draft</b>	Consortium Approval	Working Group development  Public review and feedback	Life of Working Group	Last Call Working Draft	Work in progress
<b>Last Call Working Draft</b>	All known issues resolved  Consortium Approval	Review from other Working Groups and external sources	Typically 1-2 months	Proposed Specification / Working Draft if further work is required	Considered by the Working Group to meet the requirements of its Charter
<b>Proposed Specification</b>	Last Call complete, with all comments resolved  Consortium	Implementation experience	Typically 1-12 months	Approved Specification / Working Draft if further work is required	Requires external implementation and technical feedback

	Approval				
<b>Approved Specification</b>	Consortium Approval	Minor corrections and clarification, if required	Indefinite	n/a - although document may be superseded	Appropriate for widespread deployment. Promotes AdsML's mission.

### 2.4.1.2 Working Drafts

#### Requirements for Entrance

The Consortium must approve, through a formal vote, a Working Group Chair's first request for publication as a Working Draft. Technical consensus is not a requirement for publication.

#### Associated Activities

A Working Group develops the document during this period. Public review and feedback to the Working Group is welcome during this period.

#### Duration

A document can stay at the Working Draft level as long as the Working Group remains active (sanctioned by the Consortium) and has not met its requirements. However, Working Groups must provide a status update of open Working Drafts every month to coincide with the scheduled AdsML Consortium meetings.

#### Next State

A Working Draft can be updated or advanced to the Last Call Working Draft phase when the Working Group feels it has met its Charter requirements.

A Working Draft is a Chartered work item of a Working Group and generally represents work in progress and a commitment by AdsML to pursue work in a particular area. A Working Group must provide a status report on each Working Draft according to the specified project plan to keep the Consortium abreast of its progress and to prompt the Working Group to resolve issues in a timely fashion. The first public Working Draft (or release of the document for review beyond the AdsML Membership) must be approved by the Consortium through a formal vote.

Publication of a Working Draft is not an assertion of consensus, endorsement or technical and editorial quality. The Working Draft may be unstable, and it may not address all Working Group requirements, though the Chair should endeavor to obtain Working Group support for publication.

A Working Draft must include a paragraph in the status section of the document that makes clear that the document may change at any time, does not represent consensus from AdsML or its Members, and may not be cited as other than a work in progress. Here is a sample paragraph for a public Working Draft:

This is a public AdsML Working Draft for review by AdsML Members and other interested parties. It is a draft document and may be updated, replaced, or made obsolete by other documents at any time. It is inappropriate to use AdsML Working Drafts as reference material or to cite them as other than "work in progress."

### 2.4.1.3 Last Call Working Drafts

#### Requirements for Entrance

The Working Group has resolved all known issues and the Consortium issues a Last Call. The Consortium must approve, through a formal vote, the advancement of a Working Draft to a Last Call stage.

#### **Associated Activities**

The Working Group solicits and responds to review and comments from other AdsML Working Groups and external sources.

#### **Duration**

The duration is recommended by the Working Group Chair and endorsed by the Consortium. A Last Call typically lasts approximately one to two months. The Chair may request a longer period if the document is complex or has significant external dependencies

#### **Next State**

Upon Consortium approval through a formal vote, a Last Call Working Draft is advanced to Proposed Specification. Otherwise it is sent back to the Working Group for further work.

A Last Call Working Draft is a Working Draft that is considered by the Working Group to meet the requirements of its Charter. The Working Group publishes a Last Call Working Draft in order to solicit review from at least all dependent Working Groups (copying Chairs of known dependent Working Groups) and external feedback. A Last Call announcement must restate known dependencies. It must also state the deadline for comments. The Last Call Working Draft must be a public document.

To ensure the proper integration of a Specification in the international community, documents must, from this point on in the Specifications Approval Process, contain a statement about how the technology relates to existing international standards or specifications and to relevant activities being pursued by other organizations.

Once the Last Call period has ended, all issues raised during the Last Call period resolved, and the Working Draft modified if necessary, the Working Group Chair may request the document be reviewed by the Consortium as a Proposed Specification. It is possible that comments will cause substantive changes that require that the document return to Working Draft status before being advanced to Last Call again.

### **2.4.1.4 Proposed Specifications**

#### **Requirements for Entrance**

The Consortium must be satisfied that the Working Draft has successfully completed the Last Call with all comments resolved. The Consortium must approve, through a formal vote, the advancement of a Last Call Working Draft to a Proposed Specification.

#### **Associated Activities**

The Working Group requests implementation experience and uses this to refine the Proposed Specification as necessary.

#### **Duration**

The duration is specified as part of the request for advancement. The duration may range from zero delay (skipped) or last up to one year. The duration may be extended if special circumstances require.

#### **Next State**

A Proposed Specification can be updated or, upon Consortium approval through a formal vote, advanced to Approved Specification. Otherwise it returns to Working Draft for further work.

A Proposed Specification has received significant review from its immediate technical community (resulting from the Last Call). Advancement of a document to Proposed Specification is an explicit call to those outside of the related Working Groups or the AdsML Consortium itself for implementation and technical feedback.

The Working Group recommends the duration of the Proposed Specification review period. If, at the end of the Proposed Specification review period, the Working Group has not requested that the document advance to Recommendation, the document returns to Working Draft status. A Proposed Specification may be updated while in review if those updates clarify existing meaning or consensus. Substantive changes that require co-ordination with other groups will cause the document to return to Working Draft status. The Working Group may request that the implementation period be shortened or lengthened, subject to approval by the Consortium. The request must explain the reasons for the change.

#### **2.4.1.5 Approved Specifications**

##### **Requirements for Entrance**

Consortium approval through a formal vote.

##### **Associated Activities**

Management of minor corrections and clarification if necessary.

##### **Duration**

Indefinite.

##### **Next State**

Not applicable, though the document may be superseded.

An Approved Specification reflects consensus within AdsML, as indicated by the Consortium approval. AdsML considers that the ideas or technology specified by a Approved Specification are appropriate for widespread deployment and promote AdsML's mission. AdsML will make every effort to maintain its Approved Specifications (e.g. tracing errata) and to encourage widespread implementation.

Editorial changes may be made to the AdsML Approved Specification after its release in order, for example, to clarify an issue or correct minor errors. The status section of a revision should indicate that it supersedes previous versions. The Secretary of the Consortium will notify the Members when a revised Approved Specification is published.

If more substantial revisions to an Approved Specification are deemed necessary by the Consortium, the document must be returned to the Working Draft phase and the Specifications Approval Process followed from the beginning.

Documents may stay at the Approved Specification level indefinitely, though the status section of an Approved Specification should indicate whether other documents supersede it (or are expected to).

## **2.5 Finance**

The financial procedures shall meet the requirements of IFRA and NAA. Any inconsistencies in the procedures shall be reviewed and decided upon by the Steering Committee. The Steering Committee shall make available on request to Members the Financial Processes for the Consortium.

IFRA, acting on behalf of the Consortium, will issue invoices to Members and full annual or six month invoices to new Members. The billing cycle shall be on the calendar year from January to December. Membership fees are billable in Euros.

IFRA will maintain a separate accounting for the funds of the Consortium.

Disbursement of funds requires an invoice approved by the Steering Committee.

The annual budget shall be presented at the AGM and income and expenditure from the previous year shall be reported by the Treasurer.

The Steering Committee will appoint the independent reviewer of the financial report.

## **2.6 Disputes**

### **2.6.1 Internal Disputes**

Any internal disputes shall be submitted, in the first case, to the Chair of the Working Group in question.

If the dispute cannot be resolved satisfactorily by the Chair of the Working Group in question, the dispute may be referred in writing by the complainant to the Process Working Group. In such a case, the complainant will be notified in writing not less than two weeks in advance. The complainant may submit his/her views in writing. The complainant may request that the meeting be held in person. The complainant has the right to request that the explanation for any decision on a dispute shall be submitted in writing.

If the dispute cannot be resolved satisfactorily by the Process Working Group, the dispute may be referred in writing by the complainant to the Steering Committee. In such a case, the complainant will be notified in writing not less than one month in advance. The complainant may submit his/her views in writing. The complainant may request that the meeting be held in person. The complainant has the right to request that the explanation for any decision on a dispute shall be submitted in writing.

The decision of the Steering Committee is final. There is no appeal against a decision of the Steering Committee to the Consortium.

### **2.6.2 Jurisdiction**

The resolution of any dispute will be under the jurisdiction of the country in which the Consortium is incorporated.