

UK National e-Invoicing Forum: Terms of Reference

PART 1: NAME AND PURPOSE

Article 1: Name and sponsorship

These terms of reference relate to a body to be known as 'The United Kingdom National e-Invoicing Forum' (hereafter referred to as the "Forum"), in short "UKNeF".

The Forum is currently sponsored by the Department of Business, Innovation & Skills, 1 Victoria Street, London.

The Forum represents the United Kingdom's interests within the European Multi-Stakeholder Forum on e-Invoicing sponsored by the European Commission, and under whose auspices the Forum also operates.

Article 2: Contact point

For contact purposes, the email address of the Chair, Vice-Chair and Secretary will be available on the Forum's public website. (www.uknef.org.uk).

Article 3: Objectives and activities

Electronic Invoicing (e-invoicing) is a rapidly growing practice that involves the replacement of paper invoices with wholly electronic processes, and the European Institutions and Member States of the European Union, including the UK, have identified e-invoicing is a public policy priority and a key component of more efficient and environmentally friendly business processes,

Members of UKNeF share a common vision and a commitment to promoting and supporting the adoption of e-invoicing based on the following objectives:

- (a) To improve service quality and auditability by replacing paper invoices with wholly electronic transactions.
- (b) To champion, promote and advocate widespread adoption of electronic invoicing within the context of growing supply chain automation and end-to-end electronic transactions between buyers and sellers of goods and services;
- (c) To involve the UK public sector in order to deliver benefits to the taxpayer and the economy at large and to provide input to policy initiatives as appropriate;
- (d) To monitor and respond to the emerging European policy agenda, in particular, in the areas of further legal and VAT simplification and harmonization, standard setting, and governance;

1 (e) To focus on the needs of small business and the specific actions needed to ensure their
2 engagement and inclusion;

3
4 (f) To create an 'interoperable eco-system' in which UK service and solution providers agree to
5 interoperate with respect to public sector electronic invoices.

6 The Forum is an entirely informal voluntary body of stakeholders and relies on the best efforts of its
7 members to achieve its objectives.

8 Its activities will include the following:

9 (g) Operating as a neutral, pro-active advocacy body within the UK public interest;

10 (h) Defining and communicating common positions on e-invoicing and relevant related services
11 based on active debate and member participation;

12 (i) Representing the United Kingdom on the current European Multi-Stakeholder Forum on e-
13 invoicing, and endeavouring to represent the United Kingdom in all other relevant forums as
14 appropriate;

15 (j) Engaging with appropriate United Kingdom public authorities to contribute to the evolving legal
16 and regulatory framework;

17 (k) Providing guidance to appropriate standards bodies and initiatives and, where and when
18 appropriate, to promote the use of specific standards;

19 (l) Advocating best practices, quality standards, policies, rules, capabilities, interoperability
20 arrangements, codes of conduct, and other cooperative activities appropriate to a voluntary body
21 and to provide such services to its Members as are determined to be useful;

22 (m) Communicating on behalf of its Members to public policy-makers and legislators so as to
23 advance the Forum's stated principles;

24 (n) Cooperating with other organizations and initiatives with an interest in supporting the
25 development of e-invoicing and other e-business areas;

26 (o) Supporting and monitoring the implementation of decisions taken.

27 The Forum will not undertake commercial or competitive activities, or collect data on commercially
28 sensitive matters. The Forum will comply with all applicable laws and regulations that apply to its
29 activities and also ensure compliance with competition, anti-trust and similar laws and regulations.

30 **Article 4: Duration**

31 The Forum is set up for an unlimited period of time, and its continuing existence will be reviewed at a
32 minimum every 3 years.

PART 2: MEMBERSHIP

Article 5: The Members

Eligibility for Membership of the Forum is based on open, transparent, and non-discriminatory criteria. Members will be industry associations, public sector bodies, businesses, service and solution providers, and other interested parties, as represented by a Nominated Representative. Each member organisation has only one Nominated Representative with voting privileges but multiple organisation representatives may attend meetings.

Members and their Nominated Representatives are expected to support the Forum's objectives, participate in its activities and observe such rules and procedures as may be adopted. At a minimum, Members are expected to attend at least one Plenary meeting annually.

Membership applications are subject to approval by the Steering Committee, which will inform the Membership of its decisions. The Steering Committee will seek to ensure that the Membership of the Forum represents a balanced cross-section of those interested in e-invoicing so that the Forum is in a position to fulfil its role as a stakeholder platform. The Steering Committee may decide to confer the status of observer to interested parties.

Membership shall cease in the event of a Member notifying the Steering Committee of its intention to leave or upon termination. The Steering Committee reserves the right to terminate a Membership in the event of the Member failing to support the Forum's objectives and procedures or to engage in activities incompatible with Membership.

PART 3: STRUCTURE OF THE FORUM

The Forum is an informal, unincorporated, voluntary and not-for-profit body with no distinct legal personality.

Article 6: Plenary Meetings

A Plenary Meeting of Members shall be the main decision-making body of the Forum and shall be supported by the Steering Committee, which shall have the responsibilities defined in these Terms of Reference.

Where possible, decisions are taken by consensus. However, where a position is unclear or an election of an office holder is required, or the Chair feels that the situation warrants it, a vote may be taken. Each member organisation has one vote given by its Nominated Representative. Proxy votes may be exercised by absent members under notice to the Chair. Votes in a Plenary meeting will be by simple majority of those present or represented. Observers have no vote. The Chair has a casting vote. Where officeholder elections are concerned the vote will be by secret ballot.

The Plenary shall meet at least once on an annual basis to:

- 1 (a) Approve the annual activity report for each calendar year;
- 2 (b) Agree the mission statement and annual objectives for the forthcoming calendar year;
- 3 (c) Elect the Chair, Vice-Chair and Secretary and elect the other members of the Steering Committee ;
- 4 (d) Adopt any positions or policies on behalf of the Forum;
- 5 (e) Modify the Terms of Reference or decide on the dissolution of the Forum;
- 6 (f) Deliberate and decide upon any other matter serving the objectives of the Forum.

7 In normal circumstances, the Forum will hold a Plenary meeting more frequently than annually on the basis
8 of a bi-monthly meeting and more often as required.

9 **Article 7: The Chair & Vice-Chair**

10 Nominees for the function of Chair and Vice-chair must demonstrate strong leadership skills, with a broad
11 and deep knowledge of the industry, and relevant experience. At least one nominee must represent the
12 United Kingdom public sector. Nominees must be well respected and credible in the Member community
13 and in the wider stakeholder community.

14 The Chair and Vice-Chair are elected by the Plenary Meeting for a renewable one-year term. The election
15 shall take place based on a secret ballot of Members. A simple majority shall determine the result of each
16 vote.

17 The Chair and Vice-Chair will co-chair Plenary and Steering Committee meetings. The Chair and Vice-Chair
18 at all times represent the Forum's and all its Member's interests, and not the interests of a specific
19 organization(s). Only the Chair and Vice-Chair may communicate official positions and announcements
20 about the Forum's activities, although they may from time to time delegate this responsibility to another
21 member of the Steering Committee in specific circumstances.

22 **Article 8: The Steering Committee**

23 The Steering Committee will be elected by a Plenary Meeting and be composed of a minimum of four and a
24 maximum of seven members, including the Chair, Vice-Chair and Secretary. These members (except for the
25 Chair, Vice-Chair and Secretary, who will be separately elected) will be elected by a Plenary Meeting from
26 among those Nominated Representatives of Members, who nominate themselves to serve on the Steering
27 Committee and will be elected by secret ballot based on a simple majority. The Steering Committee
28 members will be elected for a renewable term of one year by the Plenary Meeting.

29 The Steering Committee deals with all issues relating to the Forum's mission and scope of activities and
30 will:

- 31 (a) Decide on the eligibility and acceptance of new Members, and, where required, the dismissal of
32 Members.

1 (b) The Steering Committee may decide to confer the status of observer at its meetings to one or more
2 interested parties. Such observers will have no voting powers;

3 (c) Make proposals to the Plenary meeting on strategy and policy matters, such as (i) the scope of the
4 work of the Forum, including the establishment of working groups, (ii) new deliverables, and
5 representations to be prepared, and (iii) initiatives and representations to be implemented in the
6 execution of its mission;

7 (d) Prepare the agenda of Plenary meetings.

8 The Steering Committee will meet as often as is required under the co-chairmanship of the Chair and Vice
9 Chair. Where decisions are required, the first priority will be to create a consensus and, where
10 circumstances demand it, a vote can be taken. The Chair has a casting vote.

11 **Article 9: The Secretary**

12 A Plenary meeting will elect the Secretary for a renewable one year term. The Secretary will be a member
13 of the Steering Committee. The Secretary will make Minutes of all Plenary and Steering Committee
14 meetings and carry out such other duties as are agreed. All Members will receive copies of such minutes.

15 **Article 10: Finances**

16 The Forum will not levy a membership fee. All Members are expected to fund themselves in relation to
17 their participation in the Forum. From time to time and consistent with the objectives of the Forum, funds
18 may be raised for the discharge of initiatives agreed in a Plenary Meeting under the supervision of the
19 Steering Committee.