



Bylaws

ARTICLE 1 OBJECT AND HEAD OFFICE OF THE ASSOCIATION

- 1.1 The purpose of the International Association of Public Transport, also referred to as UITP, is to carry out studies and give advice on any subjects relating to the collective transport of passengers, whether urban, suburban, regional or inter-regional, on an international scale. UITP offers solutions with a view to helping this sector progress from a social, economic and technical point of view, for all players concerned, public or private.

The International Association of Public Transport is a non-profit international association governed by the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

UITP is committed to promoting the improved mobility of people on an international scale. It is:

- a) the international network of collective transport professionals;
- b) the point of reference for the collective transport sector;
- c) the international forum in the area of transport policy;
- d) the advocate for collective transport.

- 1.2 In order to reach its objectives, UITP:

- a) periodically organises International Congresses, Exhibitions, Conferences, workshops and meetings on subjects that interest the various collective transport stakeholders;
- b) produces studies, reports and articles presenting the results of research studies on specific subjects, illustrating the experiences and points of view of various countries, or any other information concerning collective transport;
- c) takes part in European and international projects and in technical and policy debates in the area of mobility;
- d) communicates to the decision makers, the media and other interested bodies the official position papers on subjects that present a special interest for the collective transport sector;
- e) has recourse to the prevailing technologies so as to allow its Members to access the information at its disposal;
- f) promotes the interests of its Members and may represent them vis-à-vis other organisations, as described in the Internal Rules.

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- 1.3 The head office of UITP is located at 6 Rue Sainte-Marie in 1080 Brussels. The head office may be transferred to any other place in the Kingdom of Belgium upon decision of the Executive Board. The Executive Board may also decide to establish additional regional offices in other places.

ARTICLE 2 MEMBERS

- 2.1 The Members of UITP are divided into the following categories: Full Members, Full Personal Members, Associate and Academic Members, Personal Associate and Academic Members and Honorary Members and Prospective Members.
- 2.2 The following may become Full Members: all legal entities, associations (with or without legal personality) and public authorities along with their respective related legal entities, associations and public authorities that are eligible as Members of a Division of UITP (see article 5). Each Full Member appoints a delegate to represent it at the General Assembly and may appoint a delegate for each Division Assembly of which it is a Member. The voting right for legal entities being part of a Group¹ of companies is described in the Internal Rules.
- 2.3 The following may become Full Personal Members: Board Members, Members of the executive committees and the higher executives of a Full Member. Retired Personal Members may retain their status as Personal Members provided their affiliation has the support of a Full Member by whom they have been employed.
- 2.4 The following may become Associate and Academic Members: all legal entities, associations (with or without legal personality) and public authorities along with their respective related legal entities, associations and public authorities that are not eligible as Members of a Division of UITP. Each Associate and Academic Member will be represented by one delegate appointed by said Associate and Academic Member.
- 2.5 The following may become Personal Associate and Academic Members: Board Members, Members of the executive committees and the higher executives of an Associate and Academic Member. Retired Personal Associate and Academic Members may retain their status as personal Members provided their affiliation has the support of an Associate and Academic Member by whom they have been employed.
- 2.6 The following may become Honorary Members: natural persons upon whom the UITP General Assembly confers the title of Honorary Members due to services rendered to UITP, upon proposal of the Executive Board. The categories of Honorary are: Presidents and Secretary Generals for an unlimited duration, Vice-Presidents and Members of the Policy Board for a duration of 5 years. A Honorary member who does not belong to a member company any longer, but who remains professionally active in the field of mobility, automatically loses his Honorary member status. The services granted to Honorary members are described in annex 1b of the internal rules.

¹ Are considered as being part of a Group of companies all legal entities of which a majority of the capital and/ or the voting rights are held, directly or indirectly, by the same parent company.

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- 2.7 The following may become Prospective Members for a maximum of two years: all legal entities, associations, (with or without legal personality) and public authorities along with their respective related legal entities, associations and public authorities that are eligible as Full Members, as described in details in the Internal Rules. At the end of this period, Prospective Members either join UITP as Full Members or renounce their affiliation.
- 2.8 The following may become UITP Supporters: individuals willing to contribute to the promotion of UITP in their geographic region without having access to any other membership status proposed by UITP. The maximum number of UITP Supporters is limited to ten and candidates will be selected by the UITP Secretariat. No membership fee is due under this status. UITP supporters have the right to present themselves as such and have access to the member tariffs for UITP events.
- 2.9 Full Membership is granted to all entities being part of a Group of companies as their membership fee is based on the calculation of their consolidated financial figures for public transport. The notification process for such legal entities is described in the Internal Rules.
- 2.10 The specific Membership Service Packages (Standard, Advantage and Premium), including the right to be part of a formal UITP body, as well as the rights for each Membership Category are defined by the Executive Board and are published as an appendix to the Internal Rules.
- 2.11 All requests for UITP affiliation per Membership category will be addressed in writing to the Secretary General who may refuse or accept the affiliation request at the earliest ten days following notification of the affiliation request. The Secretary General may consult the Presidents of the Division Assemblies to which the applicant could belong - depending on the case prior to the decision or by a vote - for their opinion (see article 5). No reason needs to be given if an admission request is not accepted.
- 2.12 Membership subscription fees are due annually for the full calendar year. The subscription per Membership fee scale is proposed in Euro by the Executive Board and approved by the General Assembly. The Membership fee scale is attached in an appendix to the Internal Rules together with the corresponding Membership Service Packages.
- The annual subscription fees are due within a period of two months starting from the date of the request for payment made by the Secretary General.
- 2.13 Resignations, suspensions and/or exclusions of Members are governed by article 10 of these Bylaws.

ARTICLE 3 UITP BODIES

- 3.1 The bodies of UITP are as follows:
- a) the General Assembly (article 4);
 - b) the Divisions, the Division Assemblies and the Committees (article 5);

- c) the Commissions (article 6);
- d) the Executive Board (article 7);
- e) the Policy Board (article 8);
- f) the Secretary General and the General Secretariat (article 9).

ARTICLE 4 THE GENERAL ASSEMBLY

4.1 Composition and tasks of the General Assembly

The General Assembly is made up of all the Full Members of UITP. Members of all other categories may attend it in an observation capacity.

Unless otherwise stated in these Bylaws, the General Assembly exercises the full power of the international association.

The General Assembly:

- a) approves any amendment and, if applicable, the enactment of the Bylaws and the Internal Rules of UITP;
- b) decides on the voluntary dissolution of UITP;
- c) on the proposal of the Policy Board, decides on the creation and/or voluntary dissolution of any Division of UITP;
- d) gives the Executive Board the mandate to finalise the annual accounts relating to the financial years that will not be followed by a General Assembly during the year following their closure or establishment. These annual accounts will be submitted for ratification by the General Assembly at its next meeting.
- e) approves the annual accounts;
- f) appoints one or more independent auditors chosen from among the Members of the 'Belgian Institute of Registered Auditors' for a duration of 3 years, which may be renewed, along with an independent internal audit board made up of UITP Members who do not form part of – directly or indirectly - the staff of a UITP Member from among the Members of the Executive Board, for a renewable mandate of 3 years; the duration of 3 years should be understood as 3 financial years, meaning that the mandate of the independent auditor(s) or Members of the internal audit board shall therefore come to an end after the third financial year;
- g) decides on the discharge of Members of the Executive Board regarding their responsibility linked to the exercise of their mandate;
- h) decides on the discharge of the independent auditor(s) and Members of the internal audit board for the exercise of their mandate;
- i) approves the amount of the annual members subscription fees (see article 7.2.d);
- j) elects the President of UITP from among the candidate(s) proposed by the Policy Board and has the right to dismiss him or her ;
- k) elects Honorary Members upon proposal of the Executive Board;
- l) for the reasons mentioned in article 10, ratifies the proposals for exclusion of a Member that are submitted by the Executive Board;

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- m) decides on the dismissal of Members of the Executive Board in accordance with article 7.8.

4.2 Date and place

A General Assembly meeting will be held at least every two years. The date and place will be determined by the preceding General Assembly. In some special circumstances, the Executive Board may modify the date and place.

4.3 Convocations

Convocations and proposed agendas for the General Assembly shall be sent in writing by post, fax or e-mail to Members at least one month in advance and shall include - if applicable - the annual accounts, the proposal for an annual Membership subscription structure and/or the list of candidates for the UITP Presidency.

4.4 Agenda

The Executive Board decides on the agenda of the General Assembly. The Executive Board also puts on the agenda any proposal that is signed by at least fifty Full Members, provided said proposal reaches the Executive Board at least six weeks before the date fixed for the General Assembly.

4.5 Voting procedure

- a) Only Full Members have the right to vote;
- b) each Full Member has one vote;
- c) every Full Member, represented by the delegate it has appointed (see article 2.2.), takes part in the vote. If the delegate representing the Full Member is not the one appointed in accordance with article 2.2., the Full Member must notify the change in writing to the General Secretariat at least 10 days in advance;
- d) every Full Member may be represented at the General Assembly by another Full Member, provided that a proxy has been sent in writing to the General Secretariat at least ten days in advance. During the course of a single vote, a Full Member may not hold more than three proxies;
- e) without prejudice to articles 4.5.f, 10.3. and 11.2. , decisions are taken by simple majority of votes cast by the Members present and/or represented;
- f) without prejudice to article 10.3., any amendment to the Bylaws or the Internal Rules (including the appendices), exclusion of a Member, dismissal of the President or dissolution of UITP requires, a majority of two thirds of the votes present and/or represented ;
- g) the voting procedure is described in the Internal Rules;

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- h) except in the case of dissolution of UITP (see articles 11.2. and 11.4.), no attendance quorum is required irrespective of the agenda on which the vote is taking place;
- i) the minutes of General Assemblies are signed by the Secretary General and at least two Full Members. Said minutes are placed in a register kept at the head office of UITP, which shall keep it available for consultation by UITP Members.

4.6 Extraordinary General Assembly

- a) At any time, the Executive Board may convene an Extraordinary General Assembly, of which it shall fix the agenda;
- b) an Extraordinary General Assembly must be convened within a period of three months upon the written request of two thirds of the Full Members addressed to the Executive Board;
- c) an Extraordinary General Assembly may be held in writing following a decision of the Executive Board duly justified by reason either of emergency, or for the sake of corporate interests and/or in order to comply with UITP's legal obligations. A note explaining the procedures for a written vote and each point on the agenda shall first be sent to all UITP Members. Only voting Members shall be considered to be present. In this case, votes by proxy are forbidden;
- d) without prejudice to articles 4.6.a), 4.6.b) and 4.6.c), the provisions regarding the operating method of the General Assembly shall apply for an Extraordinary General Assembly.

ARTICLE 5 DIVISIONS - THEIR ASSEMBLIES AND COMMITTEES

5.1. Divisions

- a) Divisions are created or dissolved by the General Assembly upon proposal of the Policy Board;
- b) Divisions are established by region, activity sector or mode of transport;
- c) all UITP Full Members are Members of at least one Division. The Membership criteria specific to each Division are set forth in their respective Terms of Reference;
- d) each Division has an Assembly and may have one or more Committees;
- e) each Division Assembly and where applicable the Committee(s) of this Division have their own Terms of Reference which together shall constitute the Division Terms of Reference;

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- f) the Division Assembly and the Committee(s) of a Division are independent from each other unless the Assembly and the Committee(s) together decide otherwise;
- g) the Division Assembly and the existing Committee(s) within said Division may, together and only together, propose jointly to the Executive and Policy Boards the creation of one or more Committees within said Division.

5.2. The Division Assembly

- a) The Division Assembly is made up of all the Full Members of the Division concerned;
- b) The Division Assembly is the body through which the Division achieves its purpose, i.e. that of being a forum for encounters, knowledge exchange and debates and a body for the dissemination of information on trends, policies and programmes concerning the Members of the Division;
- c) each Division Assembly elects its President and one or more Vice-Presidents, whose mandates are limited to two years, and may be renewed once;
- d) the President of each Division Assembly, or a Vice-President if the Assembly has so decided, is as such Vice-President of UITP;
- e) the Division Assembly submits for approval of the Executive Board all proposals concerning the Division Assembly Terms of Reference;
- f) each Division Assembly meets at least once every two years. The date and place will be determined by the preceding Division Assembly. The Executive Board may modify the date and place so as to keep in line with the UITP calendar of events;
- g) the convocation and the proposed agenda for the Division Assembly are sent to the Members of the Division by the President of the Division Assembly at least one month in advance;
- h) every Member of a Division may be represented by another Member of the same Division, provided that a proxy has been sent in writing to the General Secretariat at least ten days in advance;
- i) without prejudice to article 5.2.j), the decisions of the Division Assembly are taken by simple majority of votes cast by the Members present and/or represented. The voting procedure is described in the Terms of Reference;
- j) amendment to the Division Assembly Terms of Reference or election of a Division President or Vice-President require a majority of two thirds of the votes present and/or represented;
- k) UITP Full Members may attend as observer the Division Assemblies of which they are not Members.

5.3. Division Committees

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- a) A Committee is made up of a limited number of experts and/or key players from the Members of its Division in accordance with the Terms of Reference of said Division;
- b) a Committee is a centre of competence in the areas defined by its Terms of Reference. To this end, the Committee leads studies and communicates the results of its works;
- c) each Committee elects its President and one or more Vice-President(s), whose mandates are limited to two years, and may be renewed once;
- d) the President of each Division Committee, or a Vice-President if the Committee has so decided, is as such a Member of the UITP Policy Board;
- e) the Committee submits for approval to the Executive Board all proposals concerning the Committee Terms of Reference;
- f) the Committees meet once a year, or at the most twice a year if this second meeting is absolutely required;
- g) the Committees inform their Division Assembly of the evolution of their works during the Division Assembly meeting;
- h) without prejudice to article 5.3.i), the decisions of the Committee are taken by simple majority of votes cast by the Members present and/or represented. The voting procedure is defined in the Committee Terms of Reference;
- i) amendments to the Committee Terms of Reference or election of a President or Vice-President(s) require, a majority of two thirds of the votes present and/or represented
- j) within the framework of the establishment and approval of the Integrated Global Work Plan, which is under the full competence of the Executive and Policy Boards (see articles 7 and 8), Regional Committees shall contribute in the same way as the other committees but may also act as decision-making bodies on points of interest that are exclusively of regional nature. The competences of the Regional Committees are specified in their Terms of Reference.

ARTICLE 6 COMMISSIONS

- 6.1. Jointly with the Executive Board, the Policy Board establishes or dissolves the permanent or temporary Commissions entrusted with studying questions of general interest.
- 6.2. The Commissions are made up of a limited number of experts from among the Full Members of UITP, in accordance with their respective Terms of Reference.
- 6.3. The Commissions are centres of competence on subjects defined by their Terms of Reference. To this end, the Commissions lead studies, direct actions and communicate the results of their works.

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- 6.4. Commissions meet once a year, or at the most twice a year if this second meeting is absolutely required.
- 6.5. Each Commission elects a President who is also a Member of the Policy Board, as well as one or more Vice-Presidents. The mandates are limited to two years, and may be renewed once.
- 6.6. The President of each Commission, or a Vice-President if the Commission has so decided, is as such a Member of the UITP Policy Board.
- 6.7. Without prejudice to article 6.9., the decisions of Commissions are taken by simple majority of votes cast by the Members present and/or represented. The voting procedure is described in the Terms of Reference.
- 6.8. Commissions submit for approval to the Executive Board all proposals concerning their respective Terms of Reference.
- 6.9. Amendments to the Commission Terms of Reference or election of a President or Vice-President require a majority of two thirds of the votes present and/or represented.

ARTICLE 7 THE EXECUTIVE BOARD

- 7.1. UITP is managed by the Executive Board, which implements the decisions of the General Assembly. The Executive Board is competent for all decisions relating to UITP and which are not the exclusive competence of the General Assembly or the Policy Board.
- 7.2. The Executive Board:
 - a) manages finances, the movable and immovable assets of UITP and where applicable acquires and/or sells said assets;
 - b) proposes to the General Assembly one or more independent auditors chosen from among the Members of the 'Belgian Institute of Registered Auditors' for a duration of 3 years, which may be renewed, along with an independent internal audit board made up of UITP Members who do not form part of – directly or indirectly - the staff of a UITP Member from among the Members of the Executive Board, for a renewable mandate of 3 years; the duration of 3 years should be understood as 3 financial years, meaning that the mandate of the independent auditor(s) or Members of the internal audit board shall therefore come to an end after the third financial year;
 - c) gives an opinion on the discharge of the independent auditor and Members of the internal audit board for the exercise of their mandate;
 - d) submits to the General Assembly proposals for the rates of the various annual subscription fees and for amendments to the Bylaws and the Internal Rules;
 - e) finalises the annual accounts;
 - f) approves the budget;
 - g) acting jointly with the Policy Board establishes or dissolves the permanent or temporary Commissions entrusted with studying questions of a general nature;

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- h) jointly with the Policy Board, approves the UITP Integrated Global Work Plan as described in the Internal Rules;
 - i) opens, establishes, creates or acquires any legal entities, with or without distinct legal personality, including any branchy, in any country, jointly or not with third parties, which are in line with the corporate object of UITP and which do not fall under the exclusive competence of another body of UITP;
 - j) appoints, fixes its remuneration package and may dismiss the Secretary General and determines its competences and powers
 - k) is Member of the Policy Board;
 - l) for the reasons referred to in article 10.3, the Executive Board may, after first having allowed the Member concerned to present its defence within a short time, suspend a Member in its rights until the next General Assembly, which will decide on its exclusion or on the restoration of its rights. In the meantime, the Executive Board may at any time reverse its decision to suspend, and may re-establish the rights of the Member in question;
 - m) approves all proposals concerning the Terms of Reference of Divisions, Assemblies, Committees and Commissions;
 - n) may delegate some of its powers to one or more of its Members, or to the Secretary General.
- 7.3. Legal proceedings, both as plaintiff and defendant, are led on behalf of UITP by the President of UITP and the Secretary General acting jointly or by the Secretary General and one Vice-President of UITP acting jointly or, in the event that this is not possible, by two Vice-Presidents of UITP acting jointly.
- 7.4. Any commitment on behalf of UITP vis-à-vis third parties, beyond the day-to-day management, must be taken under two signatures, that of a Member of the Executive Board and that of the Secretary General. For all bank transactions or contractual commitments defined by the Executive Board, the Executive Board gives all powers to the Secretary General acting alone. He/she may, in accordance with the powers that are conferred upon him/her, grant a mandate on a case-by-case basis to a senior staff member of UITP.
- 7.5. The Executive Board is made up of the President of UITP and its Vice-Presidents, including at least one Member from the European Union and the Secretary General. The size of the Executive Board for the next period will be announced at the General Assembly. It may not be smaller than ten Members including the President of UITP and the Secretary General.
- 7.6. Only those representatives of Full Members of UITP who have positions of responsibility with said Full Member are eligible for the Executive Board.
- 7.7. The Executive Board meets at least twice a year. The Members of the Executive Board are notified in writing, by fax, e-mail or post at least one month in advance. In the event of an emergency, the Executive Board may be convened within a shorter time.
- 7.8. Mandates:
- a) The UITP President is elected by the General Assembly for a non-renewable maximum period of two years. If there is no candidate, or if the candidate is not elected, the General Assembly shall elect a Vice-President of UITP who has

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served the longest on the Executive Board. The procedure for election is described with more details in the Internal Rules;

- b) the mandate of the UITP President becomes effective 5 days after the General Assembly meeting during which his or her election took place;
- c) without prejudice to article 7.8.a) above, the President's mandate comes to an end following either his or her resignation, or a decision of the General Assembly dismissing the President by a special majority vote, or a decision of the Full Member that he/she represents or, his/her decision to stop working for the Full Member that he/she represents. However, except when the General Assembly dismisses the President, the outgoing President remains in office until he/she is replaced by the new elected President;
- d) the mandate of Vice-Presidents elected by Division Assemblies becomes effective at the General Assembly following their election;
- e) UITP Vice-Presidents (with the exception of those representing a Division (article 5.2.c) are elected for a period of two years which may be renewed twice. Each Division Assembly elects a UITP Vice-President. Without prejudice to article 7.5. above, the Executive Board may create additional positions of Vice-Presidents who must be appointed according to regional and/or national procedures with a view to ensuring a geographical balance;
- f) the mandate of any Vice-President elected by a Division Assembly shall become effective at the General Assembly following his/her appointment and come to an end two years after the start of his/her mandate or following either his/her resignation, or a decision of the Division Assembly that elected him/her deciding (according to the same rules for presence and voting quorum as for his/her election) his/her dismissal, or a decision of the General Assembly deciding (according to the same terms and conditions as those that apply for the dismissal of the President) his/her dismissal or a decision of the Full Member that he/she represents or his/her decision to stop working for the Full Member that he/she represents;
- g) the mandate of Vice-Presidents elected according to regional or national procedures (see article 7.8.e) above) becomes effective at the General Assembly following their appointment. The mandate of a Vice-President elected according to regional or national procedures shall come to an end two years after the start of his/her mandate, or following either his/her resignation or following a decision to dismiss him/her taken in accordance with the regional or national procedures according to which he/she was elected, or a decision of the General Assembly deciding (according to the same terms and conditions as those that apply for the dismissal of the President) on his/her dismissal or a decision of the Full Member that he/she represents or his/her decision to stop working for the Full Member that he/she represents;
- h) when a Member of the Executive Board dies, is subject to a permanent impediment, resigns from his/her position within the Executive Board, retires, changes role within the Full Member that he/she represents or ceases his/her

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role with said Member, he/she may be replaced for the completion of the current mandate in the following way:

- i. the UITP President will be replaced by the UITP Vice-President who has served the longest on the UITP Executive Board;
 - ii. the UITP Vice-President coming from a Division Assembly presidency will be replaced by the Vice-President having served the longest within the Division concerned; and the UITP Vice-President elected according to the regional or national procedure will be replaced by another person appointed according to the same procedure;
 - iii. however, if the Division Assembly has entrusted the function of UITP Vice-President to a Division Vice-President, it will be the President of said assembly who will replace the UITP Vice-President in question.
- i) all replacements taking place within the same year as the start of the mandate will be considered as mandates in themselves for the replacement. All replacements taking place after the year during which a mandate began will be considered as the completion of the current mandate.

7.9. At least half of the Members of the Executive Board must be present and/or represented at each meeting of the Executive Board.

7.10. All Members of the Executive Board who are unable to attend a session may, in exceptional cases, have themselves represented by another Member of the Executive Board or if applicable by a Vice-President of his/her Division Assembly. At any given session, a Member of the Executive Board may not hold more than one proxy. In the case of the replacement of a Vice-President of the Executive Board, the President must first be informed in writing by post, fax or e-mail. In the case of the replacement of the President, all Vice-Presidents must first be informed in writing by post, fax or e-mail.

7.11. Decisions are taken by majority of the Members present and/or represented. If the vote is tied, the President shall have the casting vote.

7.12. The minutes of each Executive Board meeting are signed at the following Executive Board meeting by the Secretary General and by all the attending Members who were also attending the Executive Board meeting recorded in these minutes. Drafts of the minutes are addressed in due time to all Members of the Executive Board by the Secretary General. In the event of modifications made to the minutes during the signature procedure, each Member of the Executive Board will receive a new copy of the minutes concerned. Once the minutes have been signed, they are put into a register kept at UITP, which shall keep it available for consultation by the Members of the Executive Board.

7.13. The rules of procedure, specific to the Executive Board, are part of the UITP Internal Rules.

7.14. No remuneration is awarded for the role of Member of the Executive Board.

7.15. The Members of the Executive Board will be reimbursed of their expenses in accordance with the rules set forth by the Executive Board.

ARTICLE 8 THE POLICY BOARD

- 8.1. The Policy Board is the supreme body of UITP with exclusive decision-making powers regarding all the position papers adopted by UITP in the area of transport policy, subject to any powers granted by article 5.3.j) to the Regional Committees with respect position papers in the area of transport policy with an exclusively regional nature.
- 8.2. The Policy Board:
- a) approves the official position papers of UITP in the area of transport policy of an international nature;
 - b) prepares the UITP Congresses;
 - c) acting jointly with the Executive Board, establishes or dissolves the permanent or temporary Commissions entrusted with studying questions of a general nature;
 - d) acting jointly with the Executive Board, approves the UITP Integrated Global Work Plan as described in the Internal Rules;
 - e) supervises the results of the works carried out in the Committees and Commissions by mode of transport, by sector and by region;
 - f) may communicate the official position papers to the General Assembly, and;
 - g) may grant a mandate to another UITP body for the preparation of official position papers;
 - h) proposes to the General Assembly the list of candidates for the UITP Presidency;
 - i) may delegate some of its powers to one or more of its Members and/or the Secretary General.
- 8.3. The Policy Board is made up of the Executive Board Members, Committee and Commission Presidents, and a certain number of Full Members whose appointment is proposed in accordance with the regional and/or national procedures as stipulated in the UITP Internal Rules. Any changes to the size of the Policy Board will be announced to the General Assembly by the Executive Board in place. The Secretary General attends the deliberations of the Policy Board in a consultation capacity.
- 8.4. The Members of the Policy Board, with the exception of those representing a Committee or a Commission (see articles 5.2.d), 5.3.d) and 6.5) and with the exception of the UITP President, are appointed for a period of two years, which may be renewed twice.
- 8.5. Only those representatives of Full Members who have positions of responsibility with said Full Members are eligible for the Policy Board.
- 8.6. The Policy Board meets at least twice a year. The Members of the Policy Board will be notified in writing, by fax, e-mail or post at least one month in advance.
- 8.7. Mandate:
- a) The mandate of Members of the Policy Board elected to the presidency of Committees or Commissions become effective at the first General Assembly

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- following their election. The mandate of a Member of the Policy Board exercising the role of President of a Committee or Commission shall come to an end two years after the start of his/her mandate or following either his/her resignation, or a decision of the Committee or Commission of which he/she is President, or a decision of the Full Member that he/she represents or with his/her decision to stop working for the Full Member that he/she represents;
- b) the mandate of Members of the Policy Board elected in accordance with regional and/or national procedures becomes effective at the first General Assembly following their appointment. The mandate of such Members shall come to an end two years after the start of their mandate or following either their resignation, or a decision taken within the framework of the regional and/or national procedures according to which they were elected, or a decision of the Full Member that they represent or their decision to stop working for the Full Member that they represent;
 - c) when a Member of the Policy Board dies, is subject to a permanent impediment, resigns from his/her position within the Policy Board, retires, changes role within the Full Member that he/she represents or stop working for the Full Member, he/she may be replaced by the Vice-President having served the longest within the Committee or Commission concerned, who will complete the current mandate. The Members of the Executive Board sitting on the Policy Board are replaced in accordance with the procedures defined for the Executive Board (see article 7.8.h);
 - d) all replacements taking place within the same year as the start of the mandate will be considered as mandates in themselves for the replacement. All replacements taking place after the year during which a mandate began will be considered as the completion of the current mandate.
- 8.8. At least half of the Members of the Policy Board must be present and/or represented at each meeting of the Board.
- 8.9. All Members of the Policy Board who are prevented from attending a session may, in exceptional cases, have themselves represented by a proxy approved by the President. In this case, the President must be notified beforehand in writing. At any given session a Member of the Policy Board may not hold more than one proxy.
- 8.10. Decisions are taken by majority of two thirds of the Members present and/or represented.
- 8.11. The minutes of each Policy Board meeting are signed at the following Policy Board meeting by the Secretary General and by at least two attending Members who were also attending the Policy Board meeting recorded in these minutes. Drafts of the minutes are addressed due time to all Members of the Policy Board by the Secretary General. In the event of modifications made to the minutes during the signature procedure, each Member of the Policy Board will receive a new copy of the minutes concerned. Once the minutes have been signed, they are put into a register kept at UITP, which shall keep it available for consultation by Members of the Policy Board.
- 8.12. The procedures relating to the Policy Board are set forth in the UITP Internal Rules.

8.13. No remuneration is awarded for the role of Member of the Policy Board.

ARTICLE 9 SECRETARY GENERAL AND GENERAL SECRETARIAT

9.1. The Secretary General

- a) is responsible for the day-to-day management of UITP. He or she looks after to the day-to-day management of UITP and is UITP representative within the limits of said day-to-day management, including in legal proceedings and in accordance with the decisions of the Executive Board and the Policy Board;
- b) is also the General Manager of UITP. He or she manages the General Secretariat as well as all entities, offices, subsidiaries and branches of UITP;
- c) acts as an advisor to the Policy Board.

9.2. The General Secretariat is made up of the Secretary General and his/her staff. Its tasks consist in:

- a) assisting the Secretary General in the day-to-day management of UITP;
- b) preparing meetings and implementing the decisions of the Executive Board and the Policy Board;
- c) drafting the minutes of the meetings of the General Assembly, Executive Board, Policy Board, Division Assemblies, Commissions and Committees, with the exception of the minutes of the meetings of these Regional Committees that have a regional office available to them to carry out this task.

ARTICLE 10 RESIGNATION, SUSPENSION AND EXCLUSION OF MEMBERS

10.1. Members who wish to relinquish their Membership with UITP must send their resignation by registered letter addressed to the Secretary General within 30 days after the date of membership invoice of the current year. If they fail to do so, the Membership annual subscription fee for the concerned calendar year will remain due.

10.2. The right to vote within bodies of UITP for Members who still have not paid their annual subscription fee 15 days following a first reminder will be automatically suspended without prior formal notice until full payment of the outstanding fee.

In addition, without prejudice to the right of UITP to collect all outstanding fees UITP may, as regards any Member who has still not paid its contribution 30 days after formal notice, suspend by a simple decision of the Secretary General some or all of the services accessible to the Member in default, and may even exclude the Member.

10.3. Subject to compliance with the conditions specified in article 7.2.I, any Member which takes an action that is detrimental to the interests or reputation of UITP (as

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specified in the annex 5 of the UITP Internal Rules) may be excluded from UITP by a special vote of the General Assembly deliberating with a qualified majority, upon proposal of the Executive Board.

ARTICLE 11 Duration of the INTERNATIONAL Association – Dissolution

- 11.1. UITP is established for an unlimited duration.
- 11.2. Subject to compliance with an attendance quorum of at least two thirds of the Full Members present or represented and a voting majority of at least two thirds of the votes cast, the General Assembly shall decide on the dissolution and liquidation of UITP and shall fix the terms and conditions thereof. If said Assembly is not attended or represented by two thirds of the Full Members of the association, a new general assembly, which will be convened under the same conditions as the preceding one, will definitively and validly decide on the proposal(s) in question, with the same majority of two thirds of votes cast, irrespective of the number of attending Full Members.
- A General Assembly that decides on dissolution shall appoint one or more liquidators.
- 11.3. All Members who cease (due to their deaths or otherwise) to belong to UITP shall be without entitlement to the social fund.
- 11.4. In the event of the dissolution or liquidation of UITP, the General Assembly shall decide, according to the same quorums for attendance and voting as required in article 11.2., on the allocation of the association's assets. In the event of dissolution, this allocation will be made in favour of an association with a similar object to the object of UITP, or failing this in favour of an association having a non profit object.

ARTICLE 12 MISCELLANEOUS

- 12.1. The UITP financial year begins on 1 January and ends on 31 December of each year.
- 12.2. Anything that is not provided for in these Bylaws or the Internal Rules will be dealt with in accordance with the provisions of the law as specified in article 1.1.
