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UIC Statutes

1 – Purpose, membership and financial resources of UIC

Art. 1 - Legal base and purpose of the association

1.1 – Name, seat and governing law

The International Union of Railways (UIC) is a non-profit international trade association registered under French law. Its Head Office is situated in France - 16 rue Jean Rey, 75015 Paris.

It is governed by the Act of 1 July 1901 (amended), by the Act of 16 August 1901 and by subsequent texts.

Therefore, the application and interpretation of these Statutes shall be governed by the laws in force in France. In the event of disputes, the French version shall be the reference document.

1.2 – The aims of the Association

The aims of UIC shall be to:

- enable international railway cooperation at world level;
- represent and promote the interests of rail transport at world level;
- foster synergy between different world bodies for the development of rail transport.

In pursuit of these aims, UIC shall:

- promote technical cooperation and the exchange of information, knowledge and experience between its Members;
- assist Members in addressing specific technical and operational issues;
- develop the overall coherence of the rail system at world level, with a continued emphasis at pan-European level, by consolidating its interoperability;
- develop strategies and initiatives to improve business performance, and to increase rail transport investment;
- execute and manage projects/activities on non-commercial issues, including research, development and technical efficiency as far as necessary for the topic concerned;
- develop agreements and cooperation at world level with intergovernmental organisations, other trade organisations and other modes of transport;
- develop a comprehensive railway data bank, and identify industry trends;
- draw up common technical positions and recommendations intended for its Members;

- support processes for establishing non-commercial standards and specifications including via the provision of its own input and services to the extent provided for by the applicable law;
- develop activities and projects with regard to innovation and optimisation in rail management at various organisational levels;
- facilitate participation in various UIC activities for those of its Members with financial difficulties and thus contribute to sustainable development across the world via the creation of a Solidarity Fund. The fund shall be supported by Members in accordance with the national law applying to each Member.

1.3 – Subsidiary companies

UIC may entrust certain specialised tasks to subsidiary companies it has created. All these decisions must be approved by the General Assembly, at the proposal of the Director-General of Services (DGS).

Art. 2 - Membership (category, admission, resignation, exclusion)

2.1 – Global and regional membership

The UIC membership shall be a yearly membership corresponding with the business year¹.

By virtue of these Statutes, each Member shall be a Member of the Association (global membership) and, depending on its geographical situation, of one of its Regional entities which are Special Regional Groups (SRGs) as provided for by Article 10.2 a) - [page 22](#) (regional membership). SRGs are established for Africa, Asia, the Middle East, Europe, North America and South America.

Further regional memberships may be granted provided that the applying Member is situated in more than one geographical region, or at the specific request of a Member (multiregional membership).

2.2 – Member categories

UIC shall comprise Members belonging to the following categories:

1. **"Active Members"** shall be companies or entities, public or private, meeting both the following conditions:
 - a) They shall be a (passenger and/or freight) railway undertaking ensuring traction and/or a railway infrastructure manager,
 - b) They shall have a volume of railway business in excess of an amount fixed by Internal Regulation R1 approved by the General Assembly.
2. **"Associate Members"** shall be companies or entities, public or private, which do not fulfil the prerequisite set out in Article 2.2.1.b).

1. Special conditions of payment for certain members, dealt with in IR 1

3. **"Affiliate Members"** shall be associations (principium), companies or entities, public or private, including institutes whose railway activities relate to urban, suburban or regional services or which conduct activities linked to the rail business.

The membership category granted to a Member shall apply to both its global and (multi)regional membership.

The General Assembly may derogate from the rules governing membership categories pursuant to the stipulations of Internal Regulation R1.

2.3 – Admission

1. **General membership**

An application for admission shall be directed in writing to the DGS.
The General Assembly shall decide on the admission of a new Member.

2. **Provisional membership**

Provisional membership may be granted by the SRG concerned, pending a final decision by the next General Assembly.

3. **Multiregional Membership**

An application for multiregional membership shall be directed in writing to the Regional Executive Director (RED) responsible for the SRG the Member wishes to join in addition to its initial SRG, and shall be decided on and approved by the SRG Assembly concerned.

2.4 – Resignation / Exclusion

A Member's withdrawal from UIC shall take effect on 31 December of each year.

A notice of resignation shall be given in writing to the DGS not later than three months beforehand. Resignation automatically applies also to all (multi)regional memberships.

A notice of resignation from a multiregional membership shall be directed in writing to the RED of the SRG concerned. However, the initial regional membership must be maintained as long as the global membership endures.

The resignation shall take effect at such date as the resigning Member shall have fulfilled all its financial obligations originating during the time of membership. It shall, however, not be bound by any new commitments of UIC beyond the date of the notice of resignation.

At the request of a SRG or the DGS, the General Assembly shall decide on the exclusion of a Member for cause (Fr: "motif grave"), to be identified in the request.

All UIC Members must be formally notified.

Art. 3 - Financial Issues (business year, budget, costs, fees, other financial resources)

3.1 – Costs

a) The operating costs of UIC HQ shall include:

- all expenditure on activities guaranteeing the operational functioning of the HQ Services (Finance & Administration, Legal, Communication, Human Resources, Auditing, Information Technology, etc.), including the costs of DGS and two REDs (Europe and non-Europe);
- the permanent running costs of the technical departments;
- the costs of:
 - running the Forums,
 - running the Platforms,
 - the plenary meetings and steering body meetings of Permanent Groups,

excluding costs to be allocated to projects or SRGs.

b) The operating costs of a SRG shall include:

- all expenditure guaranteeing the annual operational activity of that SRG,
- that part of the UIC HQ operating costs bought by the SRG concerned to achieve its technical objectives, in accordance with Article 3.1.a) - [page 9](#),
- the costs of the specific working bodies of that SRG (costs of their plenary meetings and of the meetings of their steering bodies only),

on the condition that (shares of) these costs are not to be allocated to a project or another SRG.

c) Project Costs shall include all direct expenditure relating to a defined project as specified in the relevant project sheet.

3.2 – Fees and contributions

The **Base Fee** shall be calculated for each Member in accordance with the Member's category. It is an annual fee and shall be paid once per year, for each year of membership commenced.

The Base Fees of all UIC Members shall cover the operating costs of UIC HQ with the exception of those (shares of the) HQ costs to be allocated to the SRG(s) (as specified in Article 3.1 a) - [page 9](#)).

The **Regional Fee** shall be calculated for each Member in accordance with the Member's category (for multiregional memberships, each regional membership shall be dealt with separately). It is an annual fee and shall be paid once per year, for each year of membership commenced.

The Regional Fees of all the Members of a SRG shall cover the operating costs of that SRG (as specified in Article 3.1.b).

The **Project Contribution** of a Member participating in a project shall be calculated in accordance with the Member's number of votes. The conditions of payment shall be specified in the project sheet of each project.

The project contributions of all project participants shall cover the complete costs of the project concerned as specified by the related project sheet.

All Members are supposed to finance projects in accordance with the provisions of Article 11.3 - [page 24](#).

3.3 – Other financial resources

Income from the management of UIC assets and revenues received in exchange for the sale of products and services (which shall not compete with Members' activities) for the benefit of Members or third parties shall be included in the UIC HQ budget.

Additional resources obtained by a SRG from governments, organisations, institutions and other bodies committed to the development of rail transport in the region concerned shall be allocated by UIC HQ to the respective budget of that SRG.

3.4 – Other financial issues

The business year is the calendar year.

For each business year, a balanced annual corporate budget shall be prepared.

The Project Managers and REDs are not permitted to spend permanent financial resources without the approval of the DGS if these resources are not included in the budget approved (or ratified) by the General Assembly.

All statutory meetings will be attended by Members at their own expense¹.

1. For details see Internal Regulation 1.

2 – Organisation

Art. 4 - General working structure

4.1 – The association is structured as a three-level working organisation:

- In order to provide Members with a common strategic orientation, matters originating from the Rail System as a worldwide transport mode are dealt with at global level.
- The technical work of the various SRGs is generated by their specific regional needs and requirements.
- UIC HQ serves both as a back-office and a shared service centre performing common administrative services for all Members and providing the necessary facilities, assistance and working infrastructure for project work through the:
 - Technical Departments offering their services in a supplier/customer relationship,
 - The Working Bodies (Forums, Platforms, Working Groups) and Special Groups,
 - The Permanent Groups (communication, documentation, legal, statistics, etc.).

4.2 – UIC bodies and organisms

Strategic bodies:

- **At global level:**
 - The General Assembly (Article 5 - [page 12](#))¹
 - The UIC Chair and Vice-Chair (Article 8 - [page 19](#))¹
 - The Executive Board (Article 7 - [page 17](#))¹
- **At regional level**
 - The Regional Assembly (Article 6 - [page 15](#))¹
 - The Regional Chair and Vice-Chair (Article 6.2.7 - [page 15](#))
 - The Management Committees (Article 6.3 - [page 17](#))

Executive bodies:

- **At UIC HQ level:**

The Director-General of Services (DGS - Article 9 - [page 20](#))
- **At SRG level:**

Two REDs (Europe and non-Europe - Article 6.4 - [page 17](#))

1. "being also an executive body" for some of them by mandate

Working Bodies:

- Forums, Platforms and Working Groups (Article 10.1 - [page 22](#)), Special Groups (Article 10.2.b - [page 22](#)).

Supervisory bodies:

- The Audit and Budget Committee, which examines and comments on the UIC accounts (including those of all SRGs and subsidiaries) prior to their submission to the GA (IR 2);
- The Arbitration / Conciliation Committee for the settlement of disputes between Members or between Members and any other legal or natural person (IR 4). Recourse to this body shall however be based on a voluntary agreement between the parties concerned.

UIC subsidiaries and affiliates.

Art. 5 - General Assembly

The General Assembly is the highest and supreme decision-making body of UIC on global issues, including all matters concerning the global Association and, if requested by the SRG(s) concerned, on regional affairs.

5.1 – Composition

The General Assembly shall comprise representatives of all Members of the Association.

Each Member shall be represented by a natural person holding a position at its highest managerial level.

Any Member may be represented by another Member of the same membership category, provided the latter holds a proxy for each meeting.

5.2 – Meetings

An ordinary General Assembly shall be held at least twice a year.

A General Assembly in extraordinary session shall also be held at the request of Members representing at least 1/5 of the total votes of the Association. The request shall be directed in writing to the Director-General of Services with a copy to the Chair.

Unless otherwise indicated in the request, the meeting shall be convened not later than 6 weeks after receipt of the request (which, however, may propose a later date).

The minutes shall be drawn up by the DGS, distributed to all Members, if there are no remarks, the minutes will be approved within one month of being sent.

5.3 – Voting

Decisions shall be carried on the basis of a majority of votes cast. Only those votes "for" or "against" shall be considered as votes cast. A General Assembly may only take a decision if at least 50 % of the number of votes represented by its members is present or represented.

Concerning the following issues, however, decisions shall be carried with a 4/5 majority of the votes cast, and shall require the voting of at least 2/3 of the total number of votes:

- Modification of the Statutes;
- Exclusion of a Member;
- Amendments to agreements with intergovernmental and trade associations;
- Dissolution of UIC.

The General Assembly mandates the Executive Board with powers as referred to in Article 7.5 - [page 18](#). The decision shall be carried with a 2/3 majority of the votes cast. The mandate may be modified or withdrawn at any time on the same conditions.

5.4 – Votes

All Members shall be entitled to vote and shall vote with a number of votes proportional to the level of their total Fees (Base plus Regional Fee of the first choice of regional membership).

Should any active Members carry out more than one type of railway activity as referred to in Article 2.2 - [page 7](#), only the number of votes corresponding to the activities affected will be taken into account for the purposes of voting.

In votes held with regard to the following subjects, each Member has one vote for:

- The election of the Chair and Vice-Chair;
- The appointment of the statutory auditors of the Association;
- The approval of the UIC accounts;
- The admission of new Members;
- Projects as provided for under Articles 11.1.b) - 11.1.d) - [page 23](#);
- The list of arbitrators and conciliators;
- The status of "generally recommended" for UIC leaflets, if the relevant developing parties have unanimously approved such an application.

5.5 – Powers

The powers of the General Assembly shall be exercised either directly by it or by automatic delegation by virtue of these Statutes.

However, the General Assembly shall directly exercise the following powers:

1. It shall decide on and approve general and global UIC policy and ratify regional policies.
2. It shall decide on and approve agreements between UIC and intergovernmental organisations or other trade associations at global level, and ratify regional agreements concluded by a SRG.
3. It shall decide on and approve the admission (including the membership category) and exclusion of Members as proposed by the DGS and a SRG.
4. It shall address all issues, in particular those that a Member, a body as defined in Article 4.1 - [page 11](#), or an organisation linked by an agreement with UIC may wish to refer to it.
5. It shall decide on and approve projects proposed by a Member, a Regional Assembly or a working body as a Multiregional Project including the relevant budget and contributions, the project leadership (the SRG responsible) and the responsible working body.
6. It shall decide on and approve the UIC corporate budget and shall ratify the SRG budgets.
7. It shall decide on questions pertaining to and approve the UIC accounts.
8. It shall decide on and approve the annual amount of the Base Fees and shall ratify the annual amount of the Regional Fees. Further, it shall decide on and approve a fees rebate in the event that a Member applies for such a rebate to be granted.
9. It shall grant financial autonomy to a Special Group if required.
10. It shall appoint the UIC Chair and UIC Vice-Chair.
11. It shall appoint the DGS and shall fix the terms of his/her employment contract (including amendments and additional contracts). It shall have the power to terminate the DGS's contract in the same way.
12. It shall ratify the appointments and the termination of the contracts of the REDs.
13. It shall appoint the statutory auditors of the Association.
14. It shall decide to address and approve motions concerning the general operation of the global Association and the related costs, with the reservation that issues which fall under the responsibilities of the DGS and SRG(s) as specified in Articles 9 - [page 20](#) and 6 - [page 15](#) are referred to the GA.
15. It shall appoint the Chairs of the Working Bodies at the proposal of the DGS (after consultation with the UIC Chair and the Steering Committee of the Working Bodies concerned).
16. It shall establish Special Regional Groups (SRGs) in accordance with Article 10.2.a) - [page 22](#) and shall ratify the Internal Regulation(s) of each SRG established.

17. In addition to Articles 5.5.1, 5.5.2, 5.5.6, 5.5.8, 5.5.12 and 5.5.14, it shall decide on and approve other regional issues only if this is either required by French law or requested by the SRG(s) concerned.
18. It shall decide on and approve modifications to the Statutes and to Internal Regulations 1, 2 and 3.
19. It shall decide on and approve the creation of any related entity (creation of subsidiaries and affiliates of the UIC as specified by Article 1.3 - [page 7](#)).
20. It shall decide on and approve the dissolution of the Association and all related issues requiring a GA decision according to the French law in force (among others the nomination of liquidator(s) and the utilisation of net assets remaining after settling all obligations of the Association).
21. It shall decide on and approve the amount allocated to the Solidarity Fund as part of the corporate budget (for further details see IR 3).

Art. 6 - The Regional Assemblies

The Assembly of all Members of a Special Regional Group is the highest and supreme decision-making body with regard to its regional issues.

6.1 – Composition

The SRG Assembly shall comprise representatives of all UIC Members of that region.

Each Member shall be represented by a person holding a position at its highest managerial level.

Any Member may be represented by another SRG Member of the same membership category (if available), provided the latter holds a proxy for each meeting.

6.2 – Powers

The powers of an SRG Assembly shall be exercised either directly or by automatic delegation by virtue of these Statutes.

The SRG shall, however, directly exercise the following powers:

1. It shall decide on and approve the regional policy of the region concerned, which shall be in accordance with the general and global UIC policy.
2. It shall address all issues concerning that region, in particular those that an affected Member or a body as defined in Article 4 - [page 11](#) wishes to refer to it. If no decision can be made, the Regional Assembly may decide to pass the issue to the GA.
3. It shall decide on and approve the specific budgets of that region to be presented for ratification to the General Assembly.
4. It shall decide on and approve the annual amount of the Regional Fee of that region to be presented for ratification to the General Assembly.

5. It shall decide on and approve projects on specific regional issues as proposed by a Member, the Management Committee or a working body; it shall also decide on and approve the relevant contributions on the basis of the completed project sheet presented. It shall give the UIC HQ technical departments first right of refusal before implementing other solutions to execute the projects.
6. It shall decide which of that region's regional projects are to be recommended to the General Assembly as Multiregional projects on the basis of the completed project sheet presented.
7. It shall appoint the Chair and at least one Vice-Chair of that SRG.
8. It shall nominate its candidate for the position of the RED in charge of that SRG.

The following selection process for the REDs shall apply:

- a) Nominees for the positions of REDs shall be presented to the Executive Board by the Director-General of Services, after a selection process in the Regional Assemblies as described hereafter:
 - The nominee for the position of RED - Europe will be proposed by the Regional Assembly for Europe,
 - For the position of non-European RED, the nominee will be proposed following a selection process involving the Chairmen of the non-European Regional Assemblies to put forward a single nominee (should there be more than one candidate from the combined regions concerned),
 - b) The Executive Board shall approve the names of all candidates for the position of RED,
 - c) Subsequently, the General Assembly shall formally ratify the appointments.
9. It shall decide on and approve the establishment of its working bodies at global level (including organisation) and the related costs, at the proposal of the RED in coordination with the DGS.
 10. It shall decide on and approve the internal organisation and general operation of that SRG (such as location, staffing and appointments) including (the establishing of) the regional working bodies and related costs.
 11. It shall decide on and approve agreements with intergovernmental organisations or other trade associations of the region concerned, to be presented to the General Assembly for ratification. Such agreements shall contradict neither any other agreements concluded by the Association, nor general UIC policy, nor the law applying to the Association.
 12. It shall approve the dissolution of the SRG concerned.
 13. It shall appoint its Members to the Executive Board.
 14. It shall decide whether to accept a Member of another region wishing to join the region if said Member requests regional membership.

6.3 – Internal Organisation

On any item not specifically organised by the SRG itself, procedures shall be governed by the rules applicable to the General Assembly (for instance, for the SRG's first meeting).

Each SRG may adopt its own internal organisational arrangements according to its specific needs and requirements, on condition that roles or responsibilities do not overlap or are not inconsistent with those of the General Assembly, the DGS, the REDs or any other SRG.

6.4 – The Regional Executive Director (RED)

Europe and non-European regional assemblies shall have a RED each who shall be responsible only for managing the projects and working bodies of the SRG concerned.

The REDs shall report to the DGS, who shall coordinate and supervise their actions.

The REDs shall inform the Executive Board, via the DGS, of the work of these working bodies for its analysis, in particular if a decision is required from the General Assembly.

A RED may be in charge of various SRGs, but may not be appointed DGS at the same time.

Art. 7 - The Executive Board

7.1 – Composition

The Executive Board shall be composed of a maximum of twenty-one active Members appointed by the various SRGs.

It shall include:

- three Members from Africa plus one Member from the Maghreb,
- four Members from Asia plus one Member from Caucasasia or Central Asia,
- three Members from Europe plus one Member from Central or Eastern Europe,
- three Members from the Middle East,
- one Member from Latin America,
- two Members from North America,

The remaining seats shall be reserved for addressing the special needs of the sub-regions of Oceania and Russia.

In the absence of a sufficient number of active Members from a region, the Regional Assembly concerned may choose a representative from among its associate Members.

7.2 – Meetings

The Executive Board shall meet at least twice a year and not later than 5 weeks prior to the next General Assembly. At least one meeting shall be held at UIC HQ.

7.3 – Voting

A meeting is valid if 50 % of the total numbers of votes in the Executive Board are present.

Decisions shall be taken on the basis of a majority of votes cast. Only votes "for" or "against" shall be considered as votes cast.

7.4 – Votes

Each Member of the Executive Board has a number of votes equal to the number of votes it holds in the General Assembly.

No Member can be granted a proxy by any other Member of the Executive Board.

Only active Members are entitled to vote.

7.5 – Powers

The Executive Board is the permanent body representative of the General Assembly, yet not an executive body.

However, in accordance with Article 5.3 - [page 13](#), it is mandated by the General Assembly with the following powers:

1. It shall prepare the General Assembly meetings and submit an annual management report to it, propose the amount of the base fees, and agree on the core budget.
2. It shall appoint the DGS and set the duration of their remit. This appointment shall however have to be ratified by the General Assembly. It shall play a role in the appointment process of REDs as described in Article 6.2.8 - [page 15](#), though said appointments shall have to be ratified by the General Assembly.
3. It shall adopt a position on whether projects or activities should be of common interest at global level, and approve the associated budgets.
4. It shall approve strategic projects for global implementation and define the related role of Regional Assemblies in such projects.
5. It shall co-ordinate inter-regional issues of particular relevance to international transport and, at the request of Members, assist in achieving optimum utilisation of assets.
6. It shall define UIC's strategy vis-à-vis other international organisations.
7. It shall determine the collective approach vis-à-vis the global supply industry, especially on the issues of harmonisation of technical functions and their use at global level.

8. Acting on a proposal from the DGS, it shall determine the number of UIC Department Directors and their areas of responsibility. The appointment of the Directors shall be carried out in consultation with the Chair as per Article 9.1.6 - [page 20](#).
9. It shall propose amendments to the Statutes to the General Assembly.
10. It shall be empowered to take all relevant emergency measures, submitting them if need be to the next General Assembly for ratification or holding a consultation of Members or a written ballot, based on the same conditions as those applying to votes during meetings.
11. It shall vote on financial matters, including the budget and utilisation of fees. Its decision shall be taken using proportional voting and subsequently ratified by the General Assembly.

Thus, it is the permanent contact-point of the DGS and the REDs for all strategic issues.

The Executive Board shall further:

- Audit the compliance of the DGS and REDs' activities with the UIC policy approved by the General Assembly;
- Perform an auditing function with regard to the implementation of decisions taken by the General Assembly (in particular concerning the utilisation of resources). The Executive Board may initiate investigations on this matter if and when necessary but has no right to interfere in day-to-day activities. It shall regularly inform the General Assembly, DGS and REDs of the findings of such audits, and may propose remedial measures to the General Assembly.

It is informed of the status of work by the DGS and the REDs (quarterly reporting). It takes note of and may comment on the annual management report and the budget drawn up by the DGS.

In addition, it should:

- Develop and recommend new global policies and worldwide strategies to be presented to the General Assembly for decision and approval;
- Identify issues of global relevance and present its recommendations to the General Assembly for a decision concerning whether an issue shall become a Multiregional Project.

The Executive Board cannot make commitments on behalf of UIC vis-à-vis third parties.

At the next meeting of the General Assembly following an Executive Board meeting, the Chair will report on the actions or decisions of the Executive Board.

Art. 8 - Chair

8.1 – a) The Chair:

- Shall convene and chair the meetings of the General Assembly and the Executive Board;
- Shall inform the General Assembly and the Executive Board of the current status of technical work, summarising the reports provided by UIC HQ and the Regional Directors;
- Shall represent and promote the global strategic targets of the association to the wider world;

without, however, having the right to derive any executive powers from these tasks or from others mentioned elsewhere in the Statutes.

The Chair cannot make commitments on behalf of UIC vis-à-vis third parties.

However, the Chair may be specifically mandated to handle specific matters on the basis of a mandate given either directly by the General Assembly or through a mandate entrusted by the General Assembly to the Executive Board.

8.1 – b) The Chair shall only be entitled to vote in the General Assembly and Executive Board if the legal entity the Chair belongs to is represented by the Chair.

Each active Member is entitled to apply for the UIC Chairmanship and, if elected by the General Assembly, shall be mandated for two years. The Member may be re-elected for one subsequent term of office only.

The person nominated by the Member shall be the person holding the office of CEO or an equivalent position within that Member organisation. In case of his/her retirement from or replacement within said Member organisation, the General Assembly shall elect his/her successor for the remainder of the mandate.

8.2 – The Vice-Chair shall perform the role of Chair in the event of the Chair's absence.

The provisions of Article 8.1 - [page 19](#) shall accordingly apply to the Vice-Chairmanship.

In the event that the Chair is nominated from amongst the European Members, the Vice-Chair shall be chosen from amongst the CEOs (or equivalent position) of the non-European Members, and vice versa.

Art. 9 - Director-General of Services

9.1 – The Director-General of Services (DGS) shall have sole responsibility for the management, administration and financial performance of UIC. In accordance with the application of French law however, the DGS may delegate part(s) of the powers concerned to one or more persons appointed temporarily or permanently.

In particular, the DGS shall

1. Determine the number and tasks of the working bodies (to be approved by the General Assembly as provided for by Article 5.5.15 - [page 14](#)) and of (special) working bodies needed to implement UIC's aims (with the obligation to report to the General Assembly and to inform the Executive Board).
2. Draw up his/her own proposals and/or implement proposals concerning issues to be studied in the form of projects as decided by the General Assembly.
3. Report to the General Assembly and Executive Board regarding the work of these working bodies for their analysis, in particular if a decision is required by the General Assembly.
4. Ensure the efficient working of the UIC bodies.

5. Propose to the General Assembly for approval an efficient operational structure for UIC HQ based on the governance structure approved by the General Assembly in accordance with the terms of Articles 5.3 - [page 13](#) and 7.5.8 - [page 18](#) and in particular, the number of Department Directors and their areas of responsibility.
6. Appoint (among others) in consultation with the Chair and the two REDs the Directors of the Technical Departments and inform the General Assembly and Executive Board of these appointments (including their terms of contract) and terminate the contracts in the same way.
7. Assume responsibility for public relations and representation of UIC as an association to the wider world, taking action on behalf of UIC vis-à-vis third parties in all circumstances and in particular, representing UIC in all legal proceedings, taking civil action and agreeing all settlements.
8. Prepare the meetings of the General Assembly and submit an annual management report to the GA; propose the amounts of the base fees and the base budgets.
9. Supervise and coordinate the actions of the two REDs.

9.2 – Each applicant shall undergo an assessment performed by the Executive Board and concluded by a ranking to be forwarded to the General Assembly for decision.

9.3 – The DGS shall designate a person who in the event of his/her absence shall assume his/her responsibilities.

NB: For details see Internal Regulation 2.

3 – Working arrangements

Art. 10 - Other operational governance

10.1 – Working bodies

The technical work of UIC is mainly organised:

- in Forums studying issues concerning the respective specialised sectors of the rail business,
- in Platforms examining cross-sector issues,
- and working groups mainly investigating specific aspects of an issue.

Members of all categories may take part in the work of those working bodies which relate to their own field of activity. The conditions of participation for third parties shall be agreed on a case-by-case basis.

A three-year programme of work shall summarise the major targets of work as a guideline for the related projects of the various regions.

10.2 – Special Groups

a) Special Regional Groups (SRGs)

For common administrative issues and specific technical questions pertaining to a defined geographic region, the General Assembly shall establish Special Regional Groups (SRGs).

Each SRG shall work autonomously, though in accordance with the general and global UIC policy and strategy, and without violating law which applies to UIC as an association.

Each SRG may utilise the services of UIC HQ on the basis of a contractual relationship.

Notwithstanding this regional autonomy, each SRG shall remain part of UIC. Therefore, each SRG budget must be consolidated with the UIC corporate budget and ratified by the General Assembly.

Each SRG may raise further contributions in addition to its Regional Fee and its project-related contributions.

The SRGs are open for UIC Members, as defined in Article 2.2 - [page 7](#), only.

b) Special Groups

For specific issues which do not lie within the responsibility of the Forums and Platforms, Special Groups may be established at the proposal of the DGS and following approval by the General Assembly.

Each Special Group shall remain part of UIC.

The conditions of participation for third parties shall be agreed on a case-by-case basis.

Special Groups may be granted autonomy, in particular financial autonomy, as a result of a decision by the General Assembly and, to this end, may be authorised to raise specific contributions. Despite that, the Special Group's budget must be consolidated with the UIC corporate budget and ratified by the General Assembly.

c) Insurance

For all Special Groups as mentioned in Articles 10.2.a) and b) - [page 22](#), UIC HQ shall take out a general insurance policy covering group members' financial failure to respect their commitments, which shall be re-invoiced to each Special Group or SRG according to the volume of its expenditure.

Art. 11 - Projects

11.1 – A project concerns mainly studies, tests or investigations on current conditions in the sector with a view to developing new and/or improving existing expertise and with the aim of coordinating the utilisation of common technology (components) augmenting the interoperability of the rail system.

A so-called project sheet shall define, inter alia, a project's purpose and financial issues (budget, individual contributions of participants, conditions of payment, ownership and marketing of results, etc) and will define a duration limited in time. The preparation of a project sheet for each proposed project is obligatory. In addition, this project sheet shall be based on a feasibility study if the budget of a project exceeds the amount of EUR 100 000.

Project Categories:

- a) Regional Projects, financed by the participating members of a specific SRG.
- b) Multiregional Projects, financed by the participating members from more than one SRG.
- c) Projects or activities¹ of common interest at global level, financed by the participating members from more than one SRG.
- d) Strategic projects for global implementation, financed by the participating members from more than one SRG.

1. In former statutes, the term "activity" described a project with indefinite duration. The term is no longer in use.

At the proposal of a Working Body, a Management Committee (if the SRG concerned has created one) or a Member, the SRG responsible shall decide on and approve an activity as a project of that region. The sole basis of the decision is the project sheet, which shall be presented in due time and with all required data.

If such a project is of interregional interest (proposed by a SRG, the Executive Board or the DGS), the General Assembly shall define the project leadership (responsible SRG) and shall allocate the project to a Working Body as proposed by the project sheet.

11.2 – Each project as described in Articles 11.1 a) - d) shall be managed by a Project Manager under the coordination of the responsible Technical Department.

The Project Manager reports to the Chair of the responsible Working Body.

The Technical Departments act as normal service providers for all adopted projects, subject to their available resources and the acceptance by the SRG concerned of the budget they request. In the event of conflicts arising between regions concerning the availability of technical resources, the DGS shall take the final decision.

11.3 – Each Member may participate in those projects which relate to its field of activity. The participation of third parties shall be decided on a case-by-case basis. However, there is an exception in the case of publicly cofinanced projects where the principle and conditions of participation may be restricted by specific contractual provisions stipulated by the cofinancing body and/or by the Terms of Reference of the UIC body concerned, in accordance with the Internal Regulations.

Participation in projects referred to under Articles 11.1.a) - [page 23](#) to 11.1.d) - [page 23](#) shall be voluntary. However, once the General Assembly or an SRG Assembly has decided to establish a project, a written commitment of participation, once given on the basis of the finalised project sheet, shall be binding as herein defined (inter alia, for the running period, the budget and the content(s) of the project).

A Member or non-Member of UIC taking part in a project may be entitled to appropriate financial compensation if they provide that project with recognised specific know-how or expertise.

11.4 – The intellectual property of the results shall remain with the project participants. Interested but non-participating Members and third parties may, however, purchase the results at reasonable conditions.

11.5 – Each project shall be included in the project budget of the SRG responsible.

No project work shall start prior to the approval of the budget.

The UIC internal controlling section shall monitor the management of projects.

In the event that called project contributions are not completely spent following the closing of a project's accounts, the remaining funds can be reimbursed to the contributing project participants proportional to their payment, or transferred to another project.

NB: For details see Internal Regulation 3.

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