

BYLAWS OF INTERNATIONAL ASSOCIATION OF PUBLIC TRANSPORT (UITP)

[THE OFFICIAL TEXT IS IN FRENCH – ENGLISH CONVENIENCE TRANSLATION FOR INFORMATION PURPOSES ONLY]

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TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE

ARTICLE 1. NAME. LEGAL FORM. TERM

1.1. The international non-profit association named “International Association of Public Transport”, abbreviated “UITP” (hereafter: “Association”), is constituted for an indefinite period under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, foundations, European political parties and European political foundations.

1.2. All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL” and, if applicable, “in liquidation” and the address of the registered office of the Association.

ARTICLE 2. REGISTERED OFFICE

2.1. The registered office of the Association is located in the Brussels-Capital Region, at Rue Sainte-Marie 6, 1080 Brussels (Belgium), in the judicial district of Brussels.

2.2. It may be transferred to any other location by a decision of the Executive Board, subject to compliance with the legal provisions governing the use of official languages in Belgium.

2.3. The Association may establish offices in any country or place.

TITLE II. NON-PROFIT PURPOSE. ACTIVITIES

ARTICLE 3. NON-PROFIT PURPOSE

The non-profit purpose of international utility of the Association shall be to carry out studies and give advice on any subjects relating to the collective transport of passengers, including shared mobility services, whether urban, suburban, regional or inter-regional on an international scale and to offer solutions

with a view to helping this sector progress from a social, economic and technical point of view, for the benefit of all players concerned public and private, particularly but not exclusively by:

- (a) Promoting the improved mobility of people on an international scale;
- (b) Being the international network of collective transport professionals;
- (c) Being the point of reference for knowledge on collective transport;
- (d) Being the international forum in the area of transport policy; and
- (e) Advocating for collective transport.

ARTICLE 4. ACTIVITIES

4.1. To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following none exhaustively listed activities for the general or specific account of its Members and/or third parties:

- (a) To periodically organise and arrange summits, congresses, exhibitions, conferences, workshops, meetings and other programmes, at international and national levels, on subjects that interest the various collective transport stakeholders;
- (b) To collect and analyse statistical data and to conduct studies;
- (c) To produce 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;
- (d) To take part in projects and in technical and policy debates in the area of mobility;
- (e) To facilitate and support the cooperation between Members and/or stakeholders by:
 - a. Exchanging, collecting and distributing of information;
 - b. Addressing issues;
 - c. Coordinating joint projects of Members; and
 - d. Communicating on the activities and achievements of the Association;
- (f) To exchange, collect, distribute and disseminate information on all matters relating to its non-profit purpose and to have recourse to the prevailing technologies in order to allow its Members to access the information at the Association's disposal;

- (g) To communicate to the decision makers, the media and other interested and concerned bodies and persons the official position papers on subjects that present an interest for the collective transport sector;
- (h) To promote the interests of its Members and to represent them vis-à-vis other organisations;
- (i) To draft or have drafted, print or have printed, reproduce, disseminate and circulate papers, books, periodicals, pamphlets or other documents, videos, films or recorded tapes (whether audio or visual or both) with regards to its non-profit purpose;
- (j) To cooperate with and assist other initiatives and/or organizations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organisations;
- (k) To organise and arrange training courses and workshops, including professional development activities that interest the various collective transport stakeholders;
- (l) To promote the development of (i) young public transport professionals and (ii) female public transport professionals; and
- (m) To develop services aiming at promoting public transport and supporting the Members.

4.2. In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

4.3. The activities of the Association can be of a commercial and profitable nature, provided always that these activities are carried out within the limits of what is legally allowed. The potential profits generated through these activities shall at all times and entirely be allocated to the realisation of the non-profit purpose of the Association.

TITLE III. MEMBERS

ARTICLE 5. MEMBERSHIP

5.1. The Association shall have two (2) membership categories: (i) Full Members and (ii) Associate Members. The Association shall always consist of at least two (2) Full Members.

5.2. All references in the Bylaws to "Member" or "Members" without any other specification are references to Full Members and Associate Members collectively.

5.3. The rights and obligations of the Members shall be as defined in and pursuant to the Bylaws.

ARTICLE 6. FULL MEMBERS

6.1. The category of Full Membership is open and accessible to any legal entity or public/international institution/organisation, duly constituted in accordance with the laws and practices of its country of origin, having or not the legal personality:

- (a) Being active or directly involved in regulation, organisation, operation, supply of services, provision of equipment and systems, development of infrastructure, promotion, study or support of public transport and shared mobility; and
- (b) Being eligible as a member of at least one Division pursuant to Article 45.2 of the Bylaws.

6.2. By derogation to paragraph 6.1. of the present Article, the category of Full Membership is also open and accessible to any public transport related association duly constituted in accordance with the laws and practices of its country of origin, having or not the legal personality:

- (a) Fulfilling the criteria set out in paragraph 6.1 of the present Article;
- (b) Having (a) purpose(s) similar to the one(s) of the Association as described in Article 3 of the Bylaws;
- (c) Carrying activities similar to the ones of the Association as described in Article 4 of the Bylaws;
- (d) Representing at least one (1) of the stakeholders groups of the Full Members as described in paragraph 6.8 of the present Article; and
- (e) Having entered into a contractual framework agreement with the Association.

6.3. Full Members shall enjoy all membership rights, including, as the case may be, voting rights at the General Assembly.

6.4. Legal entities of the same group of companies may each become Full Members. In that case, if the legal entity which controls other legal entities (hereafter: "Mother Company") is also a Full Member, it shall (i) pay the membership fees for itself and all the legal entities it controls being a Full Member and being active in the public transport field (hereafter: "Daughter Compan(y)(ies)") and (ii) enjoy voting rights pursuant to Article 17, (a) of the Bylaws. In that case, a Full Member being a Daughter Company shall not pay membership fees and shall enjoy all membership rights, except voting rights.

6.5. For the purpose of the present Article, the terms "the legal entity which controls other legal entities" shall mean the power de jure or de facto to exercise a decisive influence on the appointment of the majority of the directors or managers, or on the orientation of the company's management policy. Control shall be de jure and shall be irrefutably presumed to exist:

- (a) If it results from the holding of more than fifty percent (50%) of the voting rights attached to all shares of the concerned legal entity;
- (b) If a shareholder is entitled to appoint or dismiss more than fifty percent (50%) of the directors or managers;
- (c) If a shareholder has the power of control pursuant to the articles of association of the legal entity or pursuant to agreements entered into with the legal entity;
- (d) If, on the basis of an agreement entered into with other shareholders, a shareholder holds more than fifty percent (50%) of the voting rights attached to all shares of the legal entity; and
- (e) In case of joint control.

6.6. Control shall be de facto when it arises from other circumstances than the ones set out in paragraph 6.5 of the present Article.

6.7. Unless proven to the contrary, a shareholder shall be presumed to dispose of de facto control over a legal entity if at the last two general meetings of the legal entity it has exercised voting rights representing more than fifty percent (50%) of the voting rights attached to the shares represented at these last two general meetings.

6.8. For the purpose of Article 11 of the Bylaws, the Full Members shall be divided in the stakeholders groups as determined in the Internal Rules:

- (a) Operators;
- (b) Authorities (including Operating Authorities);
- (c) Supplying Industries; and
- (d) Public transport Associations.

6.9. At the time of admission to membership, the Secretary General shall determine to which stakeholders group and to which Division(s) each new Full Member shall belong. The decisions of the Secretary General regarding the stakeholders group and the Division(s) to which a Full Member shall belong are final, sovereign and must not be motivated.

ARTICLE 7. ASSOCIATE MEMBERS

7.1. The category of Associate Membership is open and accessible to any legal entity, or public/international institution/organisation, duly constituted in accordance with the laws and practices of its country of origin, having or not the legal personality:

- (a) Does not meet the criteria to be eligible as a Full Member; and
- (b) Being active or directly involved in the collective transport sector.

7.2. Associate Members shall have the rights specifically granted to them in or pursuant to the Bylaws. These rights shall not include voting rights.

ARTICLE 8. ADMISSION TO FULL AND ASSOCIATE MEMBERSHIP

8.1. Any applicant to Full and Associate membership shall submit an application for admission to membership via regular mail or any other means of written communication (including email) to the Secretary General.

8.2. After having verified that all conditions for membership are complied with, the Secretary General shall decide on the admission to Full or Associate membership. The decisions of the Secretary General regarding membership admissions are final, sovereign and must not be motivated.

8.3. Notwithstanding the precedent paragraph, in case the Secretary General considers an application to membership unsuitable and/or has a doubt regarding the completion of the relevant membership conditions, he/she/it can consult the chair(s) of the Division(s) to which the new Full Member could belong and ask for his/her/their non-binding advice(s) on the admission.

8.4. The detailed procedures for the admission to Full and Associate membership shall be determined in the Internal Rules.

ARTICLE 9. REPRESENTATION OF MEMBERS

9.1. Each Member shall appoint one or more natural person(s), called the “**Ambassador(s)**”, to represent it within the Association. The number of Ambassadors that each Member can appoint is determined in the Internal Rules based on the amount of membership fees paid by this Member with a maximum of twenty (20) Ambassadors. If a Member appoints more than one (1) Ambassador, it must appoint one (1) Ambassador being the main contact who will act as the official channel of communication with the Association (hereafter: “**Main Contact**”). The Main Contact shall cast the vote(s) of his/her Member unless the concerned Member informs the Secretary General that another of its Ambassadors shall do so. Each Main Contact, or, as the case may be, the Ambassador appointed by the Member to cast the vote(s), must have full capacity powers to represent his/her Member. If a Member only appoints one (1) Ambassador, he/she shall be the Main Contact of his/her Member.

9.2. If an Ambassador ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Ambassador (including any capacity to cast the vote(s) of his/her Member, if any) and (ii) the said Member shall immediately inform the Secretary General and replace this Ambassador unless the Member has another Ambassador who has been appointed as Main Contact.

9.3. Each Member shall inform as soon as possible, via regular mail or any other means of written communication (including email), the Secretary General of the identity, contact details, and, as the case may be, appointment as Main Contact, of its/their Ambassador(s).

ARTICLE 10. RESIGNATION. EXCLUSION

10.1. Members are free to resign from the Association at all times by giving written notice via registered mail or via any other means of written communication (including email) with acknowledgment of receipt to the Secretary General. The resignation shall be effective on the date on which the written notice has been sent to the Secretary General.

10.2. A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6, or Article 7 of the Bylaws, or (ii) is not duly or timely or fully complying with the Bylaws, the Internal Rules, and/or any decision validly taken by the bodies of the Association, or (iii) infringes the interests of the Association, or (iv) for any other reasonable cause, may be excluded from membership, upon decision of the Executive Board.

10.3. Before excluding a Member, the Executive Board shall provide the concerned Member with the relevant details in writing via regular mail or via any other means of written communication (including email) at least thirty (30) calendar days in advance of the

proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Executive Board may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting of the Executive Board and prior to the voting on the exclusion. The decision to exclude a Member shall be validly adopted if it obtains at least a two thirds (2/3) majority of the votes cast by the members of the Executive Board present or represented. The decisions of the Executive Board regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until the decision of the Executive Board.

10.4. A Member which does not pay all his/her membership fees within the stated period may be excluded from membership upon decision of the Secretary General.

10.5. Before excluding a Member, the Secretary General shall provide the concerned Member with the relevant details in writing via regular mail or via any other means of written communication (including email) at least twenty-one (21) calendar days in advance of the proposed exclusion date. The concerned Member has then time before the date of the exclusion to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Secretary General may decide to exclude a Member, without the concerned Member being convened at a meeting with the Secretary General and/or receiving the possibility to defend its position during a meeting with the Secretary General prior to the decision on the exclusion. The decisions of the Secretary General regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended upon decision of the Secretary General during the entire procedure until the decision of the Secretary General. The Secretary General shall inform the Executive Board of the exclusion of Members due to unpaid membership fees.

10.6. A Member which, in whatever way and for whatever reason, ceases to be a Member shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Secretary General, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

10.7. By derogation to the precedent paragraph, in case of resignation of a Member at the latest thirty (30) calendar days after the date on which the invoice for membership fees for the financial year in which it resigns has been sent out, the Member shall not pay the membership fees for the financial year in which it resigns.

10.8. A Member which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

ARTICLE 11. MEMBERSHIP FEES

11.1. Except for Daughter Companies having their Mother Company being a Full Member, each Full Member shall pay membership fees per year, as decided by the General Assembly in the Internal Rules, upon proposal of the Executive Board. Each year, the calculation method of the membership fees for the Full Members shall be decided by the General Assembly, upon proposal of the Executive Board. Subsequently, the Secretary General shall determine the amount of the membership fees of each Full Member based on the calculation method of membership fees decided by the General Assembly.

11.2. Before 1 October of each year, as the case may be, each Full Member shall communicate to the Secretary General the data based on which its membership fees shall be calculated. The person(s) who can legally bind the Full Member shall certify that the communicated data which has been provided to the Secretary General is not false, not incorrect, and not misleading. Upon request of the Secretary General, each Full Member shall provide the data certified and audited by an external independent auditor. If a Full Member is unable or unwilling to communicate the required data, the Secretary General shall try to determine the data of the concerned Full Member. The decisions of the Secretary General regarding the determination of the data of a Full Member are final, sovereign, and do not have to be motivated.

11.3. By derogation to the precedent paragraph, a Full Member being a Mother Company of one or several Full Member(s) being (a) Daughter Company/ies shall communicate to the Secretary General consolidated data (i.e. for itself including its Daughter Company/ies being Full Member(s)) based on which its membership fees shall be calculated. The person(s) who can legally bind the Full Member being a Mother Company shall certify that the communicated consolidated data which has been provided to the Secretary General is not false, not incorrect, and not misleading. Upon request of the Secretary General, the data provided by each Full Member being a Mother Company shall be certified and audited by an external independent auditor. If a Full Member being a Mother Company is unable or unwilling to communicate the required consolidated data, the Secretary General shall try to determine the consolidated data of the concerned Full Member being a Mother Company. The decisions of the Secretary General regarding the determination of the consolidated data of a Full Member being a Mother Company are final, sovereign, and do not have to be motivated.

11.4. Each Associate Member shall pay membership fees per year, as decided upon by the General Assembly in the Internal Rules. Each year, the calculation method of the membership fees for the Associate Members shall be decided by the General Assembly, upon proposal of the Executive Board. Subsequently, the Secretary General shall determine the amount of the membership fees of each Associate Member based on the calculation method of membership fees decided by the General Assembly.

11.5. Without prejudice to Article 10 of the Bylaws, if a Full Member, or an Associate Member fails to pay its membership fees within fifteen (15) calendar days after a first reminder has been

sent to it by the Secretary General, its voting rights shall be automatically and immediately suspended until the payment of the membership fees due. If a Full Member, or Associate Member fails to pay its membership fees within thirty (30) calendar days after a first reminder has been sent to it by the Secretary General, the Secretary General can decide to suspend part or all the rights of the concerned Member to benefit from services provided by the Association.

11.6. Members joining the Association part way through a financial year shall pay the full amount of membership fees as calculated for their membership category, except if the Secretary General decides otherwise.

11.7. In addition to membership fees, each Full Member belonging to the stakeholders groups of Operators or Authorities having its registered office located in a member state of the European Union shall pay additional membership fees, per year, as decided upon by the General Assembly in the Internal Rules. These additional membership fees cover the Association's policy and advocacy activities towards the European Union institutions. Each year, the calculation method of the additional membership fees for the Full Members belonging to the stakeholders groups of Operators or Authorities having their registered office located in a member state of the European Union shall be decided by the General Assembly, upon proposal of the Executive Board. Subsequently, the Secretary General shall determine the amount of the additional membership fees of each Full Member belonging to the stakeholders group of Operators or Authorities having its registered office located in a member state of the European Union based on the calculation method of additional membership fees decided by the General Assembly.

11.8. In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contribution shall be proposed by the Executive Board to the General Assembly for approval.

11.9. The Executive Board shall also decide each year on the invoicing procedure and the time for payment of the membership fees. The membership fees are due within a period of two (2) months after the date of the sending of the payment request by the Secretary General.

11.10. The detailed rules regarding the membership fees and the calculation method shall be determined in the Internal Rules by the General Assembly.

ARTICLE 12. RIGHT TO SERVICES

Each Member is entitled to benefit from one of the three (3) services packages provided by the Association (Standard Services Package, Advantage Services Package and Premium Services Package) and as determined by the Executive Board in the Internal Rules, based on the amount of membership fees paid by it or, in case of a Full Member being a Daughter Company, based on the amount of membership fees paid by its Mother Company.

ARTICLE 13. COMPLIANCE WITH THE BYLAWS AND THE INTERNAL RULES

Any Member shall expressly adhere to the Bylaws and the Internal Rules, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 11 of the Bylaws.

TITLE IV. HONORARY AMBASSADOR

ARTICLE 14. HONORARY AMBASSADOR

14.1. Upon proposal of the Executive Board, the General Assembly shall have the right to grant the title of honorary ambassador to any natural person, (i) who has rendered exceptional services to the Association, and (ii) whose is employed by or otherwise linked to a Member at the time he/she served the Association. The General Assembly may revoke the title of honorary ambassador granted to one or several natural person(s) at any time. The decisions of the General Assembly regarding the granting or the revocation of the title of honorary ambassador are final, sovereign and must not be motivated.

14.2. The natural persons carrying the title of honorary ambassador shall have, in this capacity, no right whatsoever (included voting rights) pursuant to the Bylaws.

TITLE V. ORGANISATIONAL STRUCTURE

ARTICLE 15. BODIES

The bodies of the Association are:

- (a) The General Assembly;
- (b) The Executive Board;
- (c) The Policy Board;
- (d) The PresCom;
- (e) The President;
- (f) The Deputy President;
- (g) The Working Group(s) of the Executive Board;
- (h) The Division(s);
- (i) The Division Committee(s);
- (j) The Division Platform(s);
- (k) The Thematic Committee(s);
- (l) The Secretary General; and
- (m) The Internal Audit Board.

TITLE VI. GENERAL ASSEMBLY

ARTICLE 16. COMPOSITION

16.1. The General Assembly shall be composed of all Members of the Association.

16.2. Associate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

16.3. Each member of the Executive Board shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each member of the Executive Board who has been appointed as Main Contact shall be authorised to vote in this specific capacity for the Full Member he/she represents.

16.4. The General Assembly shall be chaired by the President. If the President is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by an Ambassador of a Full Member designated for this purpose by the General Assembly.

16.5. Upon recommendation of the Executive Board, the General Assembly may decide to confer the status of observer to one or more third party(ies) (hereafter: "**Observer**"). Observers shall have the right to attend the meetings of the General Assembly without voting rights and

with the right to be heard. The General Assembly may revoke the status of Observer at any time.

16.6. The President may invite one or more third party(ies) as guest(s) to attend one or more meeting(s) or part(s) of meeting(s) of the General Assembly without voting rights. Upon authorisation of the person chairing the General Assembly these third parties will receive the right to speak.

16.7. Observers and guests shall have no further rights pursuant to the Bylaws.

ARTICLE 17. VOTING RIGHTS

Each Full Member shall have voting rights according to the following weighted voting system:

- (a) Each Full Member being a Mother Company shall have one (1) vote per portion of membership fees paid pursuant to Article 11.1 of the Bylaws and as determined in the Internal Rules;
- (b) Each Full Member being a Daughter Company shall have no voting right if its Mother Company is a Full Member; and
- (c) All other Full Members shall have each (1) one vote.

ARTICLE 18. POWERS

The General Assembly shall have the powers specifically granted to it by law or the Bylaws. In particular, the General Assembly shall have the following powers:

- (a) The appointment and revocation of the members of the Executive Board;
- (b) Upon proposal of the Executive Board, the appointment and revocation of the President and Deputy President;
- (c) If applicable, upon proposal of the Executive Board, the appointment and revocation of an external accountant and, if any, the statutory auditor and the determination of his/her/its remuneration;
- (d) The appointment and revocation of the members of the Internal Audit Board;

(e) The discharge to be given to the members of the Executive Board, to the external accountant and, if any, to the statutory auditor;

(f) Upon proposal of the Executive Board, the approval of the calculation method of the membership fees and the adoption, the amendment and the revocation of the provisions of the Internal Rules related to the calculation method of the membership fees;

(g) Upon proposal of the Executive Board, the approval of the amount of the additional contributions;

(h) The granting and the revocation of the title of honorary ambassador;

(i) The approval of the annual working plan, the annual accounts, and the budget;

(j) Upon proposal of the Executive Board, the establishment and dissolution of Division(s) and Division Committee(s);

(k) Upon proposal of the Executive Board, the amendment of the Bylaws; and

(l) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s).

ARTICLE 19. MEETINGS

19.1. The General Assembly shall meet at least once (1) a year, within six (6) months following the end of the financial year (hereafter: "**Ordinary General Assembly**"), upon convening by the Executive Board in order to approve the annual accounts and the budget. The date, time and place of the meeting of the Ordinary General Assembly shall be determined by the preceding Ordinary General Assembly and indicated in the convening notice. In exceptional circumstances and when the urgency so requires, the Executive Board may modify the date, time and place of the meeting of the Ordinary General Assembly.

19.2. A General Assembly shall be convened at any time by the President or the Executive Board whenever required by the interests of the Association or upon written request signed by at least two third (2/3) of the Full Members, and notified to the President. In this last case, the President or the Executive Board shall convene the General Assembly within ninety (90) calendar days after the request of convening of the Full Members. The General Assembly shall take place at the latest on the one hundred and eightieth (180th) calendar day following this request.

19.3. If the President is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Executive Board.

ARTICLE 20. PROXIES

20.1. Each Full Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Secretary General via similar means, to give a proxy to another Full Member to be represented at a General Assembly meeting. No Full Member may hold more than three (3) proxies.

20.2. Each Full Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Secretary General via similar means, to give a proxy to another Member or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to the Bylaws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 60 of the Bylaws. In that case, each Member or third party may hold an unlimited number of proxies.

ARTICLE 21. CONVENING NOTICES. AGENDA

21.1. Without prejudice to Article 22, Article 60, and Article 61 of the Bylaws, convening notices for the General Assembly shall be notified to the Members and the members of the Executive Board by the Secretary General via regular mail or via any other means of written communication (including email) at least thirty (30) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared by the Secretary General and adopted by the Executive Board.

21.2. No vote shall be cast regarding an item that is not listed on the agenda, except if at least two thirds (2/3) of all the Full Members are present or represented at a meeting of the General Assembly and vote to proceed with such vote.

21.3. Each Member, and each member of the Executive Board shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article.

ARTICLE 22. QUORUM. VOTES

22.1. Unless otherwise stipulated in the Bylaws, the General Assembly shall be validly constituted if at least two (2) Full Members are present..

22.2. Unless otherwise stipulated in the Bylaws, decisions of the General Assembly shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the Full Members present or represented.

22.3. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member which the President represents as Ambassador shall have the decisive vote and in its absence, the Full Member which the Deputy-President represents as Ambassador. If the Full Member which the President represents as Ambassador and the Full Member which the Deputy-President represents as Ambassador are both absent, the Full Member having its Ambassador who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

22.4. The votes are issued by secret ballot.

22.5. The detailed procedures regarding the vote shall be determined in the Internal Rules.

ARTICLE 23. WRITTEN PROCEDURE

23.1. Except for (i) the amendment of the Bylaws, and (ii) the dissolution and liquidation of the Association, in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written procedure.

23.2. For this purpose, the President, upon request of the Executive Board, and with the assistance of the Secretary General shall send a letter, via regular mail or via any other means of written communication (including email) to all Members and members of the Executive Board, mentioning the agenda and the proposals for the decisions to be taken, with request to the Full Members having voting rights to approve the proposals and to send the letter back via regular mail or via any other means of written communication (including email) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

23.3. Within this term, (i) at least fifty (50) Full Members having voting rights shall send the letter back, and (ii) at least fifty percent (50%) plus one (1) Full Member of all the Full Members having sent back the letter in accordance to item (i) shall approve the proposals, for the decisions to be deemed to be taken. In the event of a tie, the decisions are deemed not to be taken.

23.4. For the purpose of this Article, Full Members are not allowed to grant proxies to other Full Members.

23.5. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the Members and members of the Executive Board.

ARTICLE 24. REGISTER OF MINUTES

24.1. Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the President and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the Secretary General to the Members. The register of minutes shall be kept at the registered office of the Association where all Members may consult it, without, however, displacing it.

24.2. The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the Internal Rules.

TITLE VII. EXECUTIVE BOARD

ARTICLE 25. COMPOSITION

25.1. The Association shall be administered by an Executive Board composed of natural persons.

25.2. Each member of the Executive Board shall be an Ambassador of a different Full Member.

25.3. The Executive Board shall be composed as follows:

- (a) The President shall be as of right a member of the Executive Board;
- (b) The chair(s) or the vice-chair(s) of the Division(s) appointed by the General Assembly;
and
- (c) One or more Ambassador(s) of Full Members of specific countries appointed by the General Assembly, upon recommendation of the Executive Board.

25.4. The General Assembly shall appoint the members of the Executive Board. The General Assembly shall endeavour to appoint an Executive Board as balanced and as representative as possible of the geographical diversity of the Full Members. The General Assembly shall also endeavour to appoint an Executive Board being as well balanced as possible in terms of gender. The term of office of the members of the Executive Board shall be of two (2) years, renewable once (1). The mandate performed by a member of the Executive Board pursuant

to the paragraphs 25.13 and 25.14 of the present Article, shall not be taken into account for the computation of the number of terms of office. The mandate of the members of the Executive Board shall start immediately after the meeting of the General Assembly during which they have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board have been appointed, immediately after the UITP Global Public Transport Summit. The mandate of the members of the Executive Board shall be non-remunerated. The Association may cover reasonable expenses exposed by the members of the Executive Board to attend the meetings of the Executive Board.

25.5. Each Division may propose one (1) candidate to membership of the Executive Board to the Secretary General at least sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Board will be appointed. In addition to the criterion set out under paragraph 25.2 of the present Article, the candidate proposed by a Division (i) shall be its next chair or vice-chair as already appointed by the concerned Division, (ii) shall not be candidate to the presidency of the Association, and (iii) shall not be a candidate to the membership of the Executive Board pursuant to paragraphs 25.6 and 25.9 of the present Article. If the candidate proposed by a Division is appointed as a member of the Executive Board by the General Assembly, he/she will bear the title of "Vice-President".

25.6. If the total amount of membership fees paid, over the last financial year of the Association, by the Full Members having their registered office in a same country reaches a certain scale, as determined by the Executive Board in the Internal Rules, all the Full Members having their registered office in the same country may jointly propose one (1) or several, depending of the scale reached, candidate(s) to membership of the Executive Board to the Secretary General at least sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Board will be appointed. In addition to the criterion set out in paragraph 25.2 of the present Article, the candidate(s) proposed by the Full Members having their registered office located in the same country (i) shall be an Ambassador of a Full Member benefiting from an Advantage Services Package or Premium Services Package, (ii) shall not be candidate to the presidency of the Association, and (iii) shall not be a candidate to membership of the Executive Board pursuant to paragraphs 25.5 and 25.9 of the present Article.

25.7. The Secretary General shall inform (i) the Divisions and (ii) the Full Members having their registered office in a country for which the total amount of membership fees paid by these Full Members over the last financial year has reached a scale allowing them to propose one (1) or several candidate(s), as soon as a new appointment by the General Assembly is necessary. The Secretary General, taking into account the criteria set out in paragraphs 25.2, 25.5 and 25.6 of the present Article, shall draw up a list of all proposed candidate to membership of the Executive Board. The list shall be attached to the convening notice of the meeting of the General Assembly at which one or more member(s) of the Executive Board will be appointed. The detailed procedures for the appointment of members of the Executive Board shall be determined in the Internal Rules.

25.8. Recognising that the impact of the adoption of the new Bylaws in 2018 results in changes to the rules of composition of the Executive Board which were previously in force

and taking into account the likely creation of new Divisions in future years, the stipulations in paragraphs 25.1 to 25.7 of the present Article concerning the composition of the Executive Board, shall be implemented gradually so as to allow for a smooth transition from the Executive Board composition of 2018 to the new Executive Board composition. The implementation shall be finalised within four (4) years after the entry into force of the new Bylaws of 2018.

25.9. Taking into account the preceding paragraph, for the time period between the entry into force of the Bylaws of 2018 and the finalization of the four (4) years implementation period, the Secretary General may propose one (1) or several candidate(s) member of the Executive Board to the Executive Board for approval at least sixty (60) calendar days in advance of a meeting of the General Assembly at which one or more member(s) of the Executive Board will be appointed. In addition to the criterion set out under paragraph 25.2 of the present Article, the candidate(s) proposed by the Executive Board shall (i) not be candidate to presidency of the Association, and (ii) shall not be a candidate to membership of the Executive Board pursuant to paragraphs 25.5 and 25.6 of the present Article. If the candidate(s) proposed by the Executive Board is/are appointed as a member of the Executive Board by the General Assembly, he/she/they will bear the title of "Vice-President".

25.10. The mandate of a member of the Executive Board terminates by expiry of his/her Executive Board membership. Except for the President, the mandate of a member of the Executive Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the member of the Executive Board, for whatever reason, ceases to fulfil the applicable criteria set out in paragraphs 25.2., 25.5, 25.6, and 25.9 of the present Article or (iii) if a member of the Executive Board has failed to attend three (3) consecutive meetings of the Executive Board.

25.11. The mandate of a member of the Executive Board also terminates upon revocation by the General Assembly. The General Assembly may revoke a member of the Executive Board at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of the Executive Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.

25.12. The members of the Executive Board are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the President.

25.13. If the mandate of a member of the Executive Board appointed pursuant to paragraphs 25.5 or 25.9 of the present Article ceases before his/her term, for whatever reason, the Executive Board may freely appoint (by co-optation) a new member of the Executive Board for the remainder of the term, provided that the member of the Executive Board appointed (by co-optation) fulfils the criteria for the composition of the Executive Board set out in paragraphs 25.2 and 25.5, second sentence, or 25.9, second sentence, of the present Article for the remainder of the term.

25.14. If the mandate of a member of the Executive Board appointed pursuant to paragraph 25.6 of the present Article ceases before his/her term, for whatever reason, by derogation to paragraphs 25.3, (b) and 25.4 of the present Article, the Executive Board (by co-option) may appoint a new member of the Executive Board proposed pursuant to paragraph 25.6 of the present Article for the remainder of the term.

25.15. In case of termination of the mandate of a member of the Executive Board for whatever reason, the member of the Executive Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable.

25.16. The Executive Board shall be chaired by the President. If the President is unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to chair the Executive Board, the Executive Board shall be chaired by the oldest (in age) member of the Executive Board.

25.17. The Executive Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Executive Board.

ARTICLE 26. POWERS

26.1. The Executive Board shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association by law or the Bylaws. The Executive Board shall act as a collegial body (in French: "organe collégial" / in Dutch: "collegiaal orgaan").

26.2. The Executive Board shall in particular have the following powers:

- (a) The transfer of the Association's registered office;
- (b) The determination of the Association's strategies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) If applicable, the proposal of a statutory auditor to be appointed by the General Assembly;
- (f) The convening of a meeting of the General Assembly;
- (g) The decision to use the written procedure for the General Assembly to adopt resolutions;
- (h) The adoption of the agenda of the meetings of the General Assembly;
- (i) The execution of the decisions of the General Assembly;
- (j) The proposal of (a) candidate(s) for the title of honorary ambassador to the General Assembly;

- (k) Upon proposal of the Secretary General, the determination of the content of the services packages for the Members;
- (l) In accordance with Article 10.2 of the Bylaws, the exclusion of a Member;
- (m) The proposal of (a) candidate(s) to presidency and deputy presidency to the General Assembly;
- (n) In accordance with Article 25.9 of the Bylaws, the approval of one (1) or more candidate(s) to membership of the Executive Board proposed by the Secretary General for appointment by the General Assembly;
- (o) The appointment and revocation of the Secretary General, including the discharge to be given;
- (p) The proposal of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (q) The proposal of the amount of additional contribution and the calculation method of the additional contributions to the General Assembly;
- (r) The decision to apply an interest rate in case a Member fails to pay its membership fees in due time;
- (s) The proposal of amendments to the Bylaws to the General Assembly;
- (t) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Secretary General, the finalization and approval of these documents that must be submitted to the General Assembly for approval;
- (u) Upon receipt of the draft Integrated Global Work Programme from the Policy Board, the approval of the Integrated Global Work Programme;
- (v) The adoption, the amendment and the revocation of the Internal Rules, with the exception of the provisions relating to the calculation method of the membership fees;
- (w) The adoption of proposals to be submitted to the General Assembly;
- (x) The decisions to establish and dissolve, determine the working and governance rules of, and delegate tasks to one or more Working Group(s) of the Executive Board and the overseeing of this/these;
- (y) The proposal to establish and dissolve one or more Division(s) and Division Committee(s) to the general Assembly;
- (z) The delegation of tasks to one or more Division(s) and Division Committee(s) and the overseeing of this/these, except for the scientific works;
- (aa) Upon proposal of the concerned Division, the adoption, the amendment and the revocation of the concerned Division Terms of Reference, which contain the working and the governance rules;
- (bb) Upon proposal of the concerned Division Committee, the adoption, the amendment and the revocation of the concerned Division Committee Terms of Reference, which contain the working and the governance rules;
- (cc) The opening, establishment, and creation of regional offices around the world;
- (dd) The opening, establishment, creation or acquisition of any legal entity, with or without distinct legal personality, including any branch, in any country, jointly or not with third parties, which is in line with the purpose of the Association; and
- (ee) The purchase or acquisition of real estate, bonds, financial instruments and/or shares.

26.3. Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Executive Board shall report to the Ordinary General Assembly on the annual

activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

26.4. At any time, the Executive Board may delegate specific powers to one or more member(s) of the Executive Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

ARTICLE 27. MEETINGS

The Executive Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to convene the Executive Board, the Executive Board shall be convened by the oldest (in age) member of the Executive Board.

ARTICLE 28. PROXIES

Each member of the Executive Board shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the President via similar means, to give a proxy to another member of the Executive Board, to be represented at an Executive Board meeting. No member of the Executive Board may hold more than two (2) proxies.

ARTICLE 29. CONVENING NOTICES. AGENDA

29.1. Without prejudice to Article 30.2 of the Bylaws, convening notices for the Executive Board shall be notified to the members of the Executive Board by the Secretary General via regular mail or via any other means of written communication (including email) at least fifteen (15) calendar days before the meeting. The convening notices shall mention the date, time, place of the meeting and include the agenda. The material documents necessary for the discussion shall be sent via regular mail or via any other means of written communication (including email) at the latest seven (7) calendar days before the meeting. The agenda of the meetings of the Executive Board shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the

agenda shall be adopted by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest (in age) member of the Executive Board.

29.2. Any proposal of additional item(s) on the agenda of the Executive Board signed by at least two (2) members of the Executive Board and notified to the President at least seven (7) calendar days before the meeting shall be included in the agenda. In such a case, the President shall inform the members of the Executive Board of the additional item(s) on the agenda of the Executive Board via regular mail or via any other means of written communication (including email) at least five (5) calendar days before the meeting of the Executive Board.

29.3. Each member of the Executive Board shall have the right, before, during or after a meeting of the Executive Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Executive Board present or represented at a meeting of the Executive Board shall be considered to have been regularly convened to this meeting.

ARTICLE 30. QUORUM. VOTES

30.1. Unless otherwise stipulated in the Bylaws, the Executive Board shall be validly constituted when at least half of the members of the Executive Board are present or represented. In any case, the Executive Board shall always be constituted of at least two (2) members of the Executive Board present.

30.2. If at least half of the members of the Executive Board are not present or represented at the first meeting, a second meeting of the Executive Board may be convened pursuant to Article 29 of the Bylaws, at least fifteen (15) calendar days after the first meeting of the Executive Board. The second meeting of the Executive Board shall validly deliberate irrespective of the number of members of the Executive Board present or represented, in accordance with the majorities stipulated in paragraph 30.3 of the present Article.

30.3. Unless otherwise stipulated in the Bylaws, decisions of the Executive Board shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Executive Board present or represented. Each member of the Executive Board shall have one (1) vote.

30.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Deputy-President. If the President and the Deputy-President are both absent (whether represented or not), the oldest (in age) member of the Executive Board present shall have the decisive vote.

30.5. A duly convened meeting of the Executive Board shall be validly held even if all or some of the members of the Executive Board are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Executive Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Executive Board shall be deemed present.

ARTICLE 31. REGISTER OF MINUTES

31.1. Minutes shall be drawn up at each Executive Board's meeting. They shall be approved and signed by the President and two (2) members of the Executive Board who have attended the meeting of the Executive Board and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the Secretary General to the members of the Executive Board. The register of minutes shall be kept at the registered office of the Association where all members of the Executive Board may consult it, without, however, displacing it.

31.2. The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the Internal Rules.

ARTICLE 32. WRITTEN PROCEDURE

32.1. When the urgency of the matter requires, the Executive Board may take decisions via written procedure.

32.2. For this purpose, the Secretary General, upon request of the President, shall send a letter, via regular mail or via any other means of written communication (including email) to all members of the Executive Board, mentioning the agenda and the proposals for the decisions to be taken, with request to the members of the Executive Board to approve the proposals and to send the letter back via regular mail or via any other means of written communication (including email) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

32.3. If the approval of at least two thirds (2/3) of all members of the Executive Board regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

32.4. For the purpose of the present Article, members of the Executive Board are not allowed to grant proxies.

32.5. Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the members of the Executive Board.

TITLE VIII. POLICY BOARD

ARTICLE 33. COMPOSITION

33.1. The Policy Board shall be composed as follows:

- (a) Each member of the Executive Board shall be a member of the Policy Board as of right;
- (b) Each chair or, as the case may be, vice-chair of each Division Committee shall be a member of the Policy Board as of right;
- (c) Each chair or, as the case may be, vice-chair of each Thematic Committee shall be a member of the Policy Board as of right;
- (d) The chair of the PresCom shall be member of the Policy Board as of right; and
- (e) One or more Ambassador(s) of Full Members appointed by the Full Members having their registered office in a same country pursuant to paragraph 33.2 of the present Article.

33.2. If the total amount of membership fees paid, over the last financial year of the Association, by the Full Members having their registered office in a same country reaches a certain scale, as determined by the Executive Board in the Internal Rules, all the Full Members having their registered office in the same country may jointly appoint one (1) or several, depending of the scale reached, member(s) of the Policy Board. The member(s) of the Policy Board appointed by the Full Members having their registered office in a same country (i) shall be an Ambassador of a different Full Member or a natural person employed by or otherwise linked to a different Full Member benefiting from an Advantage Services Package or Premium Services Package, (ii) shall have, as far as possible, responsibilities within the Full Member he/she is issue from and (iii) not be a candidate to presidency of the Association or to Executive Board membership for the next elections. The Full Members having their registered office in a same country shall provide the identity of the member(s) of the Policy Board they have appointed at least sixty (60) calendar days in advance of a meeting of the General Assembly during which one or more member(s) of the Executive Board will be appointed.

33.3. The Secretary General shall inform the Full Members having their registered office in a country for which the total amount of membership fees paid by these Full Members over the last financial year has reached a scale allowing them to appoint one (1) or several member(s) of the Policy Board, as soon as a new appointment is necessary.

33.4. The detailed procedures for the composition of the Policy Board and the appointment of members of the Policy Board shall be determined in the Internal Rules.

33.5. The mandate of the members of the Policy Board is a two (2) years term mandate, renewable once (1). The mandate performed by a member of the Policy Board pursuant to the paragraph 33.9 of the present Article, shall not be taken into account for the computation of the number of terms of office. The mandate of the members of the Policy Board shall start immediately after the meeting of the General Assembly during which the members of the Executive Board have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board have been appointed, immediately after the UITP Global Public Transport Summit. Their mandate shall be non-remunerated.

33.6. The mandate of a member of the Policy Board terminates by expiry of his/her Policy Board membership. The mandate of a member of the Policy Board terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a member of the Policy Board being a member of the Executive Board ceases, for whatever reason, to be a member of the Executive Board, or (iii) if a member of the Policy Board being a chair or a vice-chair of a Division Committee ceases, for whatever reason, to be the chair or the vice-chair of a Division Committee, or (v) if a member of the Policy Board being a chair or a vice-chair of a Thematic Committee ceases, for whatever reason, to be the chair or the vice-chair of a Thematic Committee, or (vi) if a member of the Policy Board having been appointed by Full Members having their registered office in a same country pursuant to paragraph 33.2 of the present Article does no longer meet the criteria set out in paragraph 33.2 of the present Article.

33.7. The Policy Board may revoke a member of the Policy Board who has failed to attend three (3) consecutive meetings of the Policy Board at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the member of Policy Board concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Policy Board and prior to the voting on the revocation.

33.8. The members of the Policy Board are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the Secretary General. In case of termination of the mandate of a member of the Policy Board for whatever reason, except the cases of automatic termination of the mandate of a Policy Board member, the member of the Policy Board shall continue performing the duties of his/her office until he/she has been replaced within ninety (90) calendar days.

33.9. In case of termination of the mandate of a member of the Policy Board being a member of the Executive Board for whatever reason, the member of the Policy Board shall

be replaced by the member of the Executive Board who will replace him/her for the remainder of his/her term. In case of termination of the mandate of a member of the Policy Board being the chair or the vice-chair of a Division Committee for whatever reason, the member of the Policy Board shall be replaced by the chair of the concerned Division Committee or the most experienced vice-chair of the concerned Division Committee for the remainder of his/her term. In case of termination of the mandate of a member of the Policy Board being the chair or the vice-chair of a Thematic Committee for whatever reason, the member of the Policy Board shall be replaced by the chair of the concerned Thematic Committee or the most experienced vice-chair of the concerned Thematic Committee for the remainder of his/her term. In case of termination of the mandate of a member of the Policy Board having been appointed by the Full Members having their registered office in a same country pursuant to paragraph 33.2 of the present Article for whatever reason, the member of the Policy Board shall be replaced by the concerned Full Members according to the process described under paragraphs 33.2 and 33.3 of the present Article for the remainder of his/her term.

33.10. In case of termination of the mandate of a member of the Policy Board for whatever reason, the member of the Policy Board shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable.

33.11. The Policy Board shall be chaired by the President. If the President is unable or unwilling to chair the Policy Board, the Policy Board shall be chaired by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to chair the Policy Board, the Policy Board shall be chaired by the oldest member of the Policy Board (in age) present.

33.12. The Policy Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Policy Board.

ARTICLE 34. POWERS

34.1. The Policy Board shall have the powers specifically granted to it by the Bylaws. The Policy Board shall in particular have the following powers:

- (a) The discussion and approval of the position papers of the Association in the area of the transport policy, except for the powers that are specially granted to other bodies of the Association with respect to the area of transport policy with an exclusively regional nature;
- (b) The determination of the programme of the UITP Global Public Transport Summit;
- (c) Upon receipt of the draft Integrated Global Work Programme from the PresCom, the approval of the scientific aspects of the Integrated Global Work Programme before submission to the Executive Board for final approval;
- (d) The supervision of the results of the scientific works carried out in the Division Committee(s) and the Thematic Committees; and

- (e) The decisions to establish and dissolve, determine the working and governance rules of, and delegate tasks to one or more Thematic Committee(s) and the overseeing of this/these.

34.2. The Policy Board shall act as a collegial body (in French: “organe collégial” / in Dutch: “collegiaal orgaan”).

34.3. At any time, the Policy Board may delegate specific powers to one or more member(s) of the Policy Board or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

ARTICLE 35. MEETINGS

The Policy Board shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the President, and at such time and place as determined in the convening notice. If the President is unable or unwilling to convene the Policy Board, the Policy Board shall be convened by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to convene the Policy Board, the Policy Board shall be convened by the oldest (in age) member of the Policy Board.

ARTICLE 36. PROXIES

36.1. In exceptional cases, each member of the Policy Board shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the President via similar means, to give a proxy to another member of the Policy Board, to be represented at an Policy Board meeting. No member of the Policy Board may hold more than one (1) proxy.

36.2. In addition, each member of the Policy Board having been appointed by the Full Members having their registered office in a same country pursuant to Article 33.2 of the Bylaws shall have the right to appoint one (1) natural person called a substitute (hereafter: “**Substitute**”) in order to replace him/her at a meeting of the Policy Board in case the member of the Policy Board is unable to attend said meeting. The Substitute shall benefit from the same rights, including voting rights, as the member of the Policy he/she is replacing during the meeting of the Policy Board.

36.3. Each concerned member of the Policy Board shall inform as soon as possible, via regular mail or any other means of written communication (including email), the Secretary General of the identity, and contact details of his/her Substitute.

ARTICLE 37. CONVENING NOTICES. AGENDA

37.1. Without prejudice of Article 38.2 of the Bylaws, convening notices for the Policy Board shall be notified to the members of the Policy Board by the Secretary General via regular mail or via any other means of written communication (including email) at least thirty (30) calendar days before the meeting. The convening notices shall mention the date, time, place of the meeting and include the agenda. The material documents necessary for the discussion shall be sent via regular mail or via any other means of written communication (including email) at the latest seven (7) calendar days before the meeting. The agenda of the meetings of the Policy Board shall be prepared by the Secretary General and adopted by the President. If the President is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Deputy-President. If the President and the Deputy-President are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest (in age) member of the Policy Board.

37.2. Any proposal of additional item(s) on the agenda of the Policy Board signed by at least five (5) members of the Policy Board and notified to the President at least twenty-one (21) calendar days before the meeting must be included in the agenda. In such a case, the President shall inform the members of the Policy Board of the additional item(s) on the agenda of the Policy Board via regular mail or via any other means of written communication (including email) at least fourteen (14) calendar days before the meeting of the Policy Board.

37.3. Each member of the Policy Board shall have the right, before, during or after a meeting of the Policy Board, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any member of the Policy Board present or represented at a meeting of the Policy Board shall be considered to have been regularly convened to this meeting.

ARTICLE 38. QUORUM. VOTES

38.1. Unless otherwise stipulated in the Bylaws, the Policy Board shall be validly constituted when at least half of the members of the Policy Board are present or represented. In any case, the Policy Board shall always be constituted of at least two (2) members of the Policy Board present.

38.2. If at least half of the members of the Policy Board are not present or represented at the first meeting, a second meeting of the Policy Board may be convened pursuant to Article 37 of the Bylaws, at least fifteen (15) calendar days after the first meeting of the Policy Board. The second meeting of the Policy Board shall validly deliberate irrespective of the number of members of the Policy Board present or represented, in accordance with the majorities stipulated in paragraph 38.3 of the present Article.

38.3. Unless otherwise stipulated in the Bylaws, decisions of the Policy Board shall be validly adopted if they obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Policy Board present or represented. Each member of the Policy Board shall have one (1) vote.

38.4. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the President shall have the decisive vote and in his/her absence (whether represented or not), the Deputy-President. If the President and the Deputy-President are both absent (whether represented or not), the oldest (in age) member of the Policy Board present shall have the decisive vote.

38.5. A duly convened meeting of the Policy Board shall be validly held even if all or some of the members of the Policy Board are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow members of the Policy Board to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the members of the Policy Board shall be deemed present.

ARTICLE 39. REGISTER OF MINUTES

39.1. Minutes shall be drawn up at each Policy Board's meeting. They shall be approved and signed by the President and at least two (2) members of the Policy Board who have attended the meeting of the Policy Board and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the Secretary General to the members of the Policy Board. The register of minutes shall be kept at the registered office of the Association where all members of the Policy Board may consult it, without, however, displacing it.

39.2. The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the Internal Rules.

TITLE IX. PRESCOM

ARTICLE 40. COMPOSITION

40.1. The PresCom shall be composed as follows:

- (a) Each chair of each Division Committee shall be a member of the PresCom as of right;
and

(b) Each chair of a Thematic Committee shall be a member of the PresCom as of right.

40.2. The PresCom shall be chaired by a chair being a natural person appointed by the Policy Board. The chair shall be appointed for a two (2) years term, renewable once (1). The mandate of the chair of the PresCom shall start immediately after the meeting of the General Assembly during which the members of the Executive Board have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board have been appointed, immediately after the UITP Global Public Transport Summit.

40.3. The Policy Board, upon proposal of the PresCom, shall determine the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the PresCom in the terms of reference of the PresCom (hereafter: "**PresCom Terms of Reference**").

ARTICLE 41. POWERS

41.1. The PresCom shall in particular have the following powers:

- (a) The coordination of activities in order to avoid double work by different bodies of the Association;
- (b) The provision of a platform of exchange to organise the cooperation between the bodies of the Association;
- (c) The rendering of consultative opinions and the provision of support for the Policy Board and the activities of the Division Committee(s) and Thematic Committee(s);
- (d) The preparation and monitoring of the Integrated Global Work Programme to be submitted to the Policy Board; and
- (e) The definition of the knowledge programme of the UITP Global Public Transport Summit.

41.2. The PresCom shall not represent the Association vis-à-vis third parties.

41.3. The Prescom shall always act under the responsibility of the Policy Board and shall report periodically to the Policy Board on its activities, and/or at the request of the Policy Board.

41.4. The PresCom may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the PresCom.

TITLE X. PRESIDENT AND DEPUTY-PRESIDENT

ARTICLE 42. APPOINTMENT AND FUNCTION OF THE PRESIDENT AND DEPUTY-PRESIDENT

42.1. Upon proposal of the Executive Board, the General Assembly shall appoint a President. The President shall be a natural person who has been a member of the Policy Board over the last calendar year. Upon proposal of the Executive Board, the General Assembly shall appoint a Deputy-President among the members of the Executive Board. The President and the Deputy-President shall be two (2) distinct natural persons. Their mandates shall be non-remunerated.

42.2. The term of office of the President and the Deputy-President is a two (2) years term, renewable once (1). The mandate performed by a President and a Deputy-President for the remainder of a term pursuant to 42.4 paragraph of the present Article, shall not be taken into account for the computation of the number of terms of office as referred to in the present paragraph. The mandate of the President and Deputy-President shall start immediately after the meeting of the General Assembly during which they have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which they have been appointed, immediately after the UITP Global Public Transport Summit.

42.3. The mandate of the President and the Deputy-President terminates by expiry of the term of their mandate. The mandate of the President terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the President, for whatever reason, ceases to fulfil the criteria set out in paragraph 42.1 of the present Article. The mandate of the Deputy-President terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) by expiration of his/her mandate as member of the Executive Board.

42.4. If the mandate of the President ceases before his/her term, for whatever reason, the Deputy-President shall become as of right the President until the next meeting of the General Assembly. If the mandate of the Deputy-President ceases before his/her term, for whatever reason, the Executive Board shall freely appoint among the members of the Executive Board a new Deputy-President until the next meeting of the General Assembly. At its next meeting, the General Assembly shall appoint a new President or Deputy-President for the remainder of the term of the President or Deputy-President being replaced.

42.5. The General Assembly may further revoke the President as President or the Deputy-President as Deputy-President at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the President or Deputy-President concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting

on the revocation. In addition, the decision to revoke the President shall be validly adopted if it obtains a majority of at least two thirds (2/3) of the votes cast by the Full Members present or represented. The concerned President or Deputy-President shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

42.6. The President and Deputy-President are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the Executive Board.

42.7. In case of termination of the mandate of the President or the Deputy-President for whatever reason, the President or Deputy-President as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable.

ARTICLE 43. POWERS OF THE PRESIDENT AND DEPUTY-PRESIDENT

43.1. The President shall have the powers specifically granted to him/her by the Bylaws. In particular, the President shall have the following powers:

- (a) Adopting the agenda of the meetings of the Executive Board, and the Policy Board, after preparation by the Secretary General;
- (b) Presiding the meetings of the General Assembly, the Executive Board, and the Policy Board;
- (c) Signing and approving the minutes of the meetings of the General Assembly, the Executive Board, and the Policy Board;
- (d) Jointly with the Secretary General, the representation of the Association in (international) events in order to advocate the positions of the Association and promote public transport and sustainable mobility; and
- (e) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties.

43.2. The Deputy-President shall have the powers specifically granted to him/her by the Bylaws. As a general rule, the Deputy-President shall provide assistance to the President and replace the President in his/her absence.

TITLE XI. WORKING GROUP(S) OF THE EXECUTIVE BOARD

ARTICLE 44. WORKING GROUP(S) OF THE EXECUTIVE BOARD

44.1. The Executive Board may establish and delegate tasks to one or more Working Group(s) of the Executive Board. The Working Group(s) of the Executive Board shall have a supporting role to the Executive Board on specific issues. The Executive Board shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Working Group(s) of the Executive Board.

44.2. The Working Group(s) of the Executive Board shall be composed of members of the Executive Board. The Executive Board shall also endeavour to have a composition as well as possible balanced in terms of gender.

44.3. The Working Group(s) of the Executive Board shall not represent the Association vis-à-vis third parties.

44.4. The Working Group(s) of the Executive Board shall always act under the responsibility of the Executive Board and shall report periodically to the Executive Board on its/their activities, and/or at the request of the Executive Board.

44.5. The Working Group(s) of the Executive Board may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s) of the Executive Board.

TITLE XII. DIVISION(S), DIVISION COMMITTEE(S) AND DIVISION PLATFORM(S)

ARTICLE 45. DIVISION(S). ESTABLISHMENT. COMPOSITION

45.1. The General Assembly, upon proposal of the Executive Board, may establish and dissolve one or more Division(s) which shall be a forum for encounters, knowledge exchange, debates, dissemination of information on trends, policies and programmes concerning Full Members related to (i) a region, or (ii) a group of stakeholders. The Executive Board may delegate tasks to one or more Division(s) and oversee this/these.

45.2. Division(s) shall be composed of Full Members. Based on the rules described in the concerned Division Terms of Reference, the Secretary General shall determine to which Division(s) each Full member shall belong. The Executive Board, upon proposal of the concerned Division, shall determine the mission, composition rules, powers, conduct of

meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes in the terms of reference of the concerned Division (hereafter: "**Division Terms of Reference**").

45.3. The Division(s) may be chaired by a chair being an Ambassador of a Full Member and, as the case may be, one or more vice-chair(s) being (an) Ambassador(s) of (a) Full Member(s) may be appointed. The chair and, as the case may be, the vice-chair(s) shall be appointed for a two (2) years terms, renewable once (1). The mandate of the chair and, as the case may be, the vice-chair(s) of a Division shall start immediately after the meeting of the General Assembly during which the members of the Executive Board have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board Members have been appointed, immediately after the UITP Global Public Transport Summit.

45.4. Each Division shall at least meet once (1) every two (2) years. Convening notices for the meetings of each Division shall be notified to all the members of the Division, by the chair of the Division via regular mail or via any other means of written communication (including email) at least thirty (30) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the Division.

45.5. Decisions of each Division shall be validly adopted if (i) at least two (2) Full Members being members of the concerned Division are present and (ii) the decisions obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Division present or represented. Each member of the Division shall have one (1) vote.

45.6. The Division(s) shall not represent the Association vis-à-vis third parties.

45.7. The Division(s) shall always act under the responsibility of the Executive Board and shall report periodically to the Executive Board on its/their activities, and/or at the request of the Executive Board.

45.8. The Division(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Division(s).

45.9. Each Full Member shall have the right to attend a meeting of a Division to which it is not a member without voting rights.

ARTICLE 46. DIVISION COMMITTEE(S). ESTABLISHMENT. COMPOSITION

46.1. The General Assembly, upon proposal of the Executive Board, may establish and dissolve, among each Division, one or more Division Committee(s) which shall be a centre of competence in a specific area and/or which concerns only certain members of a Division, lead studies and communicate the results to the concerned Division.

46.2. The Division Committee(s) shall be composed of experts and key players being Ambassadors of a Full Member being a member of the Division to which the Division Committee is linked and as determined in the Division Committee Terms of Reference. The Division Committee(s) shall also endeavour to have a composition as well balanced as possible in terms of gender. The Executive Board, upon proposal of the concerned Division Committee, shall determine the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes in the terms of reference of the concerned Division Committee (hereafter: "**Division Committee Terms of Reference**").

46.3. The Division Committee(s) shall be chaired by a chair being an Ambassador of a Full Member and, as the case may be, one or more vice-chair(s), being (an) Ambassador(s) of a Full Member(s), may be appointed. The chair and, as the case may be, the vice-chair(s) shall be appointed for a two (2) years terms, renewable once (1). The mandate of the chair and vice-chair(s) of a Division Committee shall immediately after the meeting of the General Assembly during which the members of the Executive Board have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board have been appointed, immediately after the UITP Global Public Transport Summit .

46.4. Each Division Committee shall at least meet once (1) a year. Convening notices for the each Division Committee shall be notified to all the member of the Division Committee, by the chair of the Division Committee via regular mail or via any other means of written communication (including email) at least thirty (30) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the Division Committee.

46.5. Decisions of each Division Committee shall be validly adopted if (i) at least two (2) members of the Division Committee are present and (ii) the decisions obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Division Committee present or represented. Each member of the Division Committee shall have one (1) vote.

46.6. The Division Committee(s) shall not represent the Association vis-à-vis third parties. By derogation to the preceding sentence, the European Union Division Committee shall represent the Association vis-à-vis third parties via the issuance of position papers only and exclusively concerning EU matters.

46.7. The Division Committee(s) shall always act under the responsibility of the Executive Board and shall report periodically to the Executive Board on its/their activities, and/or at the request of the Executive Board.

46.8. By derogation to the precedent paragraph, for the scientific works, the Division Committee(s) shall always act under the responsibility of the Policy Board and shall report periodically to the Policy Board on its/their activities, and/or at the request of the Policy Board.

46.9. The Division Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Division Committee(s).

ARTICLE 47. DIVISION PLATFORM(S)

47.1. The Division Committee(s) may establish and delegate tasks to one or more Division Platform(s). The Division Platform(s) shall have a supporting role to the Division Committee(s) on specific issues. The Division Committee(s) shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of their respective Division Platforms.

47.2. The Division Platform(s) shall not represent the Association vis-à-vis third parties.

47.3. The Division Platform(s) shall always act under the responsibility of the Division Committee and shall report periodically to the Division Committee on its/their activities, and/or at the request of the Division Committee.

TITLE XIII. THEMATIC COMMITTEE(S)

ARTICLE 48. THEMATIC COMMITTEE(S)

48.1. The Policy Board may establish and dissolve, and delegate tasks and oversee this/these to one or more Thematic Committee(s) which shall each be a centre of competence on subjects defined by their respective Thematic Committee Terms of Reference, and lead studies, direct actions and communicate the results of their works to the Policy Board. The Thematic Committee(s) shall have a supporting role to the Policy Board on specific issues.

48.2. Thematic Committee(s) shall be composed of experts being employed or otherwise linked to a Full Member as determined in the Thematic Committee Terms of Reference. The Thematic Committee(s) shall also endeavour to have a composition as well balanced as possible in terms of gender. The Policy Board, upon proposal of the concerned Thematic Committee, shall determine the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes in the terms of reference of the concerned Thematic Committee (hereafter: "**Thematic Committee Terms of Reference**").

48.3. The Thematic Committee(s) shall be chaired by a chair being a natural person and, as the case may be, one or more vice-chair(s) may be appointed. The chair and, as the case may be, the vice-chair(s) shall be appointed for a two (2) years terms, renewable once (1). The mandate of the chair and, as the case may be, the vice-chair(s) of a Thematic Committee shall start immediately after the meeting of the General Assembly during which the members of the Executive Board have been appointed or, in case there is a UITP Global Public Transport Summit at the same time as the General Assembly during which the members of the Executive Board have been appointed, immediately after the UITP Global Public Transport Summit.

48.4. Decisions of each Thematic Committee shall be validly adopted if (i) at least two (2) members of the concerned Thematic Committee are present and (ii) the decisions obtain a majority of at least fifty percent (50%) plus one (1) vote of the votes cast by the members of the Thematic Committee present or represented. Each member of the Thematic Committee shall have one (1) vote.

48.5. The Thematic Committee(s) shall not represent the Association vis-à-vis third parties.

48.6. The Thematic Committee(s) shall always act under the responsibility of the Policy Board and shall report periodically to the Policy Board on its/their activities, and/or at the request of the Policy Board.

48.7. The Thematic Committee(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Thematic Committee(s).

TITLE XIV. SECRETARY GENERAL AND GENERAL SECRETARIAT

ARTICLE 49. APPOINTMENT AND FUNCTION OF THE SECRETARY GENERAL

49.1. The Executive Board shall appoint a natural person or legal entity as secretary general (hereafter: "Secretary General"). Once appointed, the Secretary General shall not be a member of the Executive Board or the Policy Board or an Ambassador or being employed or otherwise linked to a Member. His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Secretary General. The Secretary General's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Executive Board.

49.2. The mandate of the Secretary General terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Secretary General is under judicial administration, in bankruptcy, in judicial reorganisation, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

49.3. Unless otherwise agreed, the Executive Board may revoke the Secretary General at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labour law and service agreement provisions, if applicable.<

49.4. The Secretary General is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, his/her/its resignation to the President or in his/her absence the Deputy President, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable. In case of termination of the mandate of the Secretary General for whatever reason, except the cases of automatic termination of the mandate of the Secretary general or revocation, the Secretary General shall continue performing the duties of his/her/its office until the Executive Board has provided in his/her/its replacement within ninety (90) calendar days, without prejudice to the mandatory labour law and service agreement provisions, if applicable.

49.5. In case of the end of the mandate of the Secretary General for whatever reason, the Secretary General shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labour law provisions and service agreement provisions, if applicable.

49.6. The Secretary General shall be a permanent observer at the General Assembly, the Executive Board, the Working Group(s) of the Executive Board, the Policy Board, the PresCom, the Divisions, the Division Committees, and the Thematic Committees, and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies shall simultaneously be notified to the Secretary General.

ARTICLE 50. POWERS OF THE SECRETARY GENERAL

50.1. The Secretary General shall have the powers specifically granted to him/her/it by the Bylaws. In particular, the Secretary General shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment and the admission of new Members;
- (c) The conclusion of contractual framework agreements with candidates to full membership being a public transport related associations;
- (d) The exclusion of Members which have not paid their membership fees;

- (e) In cooperation with the President and the Executive Board, the coordination and the organisation of the General Assembly's meetings;
- (f) In cooperation with the President, the coordination and the organization of the Executive Board's meetings;
- (g) The delegation of tasks to the General Secretariat and the overseeing of it;
- (h) The execution of the decisions of the Executive Board;
- (i) The sending the convening notices of the General Assembly, the Executive Board, and the Policy Board;
- (j) The preparation of the draft annual working plan, the draft annual accounts and the draft budget that must be submitted to the Executive Board for finalization and approval;
- (k) The execution of the financial affairs of the Association, under the supervision of the Executive Board;
- (l) The continuation of the public relations of the Association, particularly regarding communication with third parties;
- (m) The provision of advise to the Policy Board;
- (n) The proposal of content of the services packages to the Executive Board;
- (o) The suspension of the membership rights of Members for which a proposal of exclusion is made to the Executive Board;
- (p) In accordance with Article 25.9 of the Bylaws, the proposal of one (1) or more candidate(s) to membership to the Executive Board for appointment by the General Assembly;
- (q) Jointly with the President, the representation of the Association in (international) events in order to advocate the positions of the Association and promote public transport and sustainable mobility;
- (r) The hiring and the dismissal of the employees of the General Secretariat;
- (s) Preparation of the agenda of the meetings of the General Assembly, the Executive Board and the Policy Board;
- (t) The execution of the Integrated Global Work Programme of the Association; and
- (u) The decision to conduct some works of the Association in another language and to have documents translated according to the Integrated Global Work Programme.

50.2. The Secretary General shall always act under the responsibility of the Executive Board and within the approved budget. The Secretary General shall report periodically to the Executive Board on his/her/its actions and activities, and/or at the request of the Executive Board.

ARTICLE 51. GENERAL SECRETARIAT

The General Secretariat works under the responsibility of the Secretary General. The role of the General Secretariat is to provide management and administrative support to the Association's activities. This includes the support for management, management of the Association information and communication services, and to the Association's bodies. The

General Secretariat shall be located at the registered office of the Association and in any offices of the Association around the world (i.e. regional offices).

TITLE XV. INTERNAL AUDIT BOARD

ARTICLE 52. COMPOSITION

52.1. The Internal Audit Board is composed of maximum three (3) members. The members of the Internal Audit Board are proposed by the Executive Board and shall be elected among the Ambassadors by the General Assembly for a three (3) years term that may be renewed without any limitation for identical terms. The General Assembly shall also endeavour to appoint an Internal Audit Board being as well balanced as possible in terms of gender. Any member of the Internal Audit Board may be a member of the Executive Board.

52.2. Any vacancy occurring within a term shall be filled at the first following meeting of the General Assembly with the new member completing the mandate of the departing member.

52.3. The Executive Board shall determine in the Internal Rules the mission, composition rules, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Internal Audit Board.

ARTICLE 53. POWERS

53.1. The Internal Audit Board shall have the powers specifically granted to it by the Bylaws. In particular, the Internal Audit Board shall have the following powers:

- (a) The monitoring of the respect and effectiveness of corporate control and internal compliance of the Association;
- (b) The review of the draft annual accounts as prepared by the Secretary General;
- (c) The examination of the detailed audit report and management letter if applicable from the external accountant and, if any, from the statutory auditor, in order to render a non-binding advice to the Executive Board;
- (d) The review and monitoring of the Association's risk register on a regular basis; and
- (e) The presentation of reports and recommendations to the General Assembly as relevant.

53.2. The Internal Audit Board shall always act under the responsibility of the Executive board. The Internal Audit Board shall report, at least once (1) a year and/or at the request of the Executive Board, to the Executive Board on its actions and activities.

TITLE XVI. RESPONSIBILITY

ARTICLE 54. RESPONSIBILITY

The members of the Executive Board, the President, the Deputy-President and the Secretary General are not personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non) performance of their duties and tasks.

TITLE XVII. EXTERNAL REPRESENTATION OF THE ASSOCIATION

ARTICLE 55. EXTERNAL REPRESENTATION OF THE ASSOCIATION

55.1. The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by:

- One (1) member of the Executive Board and the Secretary General, acting jointly; or
- Two (2) members of the Executive Board, acting jointly.

55.2. Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Secretary General, acting alone.

55.3. None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

55.4. In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy-holder(s) duly mandated by the Executive Board, one (1) member of the Executive Board and the Secretary General, acting jointly, or two (2) members of the Executive board, acting jointly, or, within the framework of daily management, by the Secretary General, acting alone.

TITLE XVIII. INTERNAL RULES AND PROCEDURES

ARTICLE 56. INTERNAL RULES AND PROCEDURES

56.1. To detail and complete the provisions of the Bylaws, the Executive Board shall adopt, amend and/or revoke internal rules (hereafter: "Internal Rules"). The decisions to adopt, amend and/or revoke the Internal Rules shall be validly adopted if they obtain a majority of at least two thirds (2/3) of the votes cast by the members of the Executive Board present or represented.

56.2. By derogation to paragraph 56.1 of the present Article, the General Assembly shall adopt, amend and/or revoke the provisions of the Internal Rules related to the calculation method of the membership fees.

56.3. The Executive Board is further entitled to adopt Executive Board internal procedures and any other kind of rules that falls within the scope of its powers.

TITLE XIX. FINANCIAL YEAR. ANNUAL ACCOUNTS. BUDGET. AUDITING OF THE ANNUAL ACCOUNTS

ARTICLE 57. FINANCIAL YEAR

The financial year of the Association shall run from 1 January to 31 December.

ARTICLE 58. ANNUAL ACCOUNTS. BUDGET

58.1. Upon receipt of the drafts from the Secretary General, the Executive Board shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

58.2. Each year, within six (6) months following the end of the financial year, the Executive Board shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

58.3. The draft annual accounts and the draft budget shall be circulated among all Members at least thirty (30) calendar days before the Ordinary General Assembly.

ARTICLE 59. AUDITING OF THE ACCOUNTS

59.1. If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian "Institut des Réviseurs d'Entreprises / Instituut der Bedrijfsrevisoren", for a three (3) years term.

59.2. If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

59.3. The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

TITLE XX. AMENDMENTS TO THE BYLAWS

ARTICLE 60. AMENDMENTS TO THE BYLAWS

60.1. The General Assembly can validly decide on the amendments to the Bylaws only if (i) at least two (2) Full Members are present and (ii) the decision to amend obtains at least a two thirds (2/3) majority of the votes cast by the Full Members present or represented. Blank votes,

invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member which the President represents as Ambassador shall have the decisive vote and in its absence, the Full Member which the Deputy-President represents as Ambassador. If the Full Member which the President represents as Ambassador and the Full Member which the Deputy-President represents as Ambassador are both absent, the Full Member which is represented by the Ambassador who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

60.2. The main terms of any proposal to amend the Bylaws shall be explicitly mentioned in the agenda or a separate document included in or attached to the convening notice to the Members and the members of the Executive Board.

60.3. The date on which the amendments to the Bylaws shall enter into force shall be determined in the Internal Rules, or by the decision of the General Assembly regarding the amendments to the Bylaws.

60.4. Any decision of the General Assembly relating to the amendments of the Bylaws is subject to the additional requirements imposed by applicable law. In particular, when the law requires it, the amendments to the Bylaws must be acknowledged by a Royal Decree or recorded in a notarial deed.

TITLE XXI. DISSOLUTION. LIQUIDATION

ARTICLE 61. DISSOLUTION. LIQUIDATION

61.1. The General Assembly can validly pronounce the dissolution of the Association only if (i) at least two thirds (2/3) of the Full Members are present or represented and (ii) the decision obtains at least a two thirds (2/3) majority of the votes cast by the Full Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member which the President represents as Ambassador shall have the decisive vote and in its absence, the Full Member which the Deputy-President represents as Ambassador. If the Full Member which the President represents as Ambassador and the Full Member which the Deputy-President represents as Ambassador are both absent, the Full Member which is represented by the Ambassador who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

61.2. If at least two thirds (2/3) of the Full Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 21 of the Bylaws, at least forty-five (45) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective

of the number of Full Members present or represented, in accordance with the majorities stipulated in the paragraph 61.1 of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two Full Members present.

61.3. Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the members of the Executive Board.

61.4. Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the members of the Executive Board shall be deemed to be jointly in charge of the Association's liquidation.

61.5. The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association may only be allocated to a disinterested purpose. The presence quorum and voting quorum provided under paragraph 61.1 of the present Article shall apply to the decision of the General Assembly to allocate the net assets of the Association.

TITLE XXII. VARIA

ARTICLE 62. COMPUTATION OF TIME

For the use of the computation of time limits set out in the Bylaws, the terms below shall be defined as follows:

- "Month(s)" mean(s) (a) calendar month(s); and
- "Calendar day(s)" mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

ARTICLE 63. VARIA

63.1. Anything that is not provided for in the Bylaws or the Internal Rules, shall be governed by the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations,

foundations, European political parties and European political foundations. In the event there is a conflict between the Bylaws and the Internal Rules, internal procedures, or any other kind of rules of the Association, the Bylaws shall prevail.

63.2. Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association's name and logo(s) in any manner unless they received a prior and written authorisation from the Executive Board to do so. Members shall have no claim on the Association's assets.

63.3. French is the official legal language of the Association.

TITLE XXIII. TRANSITIONAL PROVISIONS

ARTICLE 64. TRANSITIONAL PROVISIONS

64.1. Notwithstanding Article 25.9 of the Bylaws, the General Assembly adopting the new Bylaws in 2018 shall be entitled to appoint one (1) or more member(s) of the Executive Board and to decide on his/her/their terms of office.

64.2. Notwithstanding Articles 42.1 and 42.2 of the Bylaws, the General Assembly adopting the new Bylaws in 2018 shall be entitled to appoint the first Deputy President and to decide on his/her terms of office.

64.3. Notwithstanding Article 52.1 of the Bylaws, the General Assembly adopting the new Bylaws in 2018 shall be entitled to appoint the members of the Internal Audit Board and to decide on their terms of office.