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# **Postransfer Group Rules of Procedure**

**Berne 2017**

**N.B.** – This text was submitted to the Postal Operations Council as document POC C 4 2017.2–Doc 3e. Annex 1.

## **Foreword**

- 1 The Postransfer Group (hereinafter "PTG") functions under the auspices of, and reports to, the Postal Operations Council (hereinafter "POC"). The PTG does not have a legal status of its own.
- 2 The mission of the PTG is to ensure governance of the UPU worldwide electronic postal payment services network (WEPPN) and promote its development.
- 3 Within the framework of its activities, the PTG shall ensure compliance with the UPU Acts and the decisions of the bodies of the UPU.
- 4 The UPU General Regulations and the Rules of Procedure of the POC shall be applicable to the PTG in all cases not expressly provided for in these Rules of Procedure.
- 5 As of the date of approval of these Rules of Procedure (hereinafter the "RoP"), the activities of the PTG shall have their main legal foundation in the relevant decisions contained in UPU Congress resolution C 21/2012, Council of Administration resolution CA 8/2015.1 and POC resolution CEP 4/2015.1.

## **Rules of Procedure of the Postransfer Group**

### **Chapter I – Objectives and membership**

#### **Article 1**

##### **Objectives**

- 1 The objectives of the PTG shall be to:
  - 1.1 execute the vision of the UPU worldwide electronic postal payment network (hereinafter the "WEPPN") and any decisions related thereto as adopted by the bodies of the UPU;
  - 1.2 promote and facilitate cooperation among members of the PTG (hereinafter "the Members") with the aim of contributing to and sharing in the development of the WEPPN;
  - 1.3 promote access to the WEPPN;
  - 1.4 promote cooperation between its users in order to create a global integrated postal payment platform;
  - 1.5 stimulate the development of innovative applications over the WEPPN;
  - 1.6 narrow the development divide by ensuring a global integrated postal payment platform that is also accessible to least developed countries and developing countries;
  - 1.7 propose policy, regulations and standards relating to the WEPPN for approval by the relevant bodies of the UPU;
  - 1.8 ensure the operational and commercial development of postal payment services among the Members, including, as necessary, domestic networks, in order to support financial inclusion policies;
  - 1.9 promote the UPU collective mark for electronic postal payment services (hereinafter "PosTransfer") and manage its material aspects, without prejudice to the relevant attributions of other UPU bodies;
  - 1.10 facilitate agile and flexible decision-making processes regarding the implementation of electronic postal payment services by UPU member countries and their designated operators;
  - 1.11 share the costs incurred and investments made among all its members, on the basis of the agreed contribution class system and the specific membership benefits mentioned in articles 3 and 5;
  - 1.12 execute projects decided by Members.

## **Article 2 Definitions**

- 1 UPU worldwide electronic postal payment network (WEPPN): The UPU network for the exchange of electronic postal payment services between designated operators of the UPU member countries.
- 2 PosTransfer: international trademark registered by the UPU as a collective trademark for electronic postal payment services.

## **Article 3 Membership**

- 1 Membership of the PTG shall be voluntary and open to the designated operators of UPU member countries using the WEPPN and sharing an interest in the development of the WEPPN, as well as PosTransfer, in accordance with the provisions set forth in these RoP.
- 2 Each Member shall appoint a representative for all PTG communications.
  - 2.1 In accordance with the POC Rules of Procedure, observers and ad hoc observers may be authorized to participate in the PTG activities.
  - 2.2 The annual contribution paid by Members shall be considered as a membership fee. For that fee, each PTG Member shall be entitled to:
    - 2.2.1 ability to apply for membership of any or all of the subgroups established within the PTG;
    - 2.2.2 right to vote on decisions to be taken by the PTG, subject to the provisions of article 4;
    - 2.2.3 right to participate in the PTG General Assembly;
    - 2.2.4 right to submit candidates for positions on the PTG Steering Committee and to vote in elections;
    - 2.2.5 ability to act as proxy for other Members.
- 3 The PTG shall be responsible for defining, in due course, any other membership benefits (including, without limitation, benefits relating to the provision of free or discounted membership, or reductions in future service fees), subject to the approval of the PTG General Assembly.
- 4 The PTG shall be directed by the PTG Steering Committee, which shall in turn be elected by the PTG General Assembly.
- 5 Members shall be obliged to pay the total annual contribution associated with their contribution class, as provided for in article 5.
- 6 Members shall be responsible for their own travel and daily expenses resulting from participation in meetings of the PTG.

## **Chapter II – Voting principles and contribution classes**

### **Article 4 Quorum and PTG General Assembly voting principles**

- 1 Only Members shall have the right to vote.
- 2 The quorum necessary for the opening of valid meetings of the PTG General Assembly shall be the combination of:
  - 2.1 one half of the Members having the right to vote, and;
  - 2.2 one half of the votes which the membership of the PTG has the right to cast in accordance with the membership classes provided for in article 5.
- 3 The PTG General Assembly shall take its decisions based on the combination of:

- 3.1 a simple majority of the votes cast by Members present and voting, and;
- 3.2 a simple majority of the votes cast by Members present and voting in accordance with the membership classes provided for in article 5.
- 4 The voting modalities defined in the POC Rules of Procedure shall apply by analogy, without prejudice to the possibility contained in paragraph 6 below.
- 5 Members participating by means of web/video/audio conferencing facilities shall also be considered as present for the determination of the quorum and for voting, provided the necessary technical means are in place to ensure participation in accordance with the provisions contained in this article.
- 6 In cases deemed as exceptional and/or urgent and subject to the agreement of the PTG Steering Committee, voting may also be conducted by postal or electronic mail ballot. This shall not be admissible, however, in the case of proposals concerning matters of principle for the PTG or recommended changes to these RoP.
- 6.1 When a proposal is to be voted on by postal or electronic mail ballot, the following procedures shall apply:
- 6.1.1 Unless otherwise provided for in the International Bureau (hereinafter the "IB") notification, a period of two weeks shall be allowed to enable Members to consider the proposal notified by the IB by letter or electronic mail;
- 6.1.2 The IB shall invite Members to vote for or against a specific proposal by the deadline notified;
- 6.1.3 Ballots may be sent from or to the IB by post or electronic mail; for the purposes of compliance with the aforementioned deadline, the reply date to be considered shall be that of the dispatch of the postal or electronic mail ballot by the Members concerned. Members that have not sent in their postal or electronic mail ballot by the deadline shall be considered as abstaining;
- 6.1.4 Members shall be able to formulate any observations to the IB; however, no amendments to a postal or electronic mail ballot shall be allowed, without prejudice to the submission of the new or amended proposals as admitted by the PTG Steering Committee.

## Article 5 Contribution classes

1 The contribution classes for the Members are indicated in the table below. This table shall be regularly updated by the PTG with the development of the WEPPN:

<i>Contribution class</i>	<i>Number of cross-border transactions received and sent by the WEPPN (annual)</i>		<i>Total annual contribution (CHF)</i>	<i>Voting rights</i>
	<i>From</i>	<i>To</i>		
1	1 <sup>1</sup>	10,000	500	1
2	10,001	75,000	2,000	2
3	75,001	250,000	5,000	3
4	250,001	1,000,000	10,000	4
5	+1,000,001		15,000	5
L	1	1	500	1

**N.B.** – "L" membership is reserved for least developed countries according to the lists established by the United Nations.

<sup>1</sup> With at least one corridor operational.

2 The minimum annual contribution shall be based on the number of transactions received and sent by Members in the previous year. Members may choose higher contribution classes.

## **Article 6 Founders**

1 Any Member having joined the PTG before 31 December 2016 at the latest, and paying a contribution according to the highest contribution class as per article 5, shall be considered as a founding Member (hereinafter "Founder").

## **Chapter III – PTG procedures and structures**

### **Article 7 Procedures for joining and withdrawing**

1 Any candidate for membership should notify the UPU International Bureau in writing of:

- 1.1 its willingness to join the PTG;
- 1.2 the name of its representative(s) to the PTG.

2 Members shall be considered as such provided that they have:

- 2.1 submitted a completed membership application to the IB;
- 2.2 paid all fees in accordance with articles 5 and 17.

3 Membership shall come into effect on the date on which the fulfilment of all requirements specified in paragraph 2 above has been officially confirmed by the IB. Confirmation or refusal of membership shall be transmitted to the candidate by the Secretariat no later than one month after receipt of its membership request.

4 Except as otherwise provided for, withdrawal from the PTG shall come into effect on 31 December of the year in which the official notification of withdrawal is received by the IB. Withdrawal from the PTG shall be notified to the IB at least six months prior to the effective date of withdrawal. The effective date of withdrawal of a Member that does not notify the IB of its intention within the designated period shall be postponed to 31 December of the following year. Members' rights and benefits, and the payment of the annual membership fees, shall be maintained until the effective date of withdrawal.

4.1 At the written request of a Member, the PTG General Assembly (or the PTG Steering Committee between sessions of the PTG General Assembly) may, in exceptional circumstances and subject to compliance with such conditions as the PTG may deem necessary, decide at its sole discretion to waive the aforementioned six-month notice requirement for the withdrawal of the requesting Member from the PTG.

### **Article 8 PTG General Assembly**

1 Members shall form the PTG General Assembly.

2 At the General Assembly, participants voice their views on matters affecting the PTG and its projects.

3 The PTG General Assembly shall be responsible for the following activities:

- 3.1 preparation and validation of the annual budget proposal to be submitted to the CA for approval;
- 3.2 preparation of the annual activity report to be submitted to the POC for approval;
- 3.3 review and endorsement of amendments to these RoP, subject to the approval of the POC;
- 3.4 review and endorsement of recommendations proposed by the PTG Steering Committee (including, without limitation, policy, procedural and technical aspects, etc.), subject to the approval of the POC;

- 3.5 approval of strategies and business plans for the further development, maintenance and support of the activities carried out within the PTG, on the recommendation of the PTG Steering Committee and in accordance with the decisions of the bodies of the UPU;
- 3.6 election of all of the PTG Steering Committee members (including the Chairman and Vice-Chairman of the PTG), without prejudice to the specific appointment conditions referred to in article 11.2 and 11.3;
- 3.7 approval of the application of the sanctions defined in article 18 hereafter to a Member on the recommendation of the PTG Steering Committee, should that Member fail to comply with the PTG's financial obligations and conditions;
- 3.8 review and approval of a progress report on the activities of the PTG.

## **Article 9**

### **PTG General Assembly meetings**

- 1 The PTG General Assembly shall meet at least once each year to deal with the activities described in article 8.3.
- 2 Attendance at meetings of the General Assembly shall be restricted to Members and, by analogy, to other observers and ad hoc observers duly authorized in accordance with the provisions contained in the POC Rules of Procedure.
- 3 A Member shall be considered as represented if it has informed the IB in writing of the proxy given to another Member of the PTG, whose presence at the General Assembly has been confirmed and which has indicated to the absent Member and to the IB the acceptance of the proxy. The Member given a proxy shall cast all the votes of the absent Member. However, a Member may not represent more than one other Member at any PTG General Assembly meeting.
- 4 The Members which are present but do not take part in a given vote, or which state that they do not wish to take part therein, shall not be considered absent for the purpose of establishing the quorums required.
- 5 Observers and ad hoc observers shall not be entitled to vote, and may take the floor only with the Chairman's permission.
- 6 The General Assembly shall normally fix the approximate date, duration and place of its next meeting. Its meetings shall in principle be held in conjunction with other meetings of the UPU, such as Congresses and sessions of the POC and CA.

## **Article 10**

### **PTG Steering Committee**

- 1 As the formal structure responsible for internally coordinating the activities of the PTG, the PTG Steering Committee shall comprise seven members elected by the General Assembly from among Members, in accordance with the following structure:
  - 1.1 Chairman;
  - 1.2 Vice-Chairman;
  - 1.3 Five members as described in article 11.
- 2 The role and responsibilities of the PTG Steering Committee shall be to:
  - 2.1 define strategies relating to PTG activities in accordance with UPU strategy;
  - 2.2 submit to the General Assembly business plans and priorities aimed at implementing those strategies in the interests of Members;
  - 2.3 in accordance with the business plan, formulate the funding plans needed to develop and support PTG activities and projects, and propose the budget for the support of projects in developing countries;
  - 2.4 as necessary, form working groups to further progress the activities of the PTG;

- 2.5 recommend to the PTG General Assembly the application of sanctions to Members in accordance with article 18 hereafter;
- 2.6 make recommendations to the PTG General Assembly on processes to ensure the operation and integrity of the PTG;
- 2.7 recommend policies to the PTG General Assembly in order to develop the WEPPN and ensure that this network is operated in the best interests of the UPU and Members;
- 2.8 make technical recommendations on the operation and management of the WEPPN, including those regarding current needs and future development, required technical standards and regulations.
- 3 The quorum necessary for opening and conducting any valid Steering Committee meeting shall be four members. Steering Committee members participating by means of web/video/audio conferencing facilities shall also be considered as present for determining this quorum and for voting, provided that the necessary technical means are in place to ensure participation in accordance with the provisions contained in this article.
- 4 Decisions during PTG Steering Committee meetings shall be taken by consensus whenever possible. However, for votes taken during such meetings, all decisions shall be passed by a majority of the votes of the Steering Committee members present, subject to the quorum requirements described in paragraph 3 above.
- 5 Each member of the Steering Committee shall have one vote.
- 6 Each member of the Steering Committee shall act, in his/her functions, in an impartial way with the different Members with respect to all PTG issues.
- 7 Meetings of the Steering Committee shall be held in Berne (Switzerland) or such other location as the Committee may agree on in accordance with the POC Rules of Procedure.

## **Article 11**

### **Election of PTG Steering Committee members**

- 1 The term of office for members of the PTG Steering Committee shall be three years. PTG Steering Committee members may be re-elected for a second consecutive mandate only.
- 2 A maximum of three Founders, elected by the General Assembly from among all Founders that have made a voluntary contribution of at least 15,000 CHF to the PTG in accordance with articles 6 and 17, shall be entitled to become members of the PTG Steering Committee.
- 3 The Chairman of each subgroup shall automatically be a member of the PTG Steering Committee.
- 4 Without prejudice to the specific appointment of PTG Steering Committee members, referred to in paragraphs 2 and 3, all other members of the PTG Steering Committee shall be elected from among all Members by the PTG General Assembly (by secret vote in the absence of a consensus), with due regard as far as possible to equitable geographical and linguistic representation and the different development levels of Members, on the basis of the voting procedures defined in article 4. In the event of a tie, a second voting round shall be held if necessary.
- 5 Nominations shall be invited no later than 10 weeks prior to the end of term of office of the PTG Steering Committee, and the nomination period shall last for a minimum of four weeks. The newly elected PTG Steering Committee members shall be announced no later than four weeks from the close of the nomination period.
- 5.1 The elected members shall ensure that their representatives:
- 5.1.1 are available sufficiently often to carry out their functions for the PTG, including availability to travel and to participate in meetings of the PTG Steering Committee, and have sufficient technical knowledge of all matters pertaining to the activities of the PTG.
- 5.1.2 are employees of the Members concerned (if the candidate concerned is elected/nominated, such a requirement shall apply throughout the duration of term of office, as defined in article 11.1);
- 5.1.3 are able to substantiate their professional skills and experience enabling them to carry out the required functions within the PTG Steering Committee in an appropriate manner.

6 Should a seat on the PTG Steering Committee become vacant and should the remainder of the term be not less than one year, the vacancy shall be filled as soon as possible for the remainder of the term by means of an election organized by the PTG General Assembly.

## **Article 12 Chairman and Vice-Chairman**

1 The PTG General Assembly shall elect the Chairman and Vice-Chairman of the PTG from among the PTG Steering Committee members. Should the Chairman or Vice-Chairman of the PTG resign, a successor shall be elected forthwith by the PTG General Assembly from among the Steering Committee members.

2 The Chairman shall convene and preside at the meetings of the PTG General Assembly. He/she shall also be in overall charge of the work and activity of the PTG. He/she shall prepare the provisional agenda for each PTG meeting. The Chairman shall also be responsible for presenting the report of the PTG General Assembly to the POC. In accordance with article 13, the Chairman shall transmit to the Secretariat the decisions taken by the Steering Committee for execution and assistance.

3 The Vice-Chairman shall act as Chairman at meetings of the PTG General Assembly if the Chairman is prevented from attending such meetings. If both the Chairman and the Vice-Chairman are prevented from attending a specific meeting, the Chairman shall be replaced by one of the Steering Committee members chosen by themselves or, in the absence of agreement, by drawing of lots.

4 The Vice-Chairman shall assist the Chairman in directing and activating the PTG. To this end, he/she shall, among other things, be kept informed of matters relating to the preparation and programming of PTG meetings. He/she shall follow the progress of and coordinate studies and issues which are assigned to the PTG.

## **Chapter IV – Secretariat and languages**

### **Article 13 Secretariat**

- 1 The secretariat shall be provided by the IB and shall have the following functions:
- 1.1 Within the framework of the action plan of the PTG, serve as an organ of execution, support, liaison, information and consultation for the PTG and its Members and implement the decisions of the PTG.
  - 1.2 Support the PTG Steering Committee through its functions in overseeing the development, deployment, maintenance and support of the WEPPN for the benefit of the Members.
  - 1.3 Present an activity report to the Steering Committee at each session of the PTG General Assembly.

### **Article 14 Languages**

1 The working languages of the PTG shall, in principle, be French, English, Arabic, Russian and Spanish, subject to availability of funds and in accordance with the relevant provisions of the UPU General Regulations. The working languages of the PTG Steering Committee shall be agreed by the PTG Steering Committee members.

## **Chapter V – Subgroups**

### **Article 15 PTG subgroups**

1 The General Assembly may establish subgroups in order to address matters pertaining to postal payment services, in accordance with the objectives outlined in article 1. In this regard, upon creation of any



subgroup and subject to the relevant amendments to articles 10 and 11 of these RoP, each newly created subgroup shall be automatically represented on the PTG Steering Committee by its chairman.

## **Article 16**

### **Functions of the subgroups**

1 The role, rules of procedure, business rules and financing of the subgroups shall be approved by the General Assembly, subject to compliance with the provisions of the UPU Acts regarding the organization of user-funded subsidiary bodies.<sup>2</sup>

## **Chapter VI – Finances**

### **Article 17**

#### **Budget and financing**

1 Unless otherwise determined by the bodies of the UPU, the PTG shall be self-financing:

2 The activities of the PTG, as defined in its business plan, shall in principle be financed from the following sources:

2.1 annual membership fees paid by Members;

2.2 contributions from the UPU during the initial transitional period, following appropriate decisions by the POC and the CA;

2.3 Members' voluntary contributions including, as the case may be, contributions allocated for specific PTG activities;

2.3.1 At the request of the Member concerned, its voluntary contribution may be spread over future years in order to cover annual membership periods, subject, as the case may be, to the availability of sufficient funds for that membership class and to other specific conditions that may be mutually agreed by that Member and the PTG. Furthermore, the Member concerned shall define how any outstanding residual amount may be used.

2.4 fees from the use of services or solutions provided within the framework of the PTG;

2.5 other sources such as revenues from forums, events, voluntary contributions from third parties to PTG activities, etc.;

3 The budgets of the subgroups shall be included in the PTG total budget.

3.1 The subgroups' budgets shall be managed by the subgroups.

4 The PTG budget shall be used to support all PTG activities carried out for the development of the WEPPN which have been agreed by the PTG and the bodies of the UPU relating to:

4.1 the development and maintenance of electronic postal payment services and PTG projects;

4.2 the development of PosTransfer and related marketing actions;

4.3 the management, administration and technical support of PTG activities, including, without limitation, any administrative and travel expenses to be incurred by the IB for the implementation of PTG activities;

4.4 the provision of assistance and support for the use of the WEPPN by least developed and developing UPU member countries.

5 The budget for PTG activities shall be managed in accordance with the applicable UPU financial principles and rules (including, without limitation, the UPU Financial Regulations and the UPU Rules on Financial Administration).

<sup>2</sup> Article 152 of the UPU General Regulations.

6 At any stage, voluntary contributions to the activities of the PTG, in the form of financial, human, technology or other resources, in accordance with the relevant UPU financial principles and rules can be made by any entity.

7 With regard to the annual membership fees or other "in cash" voluntary contributions provided to the UPU for the PTG and its activities, and in the event that the specific contributor can no longer participate in the activities of the PTG or fulfil the full membership requirements defined in article 1, any such fee or contribution provided for future years and not yet apportioned, accounted for, committed or used by the PTG as of the date of non-compliance with the aforementioned requirements shall, unless otherwise stipulated between the contributor and the UPU, be reimbursed or returned to the contributor in its full amount (or on a proportional basis in case of contributions already partly apportioned, accounted for, committed for future years or used by the PTG).

7.1 The above reimbursement provisions shall be subject to the applicable UPU financial principles and rules and to a specific agreement to be signed by the UPU and the contributor, without prejudice, as the case may be, to the standard terms and conditions approved by the UPU for voluntary contributions affected. Moreover, in accordance with the relevant accounting standards adopted by the UPU, the above reimbursement provisions shall not apply to any contributions already paid and pertaining to the same year in which the request for reimbursement is made.

## **Article 18**

### **Debts in arrears**

1 Interest shall be charged for all debts in arrears associated with the payment of annual membership fees by Members. The sum due shall be chargeable with interest in favour of the UPU for allocation to PTG activities, at the rate specified in the UPU General Regulations for annual contributions. For the purposes of these RoP, "debts in arrears" shall be defined as any amount due by a Member (including, without limitation, annual membership fees) which has not been settled within 180 days of the date of issue of the invoice. A final payment reminder shall be sent by the Secretariat 15 days before this deadline.

2 The sanctions to be applied within the PTG shall be defined in these RoP.

3 The following sanctions shall be applicable to Members with debts in arrears:

3.1 loss of their voting rights at the General Assembly;

3.2 loss of the eligibility for membership of the Steering Committee;

3.3 for members of the Steering Committee, loss of their voting rights on the Steering Committee.

4 The IB shall maintain a list of all Members with debts in arrears, as defined below, and shall notify this list to the PTG Steering Committee at each of its meetings and particularly prior to PTG General Assembly meetings for the control of voting.

5 The IB shall also send formal notification to all Members placed on this list, and inform them of its effect on their voting rights and other membership benefits.

6 Members shall regain with immediate effect the rights lost in application of the sanctions defined in paragraph 3 above by paying in full all debts in arrears, including applicable interest, prior to the end of the calendar year following that in which it is listed as a debtor in arrears.

## **Chapter VII – Final provisions**

### **Article 19**

#### **Entry into force**

1 These RoP shall enter into force immediately upon their approval by the POC (subject to further approval of the CA with regard to the basic framework of the PTG) and under the conditions determined by those bodies.