



UNIVERSAL POSTAL UNION

INTERNATIONAL BUREAU

TELEMATICS COOPERATIVE

STATUTES AND PRINCIPLES OF OPERATION OF THE TELEMATICS COOPERATIVE

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Chapter I – Constitution

Article 1

Constitutional foundation

Point 1

The constitutional foundation of the Telematics Cooperative is based on the Seoul Congress (1994) and Beijing Congress (1999) resolutions related to the development of the UPU's telematics activities:

- i Resolution C 27/1994;
- ii Resolution C 46/1994;
- iii Resolution C 52/1999.

The Telematics Cooperative operates within the existing UPU structures.

In line with resolution C 27/1994, the Postal Operations Council, at its 1996 session, approved the establishment of the Telematics Cooperative. The Beijing Congress confirmed this in resolution C 52/1999.

Point 2

The Telematics Cooperative does not have a legal status of its own nor does it constitute a cooperative company as defined in private law.

Point 3

Any public, semi-public, or private postal operator (PPO) whose country is a member of the UPU and whose national legislation enables it to execute the Acts of the UPU may join the Telematics Cooperative.

Point 4

Membership of the Telematics Cooperative shall be voluntary.

Article 2

Objectives and aims of the Cooperative

Point 1

The objectives of the Telematics Cooperative shall be to:

- i promote cooperation between its members in order to allow them to develop and implement common or compatible information systems and electronic communications;
- ii establish a common electronic infrastructure for its members;
- iii implement systems that ensure secure electronic information exchange, secure electronic payments and secure e-commerce services between PPOs and between PPOs and their customers;
- iv implement operational and management systems which ensure rapid mail pick-up and delivery;
- v establish systems that will help PPOs become more competitive through the development of value-added services related to basic postal products and services;
- vi secure stable and sufficient funding of telematics projects entrusted to the International Bureau, and specifically its Postal Technology Centre, in order to ensure continuation of the deployment, maintenance and support activities carried out in this field.

Point 2

On the basis of non-profit aims and principles, the Telematics Cooperative shall aim to share the costs and investments engaged in order to satisfy the objectives outlined above among all its members, thus achieving economies of scale and enabling all its members to access and use the resulting products and services.

Point 3

The main aims of the Cooperative shall be to:

- i establish strategies and instruments through which it intends to achieve its objectives;
- ii ensure fair access to the UPU's products and services for all PPOs in general and for Cooperative members in particular;
- iii promote cooperation between member PPOs so that they may provide their customers with a coherent set of integrated information services on a global basis;
- iv involve member PPOs in the provision and support of telematics products and services under the UPU's umbrella;
- v provide the highest quality service to its members and ensure optimal organization at all times;
- vi help to enhance the image of the Post worldwide.

Point 4

The UPU's Telematics Cooperative shall entrust the Postal Technology Centre of the International Bureau, with the responsibility of carrying out its objectives and strategies under the reporting structure of the Director General of the International Bureau.

Article 3
Basic principles*Point 1*

The Telematics Cooperative's main guidelines for all its activities shall be based upon:

- i its members' trust in each other;
- ii the efficiency of the work carried out within its structures;
- iii sound economic principles;
- iv the transparency of all decisions and actions taken.

Point 2

Owing to its cooperative, non-profit nature, the Telematics Cooperative shall provide the International Bureau's Postal Technology Centre with a stable financial foundation allowing it to effectively manage the development, deployment, maintenance and support of telematics services for the benefit of all PPOs.

Point 3

As a result of their membership, Telematics Cooperative members shall receive specific benefits including, but not limited to, the ability to benefit from preferential conditions for the full range of applications, products and services developed within its structures.

Point 4

Telematics Cooperative members shall be able to voice their views, through formal consultation or vote, on strategic and business matters affecting the Telematics Cooperative or the projects conducted within its structures.

Point 5

The obligations of Telematics Cooperative members shall include payment of the annual fee associated with each membership class and the specific fees charged to Telematics Cooperative members making use of the applications, products or services provided by the UPU and outlined in the "Schedule of Charges".

Point 6

Deliverables from the International Bureau to Telematics Cooperative members shall include the provision of applications, products and services that are or will be developed, deployed, supported and maintained by, or under the control of, the Postal Technology Centre.

Article 4
Membership classes and voting rights

Point 1

Each member PPO of the Telematics Cooperative shall be free to choose its membership class, which includes the corresponding annual membership fee and voting rights (number of votes).

Point 2

Members shall exercise their right to vote (weighted voting) in the plenary meetings of the General Assembly and of the User Groups.

Point 3

The annual membership fee and number of votes corresponding to each membership class are indicated in the table below:

Membership class	Annual fee (CHF)	Number of votes
L*	2,500	1
1	5,000	1
2	10,000	2
3	25,000	5
4	50,000	10
5	75,000	15

* Least developed countries according to the UN classification.

Point 4

A member's benefits and voting rights shall be subject to the timely payment of its annual membership fees.

Article 5
Quorum*Point 1*

A quorum shall be required for decisions to be taken at meetings of the General Assembly, the Management Board and the User Group Management Committees.

- at General Assemblies, the quorum needed for the meeting and a vote to take place shall be obtained if the members present and members represented constitute one-half of the votes which the Cooperative membership has the right to cast.
- at meetings of the Management Board and User Group Management Committees, the quorum needed for the meeting and a vote to take place shall be obtained if the members present and members represented constitute half of the membership of the Management Board or User Group Management Committee.

Point 2

Any Telematics Cooperative member who has informed the Secretariat of the name of the PPO (Cooperative member) to which proxy has been given, shall be considered as represented. The Secretariat shall be responsible for validating that proxy.

Point 3

For any vote to amend the Statutes of the Telematics Cooperative, the quorum required shall be obtained if the members present and members represented constitute two thirds of the votes which the Cooperative membership has the right to cast.

Point 4

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 under points 1 and 2.

Article 6
Voting principles*Point 1*

Decisions shall be made by consensus whenever possible. When necessary, votes, including proxy votes, shall be taken by secret ballot or by show of hands.

Voting by correspondence (postal or email ballot) for decisions falling within the purview of the General Assembly (article 6, point 1; article 11, point 4, TCS) shall be used for extremely important questions. Only the General Assembly and the Cooperative Management Board shall be able to request the use of voting by correspondence.

Point 2

Only members that do not have debts in arrears, as defined in article 32, shall have the right to take part in any vote, either directly or by proxy.

Point 3

A member may vote by proxy for only three other members. Proxy votes shall be notified to and registered by the Secretariat.

Point 4

Regardless of the system of voting used, the secret ballot shall take precedence over any other voting procedure.

Point 5

Votes shall be taken for or against clearly stated proposals only.

Point 6

The vote indicated on the ballot paper of each voting member, including votes by proxy, shall be entered by the Telematics Cooperative Secretariat into a computerized system for calculating the weighted voting results according to each member's voting rights (number of votes).

Point 7

Voting during General Assembly meetings shall take place when specifically requested by the Chairman or when a specific request for a vote has been made to the Chairman by a member and supported by at least five other members.

Point 8

When voting takes place, all decisions of the General Assembly that do not affect the text of the Telematics Cooperative Statutes shall be carried by a simple majority of the members present and members represented having the right to vote.

Point 9

Decisions that affect the text of the Telematics Cooperative Statutes shall be carried by a two-thirds majority of the members present and members represented having the right to vote.

Point 10

In the event of a tie, the proposal put to a vote shall be regarded as rejected.

Point 11

Abstentions shall be disregarded in counting the votes needed to constitute a majority. (article 20.3, Congress ROP; article 19.7, POC ROP) Q 3–4, 3–5.

Blank or null and void ballots shall also be disregarded in counting the votes (article 20.3, Congress ROP; article 19.7, POC ROP).

Article 7**Conditions of membership***Point 1*

Any PPO wishing to join and make a formal commitment to pay the annual membership fee corresponding to the class chosen may request admission to the Telematics Cooperative through its Secretariat, the Postal Technology Centre (PTC) of the International Bureau. This admission shall be endorsed by the General Assembly.

Point 2

Although the use of UPU applications, products or services is not a prerequisite for joining the Telematics Cooperative, PPOs using one or more UPU applications, products or services are encouraged to join the Cooperative.

Point 3

The non-fulfilment of financial commitments and obligations by a Telematics Cooperative member may lead to loss of membership and the financial benefits attendant thereon. The General Assembly shall decide on the measures to be taken.

Chapter II – Structure and procedures of the Telematics Cooperative

Article 8 Structure of the Telematics Cooperative

Point 1

The Supervisory body of the Telematics Cooperative shall be its General Assembly, consisting of all of its members.

Point 2

A Cooperative Management Board (CMB) shall direct the work of the Telematics Cooperative.

Point 3

Three specialized User Groups shall be established within the Telematics Cooperative, namely:

- i the International Mail Services (IMS) User Group;
- ii the International Financial Services (IFS) User Group;
- iii the Advanced Electronic Services User (AES) User Group.

Point 4

The Postal Technology Centre of the International Bureau shall act as Secretariat of the Telematics Cooperative.

Point 5

The Telematics Cooperative and its General Assembly shall function under and report to the Postal Operations Council.

Article 9 Procedures for admission to and withdrawal from the Cooperative

Point 1

Each PPO shall notify the Secretariat in writing:

- i of its request to become a member of the Telematics Cooperative;
- ii of the name of its official representative with the Telematics Cooperative;
- iii of any request to change membership class;
- iv of its request to withdraw from the Cooperative.

Point 2

Membership shall take effect on 1 January of the year in which the official notification of membership is received by the Telematics Cooperative Secretariat.

Point 3

Any change in membership class shall take effect on 1 January of the year following that in which the change was officially notified.

Point 4

Withdrawal from the Telematics Cooperative takes effect on 31 December of the year in which the official notification of withdrawal was received by its Secretariat. Withdrawal from the Cooperative should be notified to the Secretariat at least 6 months prior to the effective date of withdrawal. The effective date of withdrawal of a member that does not notify the Secretariat of its intent within that period shall be postponed to 31 December of the following year. The rights and obligations associated with membership of the Telematics Cooperative, including the payment of the membership fees, shall be maintained until the effective date of withdrawal.

Point 5

Official forms are available for joining the Telematics Cooperative, changing membership class or withdrawing from the Cooperative. It shall be mandatory for a duly authorized representative of the member PPO to complete and sign these forms in order to formally acknowledge the PPO's status within the Cooperative.

Article 10
Basic benefits for members*Point 1*

Provided that a member's situation does not fall under the terms of article 32, payment of the annual membership fee indicated in article 4 shall grant each member of the Cooperative the following basic benefits:

- i participation as a full member in the UPU Telematics Cooperative;
- ii ability to join any or all of the User Groups established within the Cooperative;
- iii ability to vote on the decisions or resolutions taken by the Cooperative on the basis of the number of votes to which the member is entitled;
- iv ability to submit candidates to stand for positions on the Cooperative's Management Board or on its User Groups' Management Committees;
- v specific benefits or discounts offered on telematics products and services;
- vi priority support for the deployment of applications, products and services;
- vii regular updates in the form of newsletters and information bulletins.

Article 11
Meeting of the General Assembly*Point 1*

The Telematics Cooperative shall hold an annual General Assembly to:

- i review and approve its Statutes and Principles of Operation;
- ii receive formal updates from the Cooperative Management Board and from the International Bureau on the activities carried out within the Cooperative and its specific User Groups;
- iii formally approve proposed strategies and business plans, including budgets, for the further development, maintenance and support of the activities carried out within the Cooperative or within a specific User Group;
- iv approve standards and recommendations;
- v serve as a forum for the exchange of ideas and information;

- vi elect the Chairman and the three Vice-Chairmen and ratify the election of the three User Group Chairmen;

Point 2

Attendance at General Assembly meetings shall be restricted to members of the Telematics Cooperative and to invited observers as follows:

- 2.1 the Chairmen of the Postal Operations Council and the Council of Administration or their representative;
- 2.2 the Chairman of the Cooperative Management Board, after consultation with the Secretary General, shall be authorized to invite as observers, any international organization or qualified person when he considers that this is in the interest of the Telematics Cooperative. He may also invite, under the same conditions, postal administrations of UPU member countries not belonging to the Telematics Cooperative, Restricted Unions and any association or enterprise that the Telematics Cooperative wishes to consult with respect to its work.

Point 3

The Chairman of the Telematics Cooperative shall be the de facto Chairman of the Telematics Cooperative Management Board and of the General Assembly.

Point 4

The rules applicable to the meetings of the UPU Congress and the UPU Councils shall also apply to the meetings of members attending the General Assembly. The functions of Secretary General and of Assistant Secretary General of the General Assembly shall be exercised by the Director General and the Deputy Director General of the International Bureau. The Postal Technology Centre of the International Bureau shall act as Secretariat of the General Assembly.

Point 5

All questions brought before the General Assembly shall be notified to the Secretariat at least four weeks before the date of the General Assembly and shall be the subject of a formal document.

Point 6

Amendments or questions arising directly from the discussions of the General Assembly shall be considered and dealt with during the meeting.

Point 7

The Chairman shall offer members the opportunity to express their views freely and fully on matters discussed during the General Assembly. The remarks or statements made by a member at any one time shall not exceed three minutes. If warranted by the number of requests to speak, the Chairman shall draw up a list of speakers and determine the order of speaking. After reading this list, the Chairman shall declare the list closed. When the list has been exhausted, the Chairman shall declare the discussion closed.

Point 8

During the General Assembly, the election of the Chairman shall take place first, followed by the election of the three Vice-Chairmen, then the ratification of the three Vice-Chairmen who are Chairmen of the User Groups.

Article 12
Language

Point 1

The working languages of the Telematics Cooperative shall be English and French.

Point 2

In line with the linguistic guidelines that apply to the Universal Postal Union, all generic Telematics Cooperative documents intended for general distribution shall be translated into the other UPU languages.

Point 3

In so far as General Assembly meetings are held during official UPU Council sessions, these meetings shall be entitled to the same interpretation services as those provided for by the International Bureau for Council sessions.

Point 4

All other meetings, specifically those of the Cooperative Management Board and the User Groups, shall be conducted in English and their documentation shall be produced in English. However, these bodies may freely choose to add other working languages.

Chapter III – Management of the Telematics Cooperative

Article 13 Cooperative Management Board

Point 1

The Cooperative Management Board (CMB) shall be the formal management structure responsible for supervising the activities of the Telematics Cooperative, which the UPU has set up to support its telematics activities.

Point 2

The role and responsibilities of the CMB shall be to:

- i define strategies related to the UPU's telematics activities based on its understanding of members' needs and requirements and its appreciation of the impact of telematics on the postal business;
- ii establish business plans and priorities aimed at implementing those strategies in the interest of Cooperative members;
- iii formulate the funding plans needed to develop and support Cooperative activities and projects;
- iv act as steering committee for the Telematics Cooperative for activities assigned to the Postal Technology Centre;
- v formulate policies on the overall development, deployment, maintenance, support and use of the applications, products and services provided under the aegis of the Cooperative;
- vi ensure that the applications, products and services provided meet the requirements and expectations of Cooperative members;
- vii receive regular updates on the progress of the activities conducted within the User Groups and the International Bureau;
- viii take decisions regarding the creation of new products or regarding the network and subsequently inform the General Assembly of these decisions;
- ix submit reports to the UPU bodies (CA, POC, Congress...) on the progress of the Cooperative's work;
- x assume the role and responsibilities of the General Assembly for matters requiring 'urgent' or 'immediate' decision when that body encounters problems involving a quorum during its meetings, except for matters affecting the text of the Statutes.

Point 3

The CMB may propose amendments to the Statutes and Principles of Operation of the Telematics Cooperative and submit these proposals to the General Assembly for approval. The CMB shall work actively to implement and enforce these Statutes and Principles of Operation.

Point 4

The CMB shall manage the work of the Cooperative and decide on the appropriate means of informing members of this work.

Point 5

The CMB shall evaluate suggestions or requests formulated by Cooperative members which could provide the basis for new proposals for improving the development and use of applications, products, and services.

Point 6

The CMB shall have the authority, as mandated by the General Assembly, to make proposals to it regarding changes in membership classes, as well as in members' corresponding annual fees and voting rights.

Point 7

The CMB may change (flexibility) the fees for products and services after consultation with the Director General of the International Bureau, as well as modify the financial benefits or discounts offered to Cooperative members. The General Assembly should be informed of all new rates and may ask to review them .

Point 8

The CMB recognizes that article 26 and article 26bis of the UPU Financial Regulations regulates the use of all financial resources for the Telematics Cooperative

Article 14

Structure of the CMB

Point 1

The CMB shall be composed of seven voting members selected from among the PPOs that have joined the Telematics Cooperative. If several entities of the same UPU member country (see resolution C 29/1994) are members of the Telematics Cooperative, they shall be able to sit simultaneously on the CMB. The International Bureau shall be a non-voting member of the CMB and shall be represented by the Head of the Postal Technology Centre. The Director General of the International Bureau, or his representative, may attend the meetings of the Board and take part in its deliberations.

Point 2

The voting members of the CMB shall be elected or designated on the basis of the following principles:

- i the Chairman and the Vice-Chairmen of the CMB responsible respectively for Strategy, Finance and Legal Affairs shall be elected by the General Assembly. The Chairmen of the User Groups shall be elected by their respective group and their election then ratified by the General Assembly.
- ii the duration of the terms of office of CMB members shall be identical and shall represent the period between Congresses. Each member of the CMB may stand for a second term of office.
- iii in order to ensure coherence between the work of the CMB and the work of the three User Groups established within the Telematics Cooperative, the elected Chairmen of these User Groups shall be designated as Vice-Chairmen of the CMB in their respective area of responsibility.
- iv CMB members shall be elected ad personam on the basis of their CVs showing their aptitude to carry out the functions required.

Point 3

Furthermore, candidates for the post of CMB Chairman or the posts of Vice-Chairmen responsible for Strategy, Finance and Legal Affairs shall satisfy the following criteria:

- i they each represent a member PPO of the Telematics Cooperative;
- ii they are able to carry out their duties (e.g. can travel freely, knowledge of their subject matter, etc);
- iii they each represent a PPO that has made significant contributions to the budget or to the advancement of the Cooperative's work.

Point 4

On the basis of point 1 and point 2, the composition of the Cooperative Management Board shall be as follows:

- i Chairman of the Telematics Cooperative;
- ii Vice-Chairman – Strategy;
- iii Vice-Chairman – Finances;
- iv Vice-Chairman – Legal Affairs;
- v Vice-Chairman – International Mail Services;
- vi Vice-Chairman – International Financial Services;
- vii Vice-Chairman – Advanced Electronic Services;
- viii Head of the Postal Technology Centre – International Bureau (non-voting member).

Point 5

The Postal Technology Centre of the International Bureau shall act as Secretariat of the Telematics Cooperative Board.

Article 15
Duties of CMB members*Point 1*

The main duties of the Chairman of the CMB shall be:

- i to convene members, direct proceedings and approve the final report of the General Assembly;
- ii to assume the overall responsibility of supervising the Cooperative's work;
- iii to define, in consultation with the other members of the CMB, the main objectives of the Cooperative;
- iv to reconcile, in consultation with the other members of the CMB, the priorities of projects conducted within the Cooperative;
- v to chair the meetings of the Cooperative Management Board and the General Assembly.

Point 2

Below shall be the main duties of the Vice-Chairmen of the CMB responsible for the following areas:

- i Strategy:
 - to define the Telematics Cooperative Business Plan and regularly present it to the CMB and the General Assembly;
- ii Finance:
 - to review the budget and its execution and prepare the information to be communicated to the CMB;
 - to prepare, with the Secretariat, the Schedule of Charges and the preferential conditions granted to Cooperative members.
- iii Legal Affairs:
 - to review legal aspects relating to the Telematics Cooperative and assume responsibility for updating the Statutes and Principles of Operation.

Point 3

In addition to the responsibilities listed under article 24, the main duties of the Vice-Chairmen of the CMB chairing the User Groups shall be:

- i to represent, within the CMB, the interests, objectives, priorities and projects of their User Group;
- ii to submit funding proposals for projects undertaken by their User Group;
- iii to report to the User Group on the overall objectives, strategies and decisions approved by the CMB.

Article 16
Resignation and replacement

Point 1

Should the CMB Chairman or one of the Vice-Chairmen responsible for Strategy, Finance or Legal Affairs resign his/her position, a successor shall be elected by the CMB, subject to ratification by the next General Assembly. Candidates shall be designated by country. Although regional representation, ideally, is desirable within the CMB, the individual's skills and ability to carry out the responsibilities assigned shall be the overriding criteria.

Point 2

Any CMB Vice-Chairman chairing a User Group who resigns from his/her post on the CMB also resigns from the post of User Group Chairman. The successor on the CMB shall be the newly elected Chairman of the User Group.

Point 3

CMB members who are unable to attend three consecutive Board meetings shall give up their seats. Neither these members nor any other representative of their PPO shall be eligible to stand as candidates for re-election for a period of at least one year.

Point 4

Should a CMB member lose the right to vote or resign prior to the end of his/her term, the CMB shall appoint a temporary replacement from the Cooperative membership until a new election is held.

Article 17
Meetings of the CMB

Point 1

Meetings of the CMB shall normally be held four times a year, with two of these meetings taking place during the sessions of the UPU Councils.

Point 2

Additional CMB meetings may be organized as requested by the Chairman of the CMB or at least four members of the CMB.

Point 3

Any member of the Telematics Cooperative may submit specific questions or matters to be included in the CMB meeting agenda. The CMB, through its Secretariat, shall formally notify that member of the meeting that will deal with those questions or matters, with the member in question able participate in the meeting, if he/she so wishes.

Point 4

The travel costs and other expenses of CMB members shall be borne by the PPO of the members concerned, and not by the Telematics Cooperative. This same principle shall apply to Cooperative members attending CMB meetings, in accordance with the provisions under point 3 above.

Point 5

Elected CMB members who cannot attend a particular Board meeting may send a representative of their PPO to the meeting instead, bearing in mind article 16, point 3.

Point 6

A CMB member not attending a meeting may give a proxy to another Board member. A Board member may hold only one proxy.

**Article 18
Voting during CMB meetings***Point 1*

Decisions shall be made by consensus wherever possible. However, when voting takes place during a CMB meeting, all decisions shall pass by a simple majority of the members present.

Point 2

The quorum necessary for conducting meetings of the CMB and for any votes taken during those meetings shall be four. Each Board member has one vote.

Chapter IV – User Groups

Article 19 Established User Groups

Point 1

The following three User Groups shall be established within the Cooperative:

- i the International Mail Services (IMS) User Group;
- ii the International Financial Services (IFS) User Group;
- iii the Advanced Electronic Services User (AES) User Group.

Point 2

The General Assembly may decide to establish additional User Groups within the Cooperative.

Article 20 Role of the User Groups

Point 1

The role of the User Groups is to manage and coordinate the requirements of users, primarily members of the Cooperative, and to establish strategies and plans aimed at satisfying the requirements of these users and the business needs of their postal enterprise.

Point 2

The User Groups shall coordinate their respective activities with users in order to consolidate users' requirements and ensure that knowledge is shared between users. This should help the PPOs to better identify and submit their requirements for new services and ensure better, more effective use of the applications, products or services they are using or planning to use.

Point 3

A User Group shall provide its members with a unique forum for the exchange of ideas, requirements and experiences. Optimally, each User Group shall contribute, in its specific area of responsibility, towards building a common postal culture.

Point 4

One of the main aims of the User Groups shall be to initiate common projects likely to be of interest to their members, thus enabling members to benefit from the synergy created by using common applications, products or services. One of the main benefits for members would be the ability to acquire these products or services at the lowest price possible as a result of cost sharing and the economies of scales achieved.

Article 21 Procedures for membership

Point 1

It is necessary to be a member of the Telematics Cooperative to become a member of a User Group.

Point 2

Any member of the Cooperative may become a member of a User Group, provided that that member's situation does not fall under the terms of article 32.

Point 3

A member shall inform the Telematics Cooperative Secretariat of its intention to join one or more User Groups and to satisfy the terms and conditions that apply to membership of that User Group.

Point 4

Members shall not be expected to pay any fees for joining one or more User Groups in addition to their basic annual membership fees to the Telematics Cooperative.

Point 5

The members of a User Group shall be expected to bear the travel costs and associated expenses of their representatives who attend meetings of that User Group.

Article 22

Role of User Group members

Point 1

The members of a User Group shall actively participate in the work of that User Group.

Point 2

The members of a User Group shall be entitled to submit proposals, evaluate those proposals and vote on the conduct of specific projects.

Article 23

User Group Management Committee

Point 1

A Management Committee shall represent each User Group.

Point 2

The Management Committee shall be composed of five voting members elected from a list of candidates from PPOs that are members of the User Group. If several entities of the same UPU member country (see resolution C 29/1994) are members of the Telematics Cooperative, they shall be able to sit simultaneously on the User Group Management Committee. The Postal Technology Centre shall be a non-voting member of the Management Committee.

Point 3

Each User Group shall elect the voting members of the Management Committee for a term of four years.

Point 4

The elected members of the Management Committee shall designate the Chairman of the User Group. Should the Management Committee encounter difficulties in designating the Chairman, a vote shall take place within the Management Committee for electing the Chairman by a simple majority of its members.

Point 5

The Chairman of each User Group Management Committee shall become a member of the Telematics Cooperative Management Board.

Point 6

Candidates for a seat on the Management Committee of each User Group shall satisfy the following criteria:

- i they each represent a member PPO of the User Group concerned;
- ii they are able to carry out their duties (e.g., can travel freely, knowledge of their subject matter, etc.);
- iii they are able to coordinate regional activities on behalf of the User Group Management Committee.

Point 7

The Postal Technology Centre shall serve as secretariat of the Management Committee of each User Group.

Article 24

Role of a Management Committee

Point 1

The main activities of a Management Committee shall be to:

- i define the main business objectives;
- ii coordinate the collective requirements;
- iii set development priorities and define the product or service strategy;
- iv propose the development strategy and any third-party involvement in implementing this strategy;
- v approve the functional features of applications, products or services;
- vi promote the applications, products or services and formulate funding plans as required;
- vii coordinate and consolidate the strategies and business requirements with the Cooperative Management Board.

Article 25

Resignation and replacement

Point 1

Should a member resign from the Management Committee, a successor shall be elected at the next User Group meeting. If the Chairman of the Management Committee resigns, an interim Chairman shall be appointed by the Management Committee itself to serve until the next User Group meeting.

Article 26
User Group meetings*Point 1*

Each User Group shall hold an annual meeting or organize a consultation by correspondence in order to:

- i receive from the Management Committee and from the Secretariat a formal update on the status of the activities carried out within the User Group;
- ii formally approve strategies for the development, maintenance and support of the activities carried out within the User Group;
- iii elect the Management Committee responsible for representing the User Group's collective interest.

Point 2

The Postal Technology Centre of the international Bureau shall act as Secretariat of the User Group. In case of a consultation by correspondence, such consultation shall be conducted through the intermediary of the Secretariat.

Point 3

Representatives of other UPU bodies dealing with specific questions relating to the activities of the User Group may participate, on the invitation of the User Group Chairmen, either as an observer or invitee, in meetings held to discuss those questions affecting them.

Article 27
Meetings of the Management Committee*Point 1*

Each Management Committee shall meet at least twice each year in order to:

- i receive regular updates from the Secretariat on the status of the activities carried out on behalf of a specific User Group;
- ii formally approve proposals for the development, maintenance and support of the activities carried out within the specific User Group;
- iii cooperate with the Secretariat in all matters having a bearing on the deployment and use of applications, products or services and the exchange of data between PPOs and with their business partners, including air carriers, other transport companies and Customs;
- iv undertake any action which has a direct or indirect bearing, in whole or in part, on the development, maintenance and support of the User Group's activities.

Point 2

In order to avoid unnecessary and costly travel, User Group Management Committee meetings shall be scheduled to ensure the availability of the members; in other words, scheduled to be held on the day(s) preceding the CMB meeting taking place at the same location.

Article 28
Voting*Point 1*

If the User Groups and their Management Committees do not define their own voting rules, the principles and methods applicable to the Telematics Cooperative General Assembly and the CMB shall apply by analogy.

Point 2

When a proposal is to be voted on by correspondence (postal or email ballot), the following procedure shall apply:

- i a minimum period of two weeks shall be allowed to enable PPOs to consider the proposal notified in a circular published by the Secretariat;
- ii the Secretariat shall invite the PPOs to vote for or against the proposal;
- iii ballots may be sent from or to the Secretariat by post, fax or e-mail; the date taken shall be the date of despatch from the country or receipt by the Secretariat.
- iv PPOs shall forward any observations to the Secretariat; no amendments to the proposal shall be possible;
- v PPOs that have not sent in their ballot within the specified period of the ballot shall be considered as abstaining; this period shall be reckoned from the date of the circular in question.

Chapter V – Finance and budget

Article 29

Basic financial principles

Point 1

The budget earmarked for UPU telematics activities and managed by the Director General of the International Bureau shall come from the following five main sources:

- i the annual membership fees paid by Telematics Cooperative members;
- ii the income from the fees billed for the use of products and services developed within the framework of the Telematics Cooperative;
- iii the UPU regular budget, for a transitional period;
- iv additional voluntary contributions;
- v the Reserve Fund as described in article 31 below.

Point 2

In accordance with Seoul Congress resolution C 27/1994, the contribution from the UPU regular budget shall be maintained until funds and income from fees cover costs. The Telematics Cooperative shall fall within the scope of resolution C 28/1999, which requires full coverage of the Cooperative's charges.

Point 3

The budget shall be used to support all the activities carried out within the Postal Technology Centre of the International Bureau relating to:

- i the development of applications, products and services;
- ii the deployment of applications, products and services;
- iii the maintenance of applications, products and services and the related technical support;
- iv the management, administration and technical support of Telematics Cooperative activities.

Point 4

The annual membership fee paid by Telematics Cooperative members shall contribute towards covering infrastructure costs and the technical support activities of the Postal Technology Centre of the International Bureau.

Point 5

Additional voluntary contributions may be allocated to specific projects or to cover specific costs, or provided in support of general activities in accordance with article 26 and article 26bis of the Financial Regulations of the UPU.

Article 30

Financing activities

Point 1

The financing of new activities or projects conducted within the framework of the Telematics Cooperative shall be solicited from Cooperative members.

Point 2

New activities or projects shall be approved in accordance with article 26 and 26bis of the Financial Regulations of the UPU.

Point 3

The annual business plan shall indicate the cost and the method of funding for each activity or project. The method of funding may involve:

- i funds made available by member PPOs of the Cooperative;
- ii funds withdrawn from the Reserve Fund;
- iii any combination of the two.

Point 4

Each member shall decide, on a voluntary basis, whether to participate the funding of a given project.

Point 5

For each new project, each member's share of funding shall be determined on the basis of a set of scales established on a project-by-project basis.

Point 6

When the General Assembly, or in the interim the CMB, decides to launch a project, the rules outlined in points 1–5 above shall apply to all Telematics Cooperative members.

Point 7

When the decision to launch a project is taken by a User Group, only the members of that User Group shall be solicited to finance the project. The same principles outlined in points 4 and 5 regarding the sharing of funding shall also apply to the User Groups. No project launched on the initiative of a User Group may be funded from the Reserve Fund without the approval of the CMB and the General Assembly being so informed.

Point 8

Within the framework of the Telematics Cooperative, all projects undertaken by the Postal Technology Centre of the International Bureau shall be financed by members in advance by funds either provided or pledged.

Article 31
Reserve Fund

Point 1

Telematics Cooperative members shall establish a Reserve Fund to balance the budget.

The Reserve Fund may also be used to cover the costs of major and unforeseeable expenses or to finance projects approved by the CMB, the Director General of the UPU International Bureau and the Chairman of the Council of Administration as stipulated in article 26 and 26 bis of the Financial Regulations of the UPU.

Point 2

The Reserve Fund shall be maintained by:

- i excess annual income;
- ii credits included in the budget to adjust the Fund;
- iii voluntary contributions.

Point 3

The CMB shall report on the sums transferred from the Reserve Fund at the General Assembly

Article 32
Debts*Point 1*

A debt in arrears shall include any unpaid amount relating to membership fees, members' contributions to funding, fees charged on the basis of the "Schedule of Charges" and licensing fees which have not been paid within 90 days of the billing date. After that period, interest shall be charged for all debts in arrears. The sum due shall be chargeable with an interest in favour of the budget of the Postal Technology Centre at the rate of 3 per cent per annum for the first six months and at 6 per cent from the seventh month.

Point 2

The Postal Technology Centre shall maintain a list of all members with debts in arrears as per point 1 of article 32, and shall notify this list to the Board at each of its meetings and especially prior to the General Assembly meeting for the control of voting.

Point 3

The Postal Technology Centre will formally notify members that they have been placed on this list, and of its affect on their voting rights and other applicable penalties.

Point 4

Members with debts in arrears will lose their voting rights, as provided in point 2 of article 6, as well as their benefits of membership, including but not limited to those enumerated in article 10 (Basic benefits for members).

Point 5

A member may regain voting rights and membership benefits by paying in full all debts in arrears including applicable interest.

Point 6

Members that have accumulated debts in arrears excluding interest exceeding 12 months from the date of issue of the bill in question shall be subject to penalties as proposed by the CMB and approved by the General Assembly. Members who fail to settle debts in arrears within a period of one calendar year of the date that they are listed as having a debt in arrears shall automatically lose their membership of the Cooperative. At the time of such automatic loss of membership, the accrual of interest on debts in arrears shall stop.

Point 7

In order to be reinstated after automatic loss of membership, a former member must re-apply for membership, using the relevant procedures of article 4 and article 21. However, in such a case, membership will not be effective until all debts and interest owed to the Telematics Cooperative for the previous years of membership have been paid in full.

Article 33
Schedule of Charges*Point 1*

The Schedule of Charges shall be established by the Postal Technology Centre of the International Bureau for all applications, products and services generally provided to PPOs. It may be revised each year.

Point 2

The Schedule of Charges for these generic services shall include:

- the discounts applicable to Telematics Cooperative members;
- the annual fees applicable to all PPOs;
- the specific fees applicable to organizations outside the Telematics Cooperative using UPU products and services.

Article 34
Licence fees

The use of applications, products or services developed within the scope of the Telematics Cooperative shall be subject to an annual licence fee indicated in the Schedule of Charges. The purpose of this fee is to cover the cost of developing, maintaining and supporting these products and services.

Chapter VI – Ownership, patents, copyrights and intellectual property rights**Article 35**
Notions of ownership*Point 1*

All products, services and documents financed by the Telematics Cooperative shall be the property of the UPU.

Point 2

UPU member countries that are not members of the Telematics Cooperative may also benefit from products, services and documentation.

Point 3

Telematics Cooperative members that have funded a specific project may decide, on a case-by-case basis, the implementation priorities of that project, including use of the funds earmarked.

Article 36
Patents*Point 1*

A patent is a legal title granting its holder the exclusive right to make use of an invention within a certain area and for a certain period of time, while preventing third parties from, among other things, making, using or selling that invention without authorization.

Point 2

Wherever applicable, the International Bureau shall submit to the competent international organizations, on behalf of the Telematics Cooperative members, requests to guarantee their exclusive rights to exploit an invention in order to strengthen their market position.

Article 37
Copyrights*Point 1*

The International Bureau, on behalf of the members of the Telematics Cooperative, shall retain copyrights for the applications, products, services, manuals, trade names and logos produced by the Telematics Cooperative.

Article 38
Intellectual property*Point 1*

For as long as the Telematics Cooperative remains a non-legal entity, intellectual property rights shall belong to the UPU.

Point 2

The UPU shall solicit the cooperation of the World Intellectual Property Organization (WIPO) for the registration and protection of its intellectual property rights.

Point 3

The UPU may be entrusted with retaining intellectual property rights on behalf of the members of the Telematics Cooperative and, in agreement with its member countries, take any action, legal or otherwise, against infringements.

Point 4

Members of the Telematics Cooperative can use the information acquired through their participation in Telematics Cooperative meetings to their benefit as long as they do not infringe upon the rights of other Telematics Cooperative members.

Article 39
Confidentiality*Point 1*

Members shall acknowledge that, by joining the Telematics Cooperative, they will receive confidential information and trade secrets from each other in connection with the strategies, objectives and projects established or conducted within the scope of the Cooperative.

Point 2

Confidential Information shall be deemed to include all the information each member receives individually from other members, or collectively through User Group or General Assembly meetings, with the exception of anything designated as non-confidential Information.

Point 3

Members shall agree to maintain the secrecy of confidential information and shall further agree neither to use this information (except for purposes of performing their duties within the Cooperative), nor to disclose it to any non-members of the Cooperative or to anyone within a member's organization who do not have a need to know.

Point 4

Confidential information shall not include any information that is publicly available at the time of disclosure or subsequently becomes publicly available through no fault of a member, or that is rightfully acquired from a third party which is not bound by any agreement to keep such information confidential.

Point 5

These non-disclosure obligations shall be autonomous, distinct and independent from the rest of these Statutes and such shall survive the termination of a member's adhesion to the Telematics Cooperative.