

## **Foreword**

The Direct Marketing Advisory Board of the Universal Postal Union (hereinafter the "DMAB") functions under the auspices of the UPU Postal Operations Council (POC). It dates back to the creation of a Working Party for the Development of Direct Marketing by the POC at its 1995 session. The continuation of its activities was assured by successive UPU Congresses.

Within the framework of its activities, the DMAB shall ensure compliance with the UPU Acts and the relevant decisions of the bodies of the UPU, particularly those concerning direct marketing and relations with the wider postal sector.

The mission of the DMAB shall be to foster the growth of direct marketing through the Post by positioning designated operators as important direct marketing channels and contributing to economic and market expansion by increasing market knowledge and by developing the expertise of stakeholders at all levels.

## **Direct Marketing Advisory Board (DMAB) – Rules of Procedure**

### **Chapter I – Membership**

#### **Article 1 – Membership**

- 1 Membership of the DMAB shall be voluntary.
- 2 Membership of the DMAB shall be open to all designated operators of UPU member countries (hereinafter "postal members") sharing a common interest in fostering the growth of direct marketing through the Post.
- 3 Other companies and associations, including private companies, also sharing a common interest in working with the UPU to foster the growth of direct marketing through the Post, may become "non-postal members" of the DMAB.
- 4 Unless otherwise deemed necessary in these Rules of Procedure (hereinafter the "Rules"), postal and non-postal members may also be referred to individually as "member", or collectively as "members".
- 5 Postal and non-postal applicants shall be considered for membership, provided that they:
  - i have submitted a completed membership application form to the International Bureau of the UPU (hereinafter "Secretariat");
  - ii in the case of non-postal applications, have been deemed eligible for membership by the DMAB Assembly on the recommendation of the DMAB Steering Committee.
- 6 The member country of a designated operator wishing to become a DMAB postal member must be in a regular situation vis-à-vis its mandatory financial obligations towards the UPU.
- 7 DMAB membership shall become effective once the approved applicant has paid all DMAB fees, in strict accordance with the membership fee schedule.
- 8 Each DMAB postal and non-postal member shall designate one representative, who shall be the official contact for all DMAB communications. That representative or one person officially appointed by him shall be the sole person eligible to vote on behalf of the member concerned at DMAB Assembly meetings. A postal or non-postal member may, however, designate one, or more than one, other delegate to attend DMAB meetings and participate in DMAB activities, without the right to vote.
- 9 If a DMAB non-postal member is an association, its representative shall be an officer of the association or a person designated by the association's management to serve as its official representative. An association's DMAB membership shall not extend to its members, who shall apply for DMAB membership in their own capacity.
- 10 Membership shall be valid for the calendar year and may be renewed.

#### **Article 2 – Rights and responsibilities**

- 1 DMAB members may participate in all activities defined in DMAB activity plans.
- 2 DMAB members may be called upon to effectively contribute to the implementation of the actions defined in DMAB activity plans.
- 3 DMAB non-postal members may be invited to participate in other UPU activities and groups only if such participation is authorized in conformity with the UPU General Regulations and other relevant provisions contained in the Rules of Procedure of the UPU bodies concerned.
- 4 DMAB membership shall require the payment of a joining fee and an annual membership fee in accordance with the membership fee schedule.

5 All DMAB members and observers shall be responsible for their own travel and daily expenses resulting from their DMAB participation.

## **Chapter II – Bodies and procedures**

### **Article 3 – DMAB Assembly**

1 The DMAB Assembly shall comprise all DMAB postal and non-postal members.

2 The DMAB Assembly shall be responsible for the following activities:

- i reviewing the DMAB Rules and recommending to the POC approval of any amendments to those Rules;
- ii approving specific DMAB objectives and activity plans, on the recommendation of the Steering Committee and in accordance with UPU Congress decisions;
- iii approving the biennial budget governing its activities, in accordance with the DMAB activity plan for the period, on the recommendation of the DMAB Steering Committee;
- iv approving any change deemed necessary for the DMAB activity plan and the DMAB budget;
- v electing the DMAB Chairman, Vice-Chairmen and members of the DMAB Steering Committee;
- vi approving DMAB membership fee and payment schedules;
- vii approving the eligibility and membership of DMAB non-postal applicants, upon a recommendation of the DMAB Steering Committee, on the basis of their genuine interest in working with the UPU to accomplish the mission of the DMAB and the fulfilment of the conditions described in article 1 above;
- viii following a recommendation of the DMAB Steering Committee, approving the exclusion of a member that fails to demonstrate a continued and genuine interest in working with the UPU to accomplish the mission of the DMAB, or that fails to comply with its financial obligations vis-à-vis the DMAB in accordance with the conditions described in Chapter III below;
- ix collaborating with and participating in the implementation of the DMAB activity plan;
- x serving as a forum for the exchange of ideas and information within the realm of DMAB activities;
- xi taking other decisions strictly related to the functioning of the DMAB.

3 DMAB decisions shall not impact upon an Act of the Union. In cases where a DMAB recommendation requiring a vote may relate to an Act of the Union, non-postal members shall not be allowed to vote.

4 Meetings of the DMAB Assembly shall be valid only if at least half of DMAB members eligible to vote are present. The eligibility to vote shall be determined on the basis of the procedure set out in article 10 of these Rules.

4.1 If a DMAB member is prevented from attending the Assembly meeting, that member may exceptionally delegate its right to vote to the representative of another member, provided that notice is given in writing to the Chairman of the DMAB prior to the commencement of the meeting. However, a member of the DMAB may not represent more than one other member at a time.

4.2 Members participating in an Assembly meeting by means of web/video/audio conferencing shall also have the right to vote. These members shall also be considered for the determination of a quorum.

4.3 In exceptional cases, and with the agreement of the DMAB Chairman, voting may also be conducted by post or e-mail.

5 Questions which cannot be settled by common consent shall be decided upon by a simple majority of members present and eligible to vote. In the case of a vote conducted by post or e-mail, the decisions taken shall be based on a majority of the members eligible to vote.

6 Each member shall have one vote.

- 7 Meetings of the DMAB Assembly may be convened by the DMAB Chairman in consultation with the Secretariat. All members shall be advised in due course.
- 8 The DMAB Assembly shall normally meet twice a year in Berne, Switzerland.
- 9 Meetings of the DMAB Assembly may be held in conjunction with other events provided for in the DMAB activity plan (e.g. DMAB forums and other conference-type activities).
- 10 The attendance of observers and ad hoc observers at DMAB Assembly meetings shall, by analogy, be governed by the relevant provisions of the POC Rules of Procedure.
- 11 At all DMAB Assembly meetings, the representatives of postal and non-postal members shall be seated in French alphabetical order. Observers and ad hoc observers shall be seated in similar fashion, once all DMAB members have been accommodated.

#### **Article 4 – DMAB Steering Committee**

- 1 The DMAB shall be managed by a Steering Committee, comprising:
- i the DMAB Chairman, who shall be a person officially designated by a postal member;
  - ii the postal and non-postal DMAB Vice-Chairmen, who shall be persons officially designated by a postal member and a non-postal member respectively;
  - iii ten other DMAB members, elected by the DMAB Assembly, in principle in proportion to the number of postal and non-postal members and in accordance with geographical representation and the different levels of market development. These DMAB Steering Committee members shall also be represented by persons officially designated by the postal or non-postal members concerned.
- 1.1 Any representative of a DMAB Steering Committee member who no longer fulfils the designation criteria defined above shall immediately be relieved of his position on the Committee. The postal or non-postal member concerned shall then officially designate another person as soon as possible to represent it on the Committee.
- 2 The DMAB Steering Committee shall be responsible for the following activities:
- i recommending the DMAB activity plans and biennial budget to the DMAB Assembly;
  - ii determining the eligibility of DMAB non-postal applicants and recommending their membership to the DMAB Assembly on the basis of their genuine interest in working with the UPU to accomplish the mission of the DMAB and the fulfilment of the conditions described above in article 1;
  - iii recommending to the DMAB Assembly the exclusion of a DMAB member that fails to demonstrate a continued and genuine interest in working with the UPU to accomplish the mission of the DMAB, or that fails to comply with its financial obligations vis-à-vis the DMAB and the conditions described below in Chapter III;
  - iv providing advice to the Secretariat on the implementation of the DMAB activity plans;
  - v recommending to the DMAB Assembly other decisions strictly related to the functioning of the DMAB.
- 3 DMAB Steering Committee decisions shall not impact upon an Act of the Union. In cases where a DMAB Steering Committee recommendation requiring a vote may relate to an Act of the Union, non-postal members shall not be allowed to vote.
- 4 Meetings of the DMAB Steering Committee shall be valid only if at least half of its members eligible to vote are present. Eligibility to vote shall be determined on the basis of the procedure set out in article 10 of these Rules.
- 4.1 If a member of the DMAB Steering Committee is prevented from attending the meeting, that member may exceptionally delegate its right to vote to the representative of another member, provided that notice in writing is given to the DMAB Chairman prior to the commencement of the meeting. However, a member of the DMAB Steering Committee may not represent more than one other member at a time.

- 4.2 Members participating in a Steering Committee meeting by means of web/video/audio conferencing shall also have the right to vote.
- 4.3 In exceptional cases, and with the agreement of the DMAB Chairman, voting may also be conducted by post or e-mail. However, this shall not be possible in the case of votes on matters of principle or recommended changes to these Rules.
- 5 Questions which cannot be settled by common consent shall be decided by a simple majority of the members present and eligible to vote. In the case of voting by post or e-mail, the decisions taken shall be based on a majority of the Steering Committee members eligible to vote.
- 6 Each DMAB Steering Committee member shall have one vote.
- 7 All members of the DMAB Steering Committee shall be elected by the DMAB Assembly at the first DMAB meeting after each UPU Congress and shall have a mandate of four years (up to the first DMAB Assembly meeting after the following UPU Congress). Any vacancy that occurs before the expiration of the mandate specified herein shall be filled for the remainder of the four-year term by means of a special election to be held at the next DMAB Assembly, or in accordance with the exceptional procedure described in article 3.4.3.
- 8 The DMAB Steering Committee shall normally meet twice a year in Berne, Switzerland, and may hold other meetings during the year, either in person or by teleconferencing.
- 9 Meetings of the DMAB Steering Committee may be convened by the DMAB Chairman in consultation with the Secretariat. All members shall be advised in due course.
- 10 DMAB postal or non-postal members that are not members of the Steering Committee may exceptionally, with the permission of the DMAB Chairman, attend meetings of the Steering Committee as ad hoc observers. They shall not have the right to vote.
- 11 DMAB Steering Committee members shall ensure that the persons officially designated by them are available often enough to carry out their functions as described herein.

#### **Article 5 – Languages**

- 1 The working languages of the DMAB shall, in principle, be French and English. The working language of the DMAB Steering Committee shall be English or French, as agreed by its members.
- 2 When a DMAB Assembly meeting is held in conjunction with another UPU event which is open to, and which may benefit, other UPU member countries, provision shall be made for interpretation of the proceedings into other UPU languages specified in the UPU General Regulations.

#### **Article 6 – Chairman and Vice-Chairmen**

- 1 The DMAB Chairman shall approve the agenda for and lead the meetings of the DMAB Assembly and ensure that an annual report is presented by the DMAB Assembly to the POC.
- 2 The DMAB Chairman shall approve the agenda for and preside over the meetings of the DMAB Steering Committee.
- 3 The DMAB Chairman shall represent the DMAB in the POC and its Committees, and in other UPU bodies as necessary.
- 4 If prevented from discharging the duties of his position, the Chairman shall be replaced by the postal Vice-Chairman.

## **Article 7 – Secretariat and programme management**

- 1 The International Bureau of the UPU shall provide the Secretariat for the DMAB.
- 2 For the purposes of the DMAB, the Secretariat shall have the following functions:
  - i serving as an organ of execution, support, liaison, information and consultation for DMAB members;
  - ii managing the day-to-day relationship with the members, and representing the DMAB in events and in relation to associations and other institutions with which the DMAB wishes to be associated; a list of organizations and events of interest shall be approved in advance by the DMAB Steering Committee;
  - iii managing the implementation of the DMAB activity plan and reporting progress to the DMAB Assembly;
  - iv presenting an annual financial report detailing income and expenditure in respect to DMAB activities.

## **Chapter III – Financial management**

### **Article 8 – Income**

- 1 The DMAB shall be a self-financing body. The activities defined in the DMAB activity plan shall be financed by contributions from its members, in the form of joining fees and annual membership fees set forth in a schedule approved by the DMAB Assembly.
- 2 The fee structure shall be as follows:
 

–	Joining fee – paid once only by all members:	2,500 CHF
–	Annual fee for postal members from:	
•	least developed countries:	2,000 CHF per year
•	other developing countries:	4,000 CHF per year
•	industrialized countries:	8,000 CHF per year
–	Annual fee for non-postal members:	2,000 CHF per year
- 3 The above structure refers to the calendar year. No exceptions or exemptions shall apply. Changes in this fee structure must be approved by the DMAB Assembly.
- 4 Invoices shall be issued at the beginning of each calendar year (or to new members upon joining the DMAB) and shall be settled within three months of the date of issue.

### **Article 9 – Budget and expenditure**

- 1 The DMAB Assembly shall approve a biennial budget governing its activities, on the recommendation of the DMAB Steering Committee, in accordance with the DMAB activity plan for the period approved by the DMAB Assembly.
- 2 The DMAB budget shall be subject to whatever review, amendment or approval is deemed necessary by the DMAB Assembly, on the recommendation of the DMAB Steering Committee.
- 3 At least once a year, the UPU IB shall provide the DMAB Steering Committee with a financial report detailing income and expenditure in respect of DMAB activities.
- 4 No expenditure other than that approved in the budget may be made on the DMAB's behalf without the express permission and approval of the DMAB Steering Committee.

5 All expenses incurred in implementing the DMAB activity plan shall be in accordance with the Financial Regulations of the UPU.

#### **Article 10 – Debtors and arrears**

- 1 Any member which has not paid the joining and membership fees within three months of the date of invoice shall automatically lose the right to vote and shall not be permitted to participate in DMAB activities or have access to DMAB information until the outstanding amount has been paid.
- 2 A member which has not paid its membership fees for two years shall be excluded from the DMAB.

#### **Chapter IV – Final provisions**

##### **Article 11 – Application of the UPU General Regulations and POC Rules of Procedure**

The UPU General Regulations and the Rules of Procedure of the POC shall be applicable to the DMAB and, where appropriate, by analogy in all cases not expressly provided for in these Rules.

##### **Article 12 – Withdrawal**

A member wishing to discontinue its membership shall inform the Secretariat in writing. Such withdrawal shall take effect at the end of the calendar year in which the notification of withdrawal is received by the Secretariat.

##### **Article 13 – Dissolution**

- 1 In the event that the DMAB Steering Committee considers that there are insufficient funds available and forthcoming to provide for the ongoing functioning of the DMAB, it may recommend to the DMAB Assembly the dissolution of the DMAB. Subject to further approval of the POC and without prejudice to the functions of the CA in its area of competence, such a decision shall be taken in the light of the funds available and in prospect, and commitments undertaken to implement DMAB activity plans and to finance staff hired by the International Bureau to manage the implementation of DMAB activity plans.
- 2 In the event that a decision to dissolve the DMAB is taken by the POC, and unless otherwise determined by the latter, any monies owing or remaining shall be shared between the members on the basis of the relative proportions of the membership fees received in the most recent complete calendar year of functioning.

##### **Article 14 – Entry into force**

These DMAB Rules of Procedure shall come into force upon their approval by the POC.