



Eighty-fifth session
Bamako, Mali, 7-8 May 2009
Provisional agenda item 12 (b)

AFFILIATE MEMBERS

(b) Revision process of the Rules of Procedure of the Affiliate Members

Note by the Secretary-General

In this report, the Secretary-General informs the Executive Council on the revision process of the Rules of Procedure of the Affiliate Members.

AFFILIATE MEMBERS

(b) Revision process of the Rules of Procedure of the Affiliate Members

1. The Rules of Procedure of the Affiliate Members that are currently in force were approved by the sixth session of the General Assembly and thus date back to 1985. In view of the evolution of the Affiliate Members and of their current structure divided into three Councils, it has therefore appeared necessary to bring them up to date. Accordingly, a draft revision was presented to the Executive Council at its 83rd Session (June 2008, Cheju, Republic of Korea).
2. The Executive Council gave instructions to recirculate the draft rules to the Board of Directors of the Affiliate Members, to elicit any additional comments and reach consensus on the text.
3. The Members of the Council will find attached herewith, for their information, the draft text of the Rules of Procedure of the Affiliate Members, which incorporates most of the observations received prior to the date of this document from 20 of the Board's 35 members.
4. Following the incorporation of comments received subsequently—and in particular from the working group set up within the Board of Directors—this draft will have to be approved by the Affiliate Members at their next general meeting (Astana, Kazakhstan, 6 October 2009) before being submitted to the session of the General Assembly for approval.

A N N E X

DRAFT RULES OF PROCEDURE OF THE COMMITTEE OF THE AFFILIATE MEMBERS OF THE WORLD TOURISM ORGANIZATION

Article 1.- *Affiliate Members*

1. Affiliate Members have the status of members of the World Tourism Organization and operate through the Committee of Affiliate Members (CMA).
2. Affiliate membership is open to enterprises or entities directly or indirectly concerned with tourism activity that meet the requisites established in these Rules of Procedure.

Article 2.- *Rights and duties*

1. Affiliate Members have the right to obtain specialized information and documentation, share knowledge and good practices with other members, and participate in the activities of the Organization.
2. Affiliate Members have the obligation to respect and comply with the Organization's rules, to pay their contributions by the dates stipulated for doing so, and to work in pursuit of the Organization's major objectives.
3. Those that engage, as part of their regular activities, in practices contrary to the aforementioned objectives shall be subject to provisional suspension of affiliate membership by means of a reasoned decision issued by the Board of Directors of the Affiliate Members.

Article 3.- *Admission procedures*

1. Applications for affiliate membership shall be submitted to the Executive Committee through the Executive Director, accompanied by:
 - (a) An information document on the characteristics of the applying enterprise of entity.
 - (b) An explanatory memorandum on the objectives of the enterprise or entity and their connection with the general objectives of the Organization.
 - (c) An express declaration of commitment to the Global Code of Ethics for Tourism and acceptance of the Statutes and rules of the CMA.
 - (d) An official document of endorsement from the government of the State in which the headquarters of the candidate is located.

2. Following verification that the necessary requisites have been fulfilled, the application shall be referred to the Executive Committee for provisional approval and, as appropriate, to the Executive Council for final approval. Provisional approval by the Executive Committee conveys recognition of and gives provisional effect to all rights of affiliate membership, as well as the obligation to pay membership contributions.

Article 4.- *Committee of Affiliate Members*

1. The CMA may structure itself in councils, small working groups, specialized committees, or regional or national chapters. The creation of such groups is a function of the Board of Directors and, in the case of groups proposed for permanent establishment, shall also be referred to the Secretary-General.
2. These groups shall be subject to operating rules established by the Board of Directors, supervision by the Executive Committee, and technical coordination of their activities by the Executive Director of the CMA Executive Secretariat.
3. The name of the CMA may be modified by a decision of the Secretary-General, when so proposed by the Board of Directors, for the purpose of improving its recognition outside the Organization.

Article 5.- *Governing organs of the Committee of Affiliate Members*

1. The organs of the CMA are:
 - a. the Plenary of the Affiliate Members,
 - b. the Board of Directors, and
 - c. the Executive Committee.

Article 6. – *The Plenary of the Affiliate Members*

1. The Plenary of the Affiliate Members, comprising all of the Affiliate Members, is their supreme representative and participatory organ. It shall be convened annually by the Secretary-General at the request of the Board of Directors.
2. The agenda of the Plenary shall be prepared by the Secretary-General based on a proposal submitted by the Board of Directors three months prior to the date of the meeting.
3. The Plenary shall elect the members of the Board of Directors every two years. All candidates must present their candidatures in writing to the Executive Director prior to the meeting, or through their official representatives present at the meeting.

4. An Affiliate Member is fully entitled to be represented in the Plenary by another Affiliate Member, who may vote on behalf of the member represented. The delegation in such cases shall be presented in writing to the Executive Director and shall expressly specify the right to vote on behalf of the Affiliate Member represented.

Article 7.- The Board of Directors

1. The Board of Directors is the supreme executive organ of the Affiliate Members and shall be composed of a Chairman, six Vice-Chairmen and 18 Directors. All members shall hold office for two years and shall be eligible for re-election.
2. In the event of a vacancy in the office of Chairman, the Board of Directors shall hold an interim election. Vacancies arising among the Vice Chairmen shall not be filled until the subsequent election.
3. The election of the Chairman, Vice-Chairmen and Directors of the Board of Directors shall be conducted, in respect of all matters not addressed in these Rules of Procedure, in accordance with the "Guiding principles for the conduct of elections by secret ballot" attached to the Rules of Procedure of the General Assembly.
4. The Board of Directors shall meet no less than twice a year to address agendas established by its Chairman, subject to prior notification of the Secretary-General. Its functions shall include design of the strategy and approval of the programme of work, which shall be integrated with the Organization's general programme of work.

Article 8.- The Executive Committee

1. The Executive Committee is the administrative organ of the CMA. It shall be composed of the Chairman of the CMA and the six Vice-Chairmen of the Board of Directors. It shall meet as often as it sees fit to address the agenda established by the Chairman. Such meetings may take the form of video-conferences.
2. The Chairman of the CMA may invite experts and advisers to participate in meetings of the Executive Committee.

Article 9.- The CMA Executive Secretariat

1. The Executive Director directs staff assigned by the Secretary-General; provides technical assistance to the CMA's governing organs; prepares the draft programme of work in accordance with guidelines issued by the Board of Directors, for final approval by the latter; and implements the approved programme under the hierarchical authority of the Secretary-General and functional authority of the Executive Committee.
2. The Executive Director shall be appointed by the Secretary-General in consultation with the Chairman of the CMA.

Article 10.- Contributions

1. The financial contribution of the Affiliate Members shall be established by the Secretary-General, based on a proposal from the Board of Directors. The proceeds shall be allocated to finance the functioning of the CMA, and to finance the programme of work.
2. Contributions are assessed as annual dues payable in January of each year in equal amounts by all members, or in variable amounts as a function of requisites and conditions that may in due course be determined.
3. UNWTO may also receive voluntary contributions from external sources, or from the Affiliate Members themselves, to support specific projects of the programme of work of the Affiliate Members.
4. The membership of an Affiliate Member in arrears in the payment of its financial contributions for more than one year may be suspended by the Secretary-General at the request of the Executive Committee.
5. When the amount of such arrears equals the amount due for two years, the Secretary-General, at the request of the Executive Committee, shall inform the Affiliate Member concerned of the cancellation of its membership.
6. An Affiliate Member withdrawing from the Organization shall be required to notify the Executive Director accordingly, with six months notice, and to continue paying its contribution during the notice period.

Article 11.- Participation by the Committee of Affiliate Members in meetings of the Executive Council and General Assembly of UNWTO

1. The CMA shall be represented in the Organization's Executive Council and General Assembly, as well as such other organs as may be determined.
2. The Chairman of the Board of Directors, or a delegated Vice-Chairman, shall participate in the deliberations of the General Assembly and Executive Council without the right to vote. The Chairman shall present reports to those organs on the activities of the CMA and its views on the global situation of the industry.
3. The Board of Directors may designate up to three observers to participate in the deliberations of the Organization's General Assembly. Each Affiliate Member may also participate as an observer. The Board of Directors may appoint an observer to the Executive Council.

Article 12.- Amendment of the Rules of Procedure

1. It is the prerogative of the Board of Directors, on its own initiative or at the request of an Affiliate Member, to propose and draw up any amendment to these Rules of Procedure.
2. It is the prerogative of the General Assembly to approve, by a majority of two-thirds, such amendments as may have been submitted through the Executive Council.

Transitional Provision

Affiliate Members enjoying full membership as of the effective date of these Rules of Procedure shall expressly subscribe to the Global Code of Ethics for Tourism, in the form and at the times duly prescribed for doing so.

Final Provisions

First: Without prejudice to such particular provisions as may be adopted by the Board of Directors, these Rules of Procedure shall be applicable, *mutatis mutandis*, to subsidiary organs established by the Board of Directors.

Second: These Rules of Procedure shall enter into force on the date of their adoption by the General Assembly, with provisional application of such provisions as may contradict those of the Organization's current Statutes, and in particular the following:

- . Article 3 (1) and (2); and
- . Article 10 (1), (4), (5), and (6).