



Organisation intergouvernementale pour les transports internationaux ferroviaires  
Zwischenstaatliche Organisation für den internationalen Eisenbahnverkehr  
Intergovernmental Organisation for International Carriage by Rail



INTERNATIONAL INSTITUTE FOR THE UNIFICATION OF PRIVATE LAW  
INSTITUT INTERNATIONAL POUR L'UNIFICATION DU DROIT PRIVE

**PREPARATORY COMMISSION FOR THE ESTABLISHMENT  
OF THE INTERNATIONAL REGISTRY FOR RAILWAY  
ROLLING STOCK PURSUANT TO THE LUXEMBOURG  
(RAIL) PROTOCOL**

Prep. Comm. Rail/12/Doc. 3  
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**12<sup>th</sup> session**  
**Berne/remote, 7 March 2024**

**Approval of documents related to the functioning of the Supervisory Authority**

- Draft Statutes and Procedures as approved by the 8<sup>th</sup> session of the Preparatory Commission, with proposals for amendment by OTIF (Prep. Comm. Rail/12/Doc. 3, Annexes 1 and 2);
- Draft Agreement between OTIF and the Supervisory Authority (Prep. Comm. Rail/12/Doc. 3, Annex 3).

OTIF suggests slight modifications to the draft Statutes of the Supervisory Authority as approved by the Preparatory Commission at its 8<sup>th</sup> session in order to take into account the decisions stemming from the 11<sup>th</sup> session of the Preparatory Commission. The proposed modifications to the Statutes are shown in the document (Annex 1) with track changes.

The Rules of Procedure approved at the 8<sup>th</sup> session of the Preparatory Commission remain unchanged and are attached at Annex 2.

The third document in Annex 3 concerns the draft agreement between the future Supervisory Authority and the Secretariat of the Supervisory Authority, which, in accordance with Article XII (6) of the Luxembourg Protocol, is OTIF. The draft Agreement was prepared by the Secretary General of OTIF and was submitted for information to the members of the Ratification Task Force in November 2023.

The members of the Preparatory Commission are kindly invited to review the Draft Statutes and Procedures, as well as the Draft Agreement between OTIF and the Supervisory Authority and send any comments they might have by **15 February 2024** to [secretary.general@otif.org](mailto:secretary.general@otif.org).

**Annex 1**

**DRAFT SUPERVISORY AUTHORITY STATUTES, AS APPROVED  
AT THE 8TH SESSION OF THE PREPARATORY COMMISSION  
ON 6-7 DECEMBER 2018, WITH PROPOSED AMENDMENTS  
PROVIDED BY OTIF (IN TRACK-CHANGES)**

## Statutes of the Supervisory Authority

### Article 1 Definitions

For the purpose of these Statutes, the following terms shall be considered to have the meanings indicated:

<i>Initial Contract</i>	the contract signed on 12 <sup>th</sup> November 2014 between the Preparatory Commission, acting in its capacity as Provisional Supervisory Authority and Regulis S.A.;
<u><i>Amended and restated contract</i></u>	<u>the amended and restated contract signed on 3 November 2022 between the Preparatory Commission, acting in its capacity as Provisional Supervisory Authority and Information Services Corporation;</u>
<i>Contracting State/ State Party</i>	a Contracting State / State Party to the Convention and the Protocol;
<i>Convention</i>	the Convention on International Interests in Mobile Equipment, signed in Cape Town on 16 November 2001;
<i>Diplomatic Conference</i>	the Diplomatic Conference to Adopt a Rail Protocol to the Convention on International Interests in Mobile Equipment held in Luxembourg from 12 to 23 February 2007;
<i>International Registry</i>	the international registry established by the Supervisory Authority pursuant to Article 17 of the Convention and Section 3.1 of the Regulations;
<u><i>Model Rules</i></u>	<u>the Model Rules on the Permanent Identification of Railway Rolling Stock issued by the Working Party on Rail Transport of the Inland Transport Committee of United Nations Economic Commission for Europe and</u>

as amended from time to time and approved, for the purposes of these Regulations, by the Supervisory Authority

*Officers*

a Chair and a First and Second Vice-Chair, and such other officers which may be elected from by the Supervisory Authority in accordance with the Rules of Procedure;

*OTIF*

the Intergovernmental Organisation for International Carriage by Rail;

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<i>Protocol</i>	the Luxembourg Protocol to the Convention on International Interests in Mobile Equipment on Matters specific to Railway Rolling Stock signed in Luxembourg on 23 February 2007;
<i>Preparatory Commission</i>	the preparatory commission set up under Resolution 1 of the Final Act of the Diplomatic Conference
<i>Registrar</i>	the registrar of the International Registry appointed from time to time by the Supervisory Authority;
<i>Regulations</i>	the regulations for the International Registry adopted by the Supervisory Authority pursuant to the Protocol;
<i>Rules of Procedure</i>	the rules of procedure of the Supervisory Authority in force pursuant to Article XII (4) of the Protocol;
<i>Secretariat</i>	the Secretariat appointed according to Article XII of the Protocol;
<i>Signatory Party</i>	a state which has signed but not ratified the Protocol;
<i>State Party</i>	a state which has ratified or acceded to both the Convention and the Protocol;
<i>Supervisory Authority</i>	the Supervisory Authority referred to in Article 17(1) of the Convention and Article XII of the Protocol and
<i>UNIDROIT</i>	the International Institute for the Unification of Private Law.

## Article 2 Composition

1. The Supervisory Authority is a body established pursuant to Article XII of the Protocol.
  2. Its membership is determined in accordance with Article XII (1) (b) and (c) of the Protocol
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Article 3  
Legal Personality, external representation

1. The Supervisory Authority has international legal personality according to Article 27(1) of the Convention.
2. External representation of the Supervisory Authority shall be performed by the Chair elected according to the Rules of Procedure of the Supervisory Authority for the entire period of its term of election.
3. The Supervisory Authority may adopt specific rules for its representation with regard to selected types of its actions.
4. The Supervisory Authority may establish from its members as needed committees and working groups to which it delegates tasks.

Article 4  
Domicile, agreements with States

1. The Supervisory Authority shall be domiciled in Berne, Switzerland. It is hosted by OTIF
2. The Supervisory Authority may enter into any arrangement with its host State requisite for the performance of its functions, including any agreement referred to in Article 27(3) of the Convention on
  - a. exemption from taxes and
  - b. any other immunities and privileges.
3. The Supervisory Authority as holder of the proprietary rights according to Article 17(4) of the Convention may enter into any agreement with States where assets, documents, data bases and archives of the International Registry are located in order to guarantee that these shall be kept inviolable and immune from seizure or other legal or administrative process according to Article 27(4) to (6) of the Convention.
4. The Supervisory Authority may enter into agreements with States Parties having made a declaration according to Article XIV (2) of the Protocol on the unique identification of items of railway rolling stock to which a system of national or regional identification numbers applies. On conclusion of such agreement the Supervisory Authority shall also decide the necessary implementing measures.

## Article 5 Tasks

Notwithstanding the tasks laid down in other articles of these Statutes, the Supervisory Authority shall:

1. Establish Rules of Procedure.
2. Elect its Officers according to the Rules of Procedure.
3. Appoint the Registrar according to Article 17(2) (b) of the Convention and Article XII (11) of the Protocol and may negotiate and amend from time to time agreements with the Registrar.
4. Establish, review and may, from time to time amend, the Regulations and determine the manner of their publication according to Article 17(2) (d) of the Convention.
5. Supervise the Registrar and the operation of the International Registry according to Article 17(2) (f) of the Convention including the evaluation, authorization, where appropriate, and supervision of the provision by the Registrar of services additional to those required under the Protocol.
6. At the request of the Registrar, provide guidance to the Registrar according to Article 17(2) (g) of the Convention.
7. Do all things necessary to ensure that an efficient notice-based electronic registration system exists to implement the objectives of the Convention and the Protocol according to Article 17(2) (i) of the Convention.
- ~~7.8.~~ Approve the Model Rules and its amendments.
- ~~8.9.~~ Enter into agreements with an external auditor and any other party as may be requisite for the performance of its functions.
- ~~9.10.~~ Sign with the Secretariat any agreement setting out the detailed conditions for performing the tasks of the Secretariat and may negotiate and amend from time to time such agreement with the Secretariat.
- ~~10.11.~~ Dismiss the Registrar and ensure that any rights required for the continued effective operation of the International Registry in the event of a change of Registrar will vest in or be assignable to the new Registrar according to Article 17(2) (b) and (c) of the Convention.
- ~~11.12.~~ Report periodically to the Contracting States concerning the discharge of its obligations under the Convention and the Protocol according to Article 17(2) (j) of the Convention.
- ~~12.13.~~ Report periodically to UNIDROIT in order to assist it as the Depositary in preparing reports for the States Parties as to the manner in which the international regimen established in the Convention has operated in practice according to Article 61(1) of the Convention.

~~13-14.~~ Cooperate with UNIDROIT as the Depository with regard to the status and reviewing of the Convention and the Protocol according to Articles 61 and 62 of the Convention and Articles XXXIII and XXXIV of the Protocol.

#### Article 6 Commission of Experts

1. The Supervisory Authority may establish a Commission of Experts entrusted with the task of assisting it in the discharge of its functions and the Commission shall be deemed as an organ of the Supervisory Authority.
2. The Commission of Experts shall consist of individuals the Supervisory Authority considers have the necessary qualifications, expertise and experience for such position and be selected from (a) persons nominated by State Parties and Signatory States and (b) other persons nominated by the Chair.
3. The Supervisory Authority may dissolve the Commission, or remove members of the Commission in accordance with the Rules of Procedure.
4. The Rules of Procedure of the Supervisory Authority shall be applied mutatis mutandis to the Commission of Experts.

#### Article 7 Languages

The official and working language of the Supervisory Authority shall be English.

#### Article 8 Secretariat

1. The Supervisory Authority shall be assisted in the discharge of its functions by the Secretariat.
2. The Secretariat shall carry out its tasks as set out in Article 12(4) of the amended and restated Initial Contract or as otherwise agreed between the Supervisory Authority and the Secretariat. The agreement signed between the Secretariat and the Supervisory Authority shall further detail the conditions for performing the tasks of the Secretariat.
3. The Secretariat's expenses in carrying out its functions are as set out in Article 12(4) of the amended and restated Initial Contract or as otherwise agreed between the Supervisory Authority and the Secretariat.
4. By 31 March of each year, the Secretariat shall submit an invoice to the Supervisory Authority for the costs it has incurred in the previous calendar year for performing the tasks of the Secretariat.



5. The Supervisory Authority shall check that the costs, as set out in Article XVI (2) of the Protocol, are refunded on a real- costs basis including personnel costs and shall instruct the Registrar to pay the invoice, if necessary after consulting the Secretariat.

#### Article 9 Registry fees

1. The Supervisory Authority shall set up, review and may from time to time amend the fees to be charged for the services and facilities of the International Registry in accordance with Article 17(2) (h) of the Convention and with the Regulations.
2. The fees shall be determined according to Article XVI of the Protocol so as to recover the following costs, to the extent necessary, whereby nothing shall preclude the Registrar from operating for a reasonable profit:
  - a. the reasonable costs of establishing, implementing and operating the International Registry over the term of the contract with the Registrar and
  - b. the reasonable costs of the Secretariat associated with the performance of its functions as set out in Article 8.
3. The Supervisory Authority may enter into such agreements as it considers appropriate with the Registrar concerning the fees.

#### Article 10 Registry Insurance

The Supervisory Authority shall determine the extent of the insurance or financial guarantee covering the liability of the Registrar according to Article 28(4) of the Convention, Article XV(5) of the Protocol and Resolution 6 of the Diplomatic Conference.

Article 11  
Complaints concerning the operation of the Registry

1. A complaint concerning the operation of the Registry according to Article 17(2) (e) of the Convention shall be addressed in writing to the Registrar in accordance with the Regulations.
2. If the complainant is not satisfied that the complaint is resolved, the complaint may be submitted to the Supervisory Authority through the Secretariat which shall forward the complaint together with accompanying materials to the Commission of Experts.
3. The Commission of Experts shall agree on a position within a reasonable deadline, to be determined, and shall communicate it to the Secretariat.
4. The Secretariat shall communicate the complaint, together with all comments and, if necessary, further documents, to the Supervisory Authority within one month after receiving the position of the Commission of Experts.
5. The Supervisory Authority shall reply to the complaint in writing and if the complaint was justified, shall give the Registrar the necessary instructions to resolve the problem specified in the complaint and to avoid the problem in future.
6. In the absence of a Commission of Experts at the time the Secretariat is required to forward the complaint, the Officers shall act as an ad hoc commission of experts for these purposes.

Article 12  
Amendments

1. These statutes may be amended at the Supervisory Authority's annual General Meeting.
2. The procedures for making amendments shall be set out in the Rules of Procedure.

**SUPERVISORY AUTHORITY  
(LUXEMBOURG PROTOCOL)  
DRAFT RULES OF PROCEDURE**

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In accordance with Article XII(4) of the Luxembourg Protocol to the Convention on International Interests in Mobile Equipment on Matters specific to Railway Rolling Stock the Supervisory Authority has adopted the following Rules of Procedure, hereinafter referred to as "the Rules".

#### Article 1 Definitions

For the purpose of the Rules, the following terms shall be considered to have the meanings indicated:

<i>Commission of Experts</i>	the commission established by the Supervisory Authority pursuant to Article 6 of the Statutes;
<i>Convention</i>	the Convention on International Interests in Mobile Equipment, signed in Cape Town on 16 November 2001;
<i>Designated Members</i>	Representatives of Designated States;
<i>Designated States</i>	States which are not State Parties but are designated from time to time by UNIDROIT and OTIF in accordance with Article XII (1) (b) and (c) of the Protocol;
<i>Members</i>	representatives of the State Parties and Designated States who collectively constitute the membership of the Supervisory Authority;
<i>Protocol</i>	the Luxembourg Protocol to the Convention on International Interests in Mobile Equipment on Matters specific to Railway Rolling Stock signed in Luxembourg on 23 February 2007;
<i>Qualified Majority</i>	for the first two years after entry into force of the Protocol, a simple majority of both (a) representatives of State Parties and (b) Members, and thereafter a two thirds majority of Members;
<i>Regional Organization</i>	a Regional Economic Integration Organization as defined in Article XXII of the Protocol and which has ratified or acceded both to the Convention and the Protocol in respect of its competences;
<i>Secretariat</i>	the Secretariat appointed pursuant to Article XII of the Protocol;

*State Party* a State which has ratified or acceded both to the Convention and the Protocol

*Statutes* the Statutes of the Supervisory Authority.

and the terms Officers, Signatory Party, UNIDROIT and OTIF shall have the meanings ascribed to them in the Statutes.

## Article 2 Designated Members

In relation to Designated Members, the following procedures shall apply:

1. the designating organization may designate a State to be a Designated State for such period as it considers appropriate subject to the maximum period permitted under Article XII (3) of the Protocol;
2. designations shall be made in writing and addressed to the Secretariat, who shall immediately inform the existing Members thereof, and shall be operative 30 calendar days after receipt of the designation by the Secretariat;
3. a Designated Member appointed by a Designated State that subsequently becomes a State Party shall automatically cease to be a Designated Member and the designating organization may designate another State to be a Designated State subject to Article 2 (a) and (b) above.

## Article 3 Meetings

1. The Supervisory Authority shall hold a general meeting of Members once every calendar year.
2. The Supervisory Authority may also meet between general meetings if a request for a meeting is made to the Chair by:
  - (a) if the number of Members is less than nine, at least three Members, and
  - (b) in all other cases at least one-third of the Members.

Such interim meetings, at the discretion of the Chair, may be conducted by telephone, videoconference or electronic procedures.

3. The Supervisory Authority shall convene general meetings at its domicile. However, with the agreement of the majority of the Members, the Supervisory Authority may convene at any other place.

4. All meetings shall be held in English, the official and working language of the Supervisory Authority.
5. Attendees at Supervisory Authority meetings may use another language if they provide, at their expense, interpretation into English.

#### Article 4 Representation of Members

1. Each State Party and Designated State shall be represented at a meeting of the Supervisory Authority by such one person as they shall nominate who shall have one vote.
2. A Member may arrange to be represented at a meeting of the Supervisory Authority by another Member. However, no Member may represent more than one other Member at a meeting of the Supervisory Authority.
3. A Regional Economic Integration Organization which is a party to the Protocol shall have the right to be represented at a meeting of the Supervisory Authority

#### Article 5 Observers

1. The Chair of the Supervisory Authority may invite one or more members of the Commission of Experts, individuals and representatives of public or private organizations or states which are not Members to attend meetings of the Supervisory Authority as observers and in an advisory capacity and with no right to vote. However observers may be excluded by a majority of Members present at such meetings.
2. Observers shall receive the meeting documents prepared for the Supervisory Authority, unless the Chair decides otherwise.

#### Article 6 Representation of the Secretariat

The Secretariat shall be represented at meetings of the Supervisory Authority and its subsidiary bodies by such person or persons it shall nominate and who shall participate in an advisory capacity and with no right to vote.

### Article 7 Closed nature of sessions

Unless the Supervisory Authority decides otherwise, its sessions and those of its subsidiary organs, including the Commission of Experts and any committees or working groups, shall not be open to the public.

### Article 8 Provisional agenda

1. The provisional agenda for each meeting of the Supervisory Authority shall be prepared by the Secretariat in coordination with the Chair of the Supervisory Authority and presented for adoption by the Chair of the Supervisory Authority at the opening session
2. The Secretariat shall send a notice of a meeting of the Supervisory Authority, indicating the venue of the meeting, the date and time it opens and the provisional agenda, to Members and to observers according to Article 4 no later than three months, and documents for the meeting no later than two months before the meeting opens.
3. The provisional agenda for a meeting shall include any item that a previous meeting has agreed should be included. Members may propose additional items for inclusion on the agenda. If such proposals are not made in writing to the Secretariat at least four weeks before the meeting opens they shall only be considered for inclusion on the agenda if a majority of Members represented at the meeting agrees to their inclusion.
4. The Chair or, in the absence of the Chair, the first Vice-Chair, and in his or her absence, the Second Vice-Chair, shall preside at the meeting. In the absence of the second Vice-Chair, the meeting shall be chaired by a representative of a Member elected by a simple majority of those Members present at the meeting.

### Article 9 Officers

1. The Supervisory Authority shall elect Officers among the Members for a two [2] year term.
2. Nominations for positions as Officers shall be seconded by another Member and submitted at least 30 days before the next annual general meeting. Election shall be by simple majority vote.
3. In addition to exercising the powers conferred upon them by virtue of the Rules, the Chair shall direct discussions, ensure that the Rules are applied, give the floor, direct the votes and announce decisions.
4. The Chair shall decide all questions concerning the application of the Rules. If a Member disputes the Chair's decision, a vote shall be taken and the Chair's decision shall stand if a majority of Members present or represented do not oppose it.



### Article 10 Conducting proceedings

1. In principle, the Chair shall give the floor in the order in which it is requested.
2. In general, a Member shall not be given the floor a second time on the same question, except to reply to a question, until all those Members wishing to speak have done so.

### Article 11 Proposals

1. Proposals concerning items on the provisional agenda shall be submitted in writing to the Secretariat no less than four weeks before a scheduled meeting at which the proposal will be tabled for discussion in order that they can be made available to Members as soon as possible.
2. Proposals to amend the Statutes shall be submitted in writing to the Secretariat no less than eight weeks before a general meeting and will also be made available to Members as soon as possible.
3. A written proposal concerning items on the provisional agenda can be tabled at a scheduled meeting upon majority consent of the Members represented at the meeting.

### Article 12 Decisions

If there is more than one proposal on the same subject, the Chair shall decide in which order they shall be discussed.

### Article 13 Motions of order

Members may, at any time, submit motions of order. The Chair shall take a decision immediately. If a Member disputes the Chair's decision, a vote shall be taken and the Chair's decision shall stand if a majority of Members present or represented do not oppose it.

### Article 14 Rediscussion of proposals

A proposal that has been adopted or rejected may only be examined again if the Supervisory Authority so decides. Such decision shall be taken by a vote carried out in the same way as the initial vote on the proposal in question was taken.

### Article 15 Quorum

A quorum shall be required for the opening of a meeting of the Supervisory Authority, and for any vote. The quorum shall be the number of Members present or represented constituting a Qualified Majority.

### Article 16 Voting procedure

1. Unless provided otherwise herein, decisions of the Supervisory Authority shall be taken by a Qualified Majority.
2. The calculation of the results of the voting procedure shall be based on the number of Members present and voting.
3. Voting shall take place by show of hands. However, any Member may request a roll call vote, which shall take place in English alphabetical order beginning with the Member which has requested the roll call vote.
4. If at least two Members so request, voting shall take place by secret ballot, unless the majority of the Members represented are opposed to this. The Chair of the meeting shall appoint two scrutineers to count the votes. All ballot papers shall be reported to the Chair.
5. Once voting has begun, no Member may interrupt it, unless for the purpose of a motion of order concerning the manner in which the vote is taking place. If the votes are divided equally, a second vote shall take place, if necessary after a break in the session. If the votes are again divided equally, the Chair shall have the casting vote.

### Article 17 Minutes

1. Decisions by the Supervisory Authority shall be read out by the Chair and recorded in the minutes.
2. Minutes of the meetings of the Supervisory Authority, summarising the proceedings and including the full text of all proposals and decisions, shall be prepared by the Secretariat.
3. Members may request that a statement they have made during a meeting be included in an annex to the minutes, provided the written text of the statement is given to the Secretariat prior to the conclusion of the relevant meeting.
4. The Secretariat shall send out the minutes no later than eight weeks after the meeting has closed.
5. Members and observers present or represented at a meeting shall inform the Secretariat in writing of any corrections they wish to make to the text of their

interventions and/or ask for amendments in the draft minutes within four weeks of distribution of the draft minutes by the Secretariat.

6. The final version of the minutes shall be approved at the next meeting.

#### Article 18 Amending the Rules

1. The Rules may be amended by an affirmative vote of at least a Qualified Majority, provided a proposal for amendment submitted by a Member or a suggestion for amendment from the Chair is on the provisional agenda.
2. A decision by the Supervisory Authority taken in accordance with Article 18 (1) may be brought into force for the session at which the decision is taken.

**DRAFT  
AGREEMENT**

**BETWEEN**

**THE SUPERVISORY AUTHORITY  
OF THE LUXEMBOURG PROTOCOL**

**AND**

**THE INTERGOVERNMENTAL ORGANISATION  
FOR INTERNATIONAL CARRIAGE BY RAIL  
(OTIF)**

**REGARDING THE FUNCTIONS OF THE SECRETARIAT**

**DRAFT**

**The Supervisory Authority of the Luxembourg Protocol**, represented by its Chair

Of the one part, and

**The Intergovernmental Organisation for International Carriage by Rail** (hereinafter referred to as “OTIF”), represented by the Chair of the Administrative Committee,

Of the other part,

Together hereinafter referred to as “Parties”,

**HAVING REGARD** to the Convention on International Interests in Mobile Equipment, signed in Cape Town on 16 November 2001, hereinafter referred to as the “Cape Town Convention”,

**HAVING REGARD** to the Protocol to the Convention on International Interests in Mobile Equipment on Matters specific to Railway Rolling Stock signed in Luxembourg on 23 February 2007, establishing the setting up of an international registry and a Supervisory Authority for the registry, hereinafter referred to as the “Luxembourg Protocol”,

**HAVING REGARD** to the approval of OTIF’s 7<sup>th</sup> (Berne, 23/24 November 2005) and 12<sup>th</sup> (Berne, 29/30 September 2015) General Assembly to take over the tasks of the Secretariat of the Supervisory Authority in accordance with Article XII § 6 of the Luxembourg Protocol,

**HAVING REGARD** to the Statutes of the Supervisory Authority as approved by OTIF’s Administrative Committee and adopted by the Supervisory Authority on [INSERT DATE], ,

**HAVING REGARD** to the Rules of Procedure of the Supervisory Authority as approved by OTIF’s Administrative Committee and adopted by the Supervisory Authority on [INSERT DATE],

**HAVING REGARD** to the amended and restated Contract for the Establishment and Operation of the International Registry for International Interests in Mobile Equipment (Railway Rolling Stock) between the Preparatory Commission and Regulis S.A. (hereinafter referred to as the “Supervisory Contract”),

HAVE AGREED AS FOLLOWS

## **Article 1- Purpose of the Agreement**

In accordance with Article XII § 6 of the Luxembourg Protocol, OTIF shall take on the role of the Secretariat of the Supervisory Authority once the said Protocol enters into force.

This Agreement sets out the detailed conditions for performing the tasks of the Secretariat of the Supervisory Authority.

## **Article 2- OTIF's tasks**

The tasks incumbent on OTIF as the Secretariat of the Supervisory Authority stem from various documents.

1. The Statutes of the Supervisory Authority define the following functions for the Secretariat:
  - To carry out its tasks as set out in clause 12.4 b) of the Supervisory Contract or as otherwise agreed between the Supervisory Authority and the Secretariat (Article 8);
  - To receive from the Registrar and forward to the Supervisory Authority complaints not resolved by the Registrar and to forward the complaints together with accompanying documents to the Commission of Experts (Article 11 § 2);
  - To receive the positions of the Commission of Experts and communicate the complaints together with all comments and, if necessary, further documents, to the Supervisory Authority within one month after receiving the position of the Commission of Experts (Article 11 § 4).
2. The Rules of Procedure of the Supervisory Authority define the following functions for the Secretariat:
  - To prepare general and interim meetings of the Supervisory Authority (Article 3);
  - To be represented at meetings of the Supervisory Authority with no right to vote (Article 6);
  - To prepare the provisional agenda for meetings of the Supervisory Authority (Article 8), and make available to members as soon as possible the proposals received concerning the agenda (Article 11);
  - To prepare the draft and final minutes of meetings (Article 17).
3. Clause 12.4 b) of the Supervisory Contract defines the following functions for the Secretariat:
  - To host meetings of the Supervisory Authority and any subsidiary bodies it may create, and to carry out any customary work associated with such meetings, including the issuance of notices of meetings, agendas, and the preparation and publication of documents for, and resulting from, such meetings;
  - To serve as the point of contact, vis-à-vis third parties, for the Supervisory Authority;
  - To participate in the Ratification Task Force.

4. The Secretariat's additional tasks shall include general correspondence and regular dialogue with the Registrar.

### **Article 3- OTIF's rights and obligations**

OTIF shall be compensated for performing the tasks of the Secretariat of the Supervisory Authority.

In accordance with Clause 12.4 c) of the Supervisory Contract, OTIF shall be compensated in an amount of 26 000 EUR per year for at least the first three years for performing the tasks of the Secretariat of the Supervisory Authority.

In any case, the Secretariat shall advise the Supervisory Authority and the Registrar in advance if it expects such expenses to exceed such amount in any year. In such case, the Supervisory Authority and the Registrar shall be entitled to consult the Secretariat with a view to determining whether such excess expenditure is necessary.

According to Clause 12.4 d) of the Supervisory Contract, if it is jointly decided by the Supervisory Authority, the Registrar and the Secretariat that the latter will carry out additional functions, the Registrar shall be responsible for reimbursing the Secretariat for its reasonable out of pocket expenses in carrying out such additional functions.

In accordance with clause 46.1 of the Supervisory Contract, neither the Secretariat nor its officials, shall be liable in relation to any decision or recommendation of the Ratification Task Force pursuant to clause 7 of the Supervisory Contract or if the operation of the International Registry is delayed, rendered uneconomical or otherwise negatively affected due to lack of sufficient ratifications for the timely entry into force of the Protocol by the end of or subsequent to the Establishment Phase.

The official working language of the Supervisory Authority shall be English. In accordance with Article 3 § 4 of the Rules of Procedure of the Supervisory Authority, meetings shall be in English only, so no interpretation will usually be required. However, attendees may use another language, provided they arrange interpretation into English at their expense.

In accordance with Article 3 § 3 of the Rules of Procedure of the Supervisory Authority, meetings shall in general be convened at the 'domicile' of the Supervisory Authority which, according to Article 4 § 1 of the Statutes of the Supervisory Authority, is the OTIF building. However, by agreement of the majority of members of the Supervisory Authority, it may convene at any other place. In such case, travel expenses for OTIF shall be covered.

OTIF shall not be liable regarding the establishment and functioning of the registration system and of the Registry.

### **Article 4 – The Supervisory Authority's rights and obligations**

The Supervisory Authority shall be responsible for setting and amending from time to time the International Registry fees and for ensuring that these fees recover, to the extent necessary, the reasonable costs of the Secretariat associated with the performance of its functions (Article XVI of the Luxembourg Protocol and Article 9 § 2 a) of the Statutes of the Supervisory Authority).

The Supervisory Authority shall check that the costs, as set out in Article XVI § 2 of the Luxembourg Protocol, are refunded on an actual cost basis, including personnel costs, IT costs and room costs and shall instruct the Registrar to pay the invoice, if necessary after consulting the Secretariat (see Article 8 § 5 of the Statutes of the Supervisory Authority).

OTIF shall not take on the role and tasks of the Registrar or the role and tasks of the Supervisory Authority (Article 17 of the Cape Town Convention).

#### **Article 5- Financial provisions**

By 31 March of each year, OTIF shall submit an invoice to the Supervisory Authority for the costs it has incurred in the previous calendar year for performing the tasks of the Secretariat (Article 8 § 4 of the Statutes of the Supervisory Authority).

#### **Article 6- Dispute resolution**

The Parties undertake to settle amicably any dispute that may arise between them regarding the execution of this agreement.

#### **Article 7- Entry into force, amendment, duration and termination**

This Agreement shall enter into force on the first day of the first month following the signature of this Agreement by both Parties. It may be amended at any time by mutual written agreement of the Parties.

The Agreement shall remain in force until terminated by mutual consent or by either Party, giving the other three months' written notice of termination. It is understood that the termination of the Agreement shall not affect activities already in operation.

Signed in Berne, on

For the Supervisory Authority

For OTIF

[name]  
Chair

[name]  
Chair of the Administrative Committee