

Agenda item 3

**Progress Report on the Reform of the  
UNWTO Affiliate Membership Legal  
Framework**

CE/114/3  
Madrid, 15 November 2021  
Original: English

**Executive summary**

The purpose of this report is to inform the Executive Council on the progress of the reform of the Affiliate Membership Legal Framework and to present proposals for amendments to the Rules of Procedure of the Affiliate Members and the new Committee on Matters related to Affiliate Membership according to decision 3(CXIII) of the Executive Council.

The Working Group on the Reform of the UNWTO Affiliate Membership Legal Framework hereby submits for approval by the Executive Council two documents: the “Charter of Affiliate Membership” (Annex I of this document) and the revised “Rules of Procedure of the Committee of the Affiliate Members” (Annex II of this document).

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**Action by the Executive Council**

**DRAFT DECISION<sup>1</sup>**

*The Executive Council,*

*Having examined* the report of the Working Group on the Reform of the UNWTO Affiliate Membership Legal Framework,

1. *Thanks* the Working Group to review and update the Rules applicable to Affiliate Membership and the Board of the Affiliate Members for its collaboration,
2. *Decides* to approve the proposal of Reform of the Affiliate Membership Legal Framework made by the Working Group;
3. *Requests* the Secretary-General
  - (a) To present the proposal of Reform of the Affiliate Membership Legal Framework to the 24th General Assembly for its ratification,
  - (b) To support the Committee on Matters related to Affiliate Membership during the transitional period

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<sup>1</sup>This is a draft decision. For the final decision adopted by the Council, please refer to the Decisions document issued at the end of the session.

## **I. Introduction**

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1. The Secretary-General requested the Executive Council, at its 112th session held in September 2020, to approve his proposal to review the existing legal framework governing Affiliate Members and to set the basis for the creation and operation of a committee on affiliate membership composed of Member States.
2. The Executive Council, in accordance with its decision 4(CXII), approved the establishment of a Working Group composed of Member States, including the Members of the current Committee for the Review of Applications for Affiliate Membership, as well as the Chair of the Board of Affiliate Members, with the mandate to review the legal framework for Affiliate Members and to submit its proposal to the 24th General Assembly.
3. The 113<sup>th</sup> session of the Executive Council, by its decision 3(CXIII), requested the Working Group to submit its proposal to the its 114th session for approval and to the 24th General Assembly for ratification

## **II. The Working Group on the Reform of the UNWTO Affiliate Membership Legal Framework**

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4. The Working Group, with Spain as its Chair, is formed by the following Full Members: Argentina, Azerbaijan, Bahrein, China, Colombia, Côte d'Ivoire, Croatia, Egypt, Honduras, India, Islamic Republic of Iran, Mexico, and Saudi Arabia.
5. In addition to Full Members, Affiliate Members have enriched the proposals considered by the Working Group through their institutional representative in the Working Group, the Chair of the Board of Affiliate Members.
6. Since its first meeting held on 2 December 2020, the Working Group has focused in particular on reviewing the terms and procedures governing the Committee for the Review of Applications for Affiliate Membership and the current Rules of Procedure of the Committee of the Affiliate Members as approved by the 22nd session of the General Assembly in 2017 (A/RES/702(XXII)).
7. The Working Group adopted with consensus its final proposal in its seventh meeting held on 15 July 2021, which is annexed to the present document and further explained in the section below.

## **III. Reform of the Affiliate Membership Legal Framework**

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8. The main features of the proposal adopted by the Working Group are the following:
  - (a) The creation of a Committee on Matters Related to Affiliate Membership which will be replaced the current Committee for the Review of Applications for Affiliate Membership. Among its functions, the following stand out:
    - (i) to establish the annual strategy and the main objectives of Affiliate Membership in consultation with the Board of the Affiliate Members;
    - (ii) to consider all the applications for Affiliate Membership received in accordance with the established criteria and admission procedure, and submit recommendations to the Executive Council;
    - (iii) to report to the Executive Council on the status of Affiliate Membership, including suspension of the Affiliate Members or any other change in the status of the Affiliate Members;

(iv) to take all necessary measures, in consultation with the Secretary-General, for the implementation of the decisions and recommendations of the Assembly and the Council in relation to Affiliate Membership and to report thereon to the Council.

(b) The Committee shall be composed of nine Full Members, recommended by the Regional Commissions and appointed by the Executive Council for a term of office of four years, the Chair of the Board of the Affiliate Members and a representative of the Associate Members.

(c) In order to reach the composition of nine Members, the Committee will be composed of one Member per each of the six regions, and then two additional Members from the region with the highest number of Affiliate Members and one additional from the region with the second highest number of Affiliate Members.

(d) The Committee shall meet ordinarily within the framework of the Executive Council, or extraordinarily at any time as required by the Executive Council, with the possibility to take an urgent decision by placing it under silence procedure.

9. The new Legal Framework composed by two legal texts: "Charter of Affiliate Membership" and "Rules of Procedure of the Committee of the Affiliate Members".
10. Update of eligibility criteria for membership and admission procedure.
11. Modification of the conditions for suspension and withdrawal of Affiliate Members.
12. Update of the functions of the Plenary of Affiliate Members and the Board of Affiliate Members.
13. The details of the proposal adopted by the Working Group on the legal reform of two bodies, Committee for the Review of the Applications for Affiliate Membership and the Committee of the Affiliate Members, can be found in the General Assembly document A/24/17(b) and in Annexes I, II, III of this document.

**Annex I: Charter of Affiliate Membership**

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**CHARTER OF AFFILIATE MEMBERSHIP****CHAPTER I: THE AFFILIATE MEMBERS**

- Article 1. The Affiliate Members
- Article 2. Rights and obligations
- Article 3. Admission procedure
- Article 4. Suspension, withdrawal and termination of Affiliate Membership

**CHAPTER II: THE COMMITTEE ON MATTERS RELATED TO AFFILIATE MEMBERSHIP**

- Article 5. Definition
- Article 6. Mandate
- Article 7. Composition
- Article 8. Meetings of the Committee
- Article 9. Working methods
- Article 10. Secretariat
- Article 11. Conduct of the meetings

**CHAPTER III: AMENDMENTS**

- Article 12. Amendment of the Charter

## CHAPTER I: THE AFFILIATE MEMBERS

### Article 1. The Affiliate Members

1. The objective of Affiliate Membership is to contribute to the mission of the Organization by strengthening public-private cooperation and sustainable global tourism, in which knowledge and innovation are applied to making tourism more competitive, responsible and accessible for all, in accordance with the aims and principles of the Organization.
2. Affiliate Membership of the Organization shall be open to the following entities, as far as their activities are related to the aims of the Organization and/or fall within its competencies, and in compliance with the requirements set forth in Article 3:
  - a) intergovernmental and non-governmental organizations,
  - b) destination management organizations and tourism promotion bodies, as well as bodies subordinated to territorial entities without political competence,
  - c) professional associations, foundations and labour organizations,
  - d) academic, educational, vocational training and research institutions, and
  - e) commercial entities and associations.
3. Affiliate Membership might be also open to other entities not specifically mentioned in paragraph 2, that are directly or indirectly concerned with tourism, related to the mission and the aims of the Organization or that fall within its competence, and in compliance with the requirements set forth in Article 3.
4. Each candidature must be endorsed by the Government of the State in which the headquarters of the candidate is located in accordance with the Guidelines for States on Criteria for Support of Affiliate Membership adopted by the General Assembly<sup>1</sup>. The State has the responsibility to verify that the candidate meets the eligibility requirements established in this Article regarding the type of entity.
5. The Committee on matters related to Affiliate Membership will issue a recommendation to the Executive Council regarding a candidate's eligibility for provisional admission subject to subsequent approval by the Assembly.
6. The Affiliate Members have the status of Member of the World Tourism Organization in accordance with the Statutes of the Organization and this Charter. In case of discrepancy between this Charter or any other rule or policy in force and the Statutes of the Organization, the latter shall prevail.

### Article 2. Rights and obligations

1. The Affiliate Members shall have the right to:
  - a) Receive benefits and all the technical and institutional services provided at any given time by the Organization to its Affiliate Members;
  - b) Participate in the work of the organs of the Organization as established by its Statutes and the Rules of Procedure of the Committee of the Affiliate Members;
  - c) Participate in the activities of the Organization in accordance with its rules and policies;
  - d) Obtain and share information, knowledge and good practices with other Members through the collaborative tools provided to them by the Organization or through other means;
  - e) Contribute to the preparation of the general Programme of Work of the Organization;

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<sup>1</sup>A/RES/698(XII)

- f) Present candidatures and participate in the election of the organs of the Committee of Affiliate the Members;
  - g) Use the name, acronym, and emblem of the Organization in order to indicate their status as an Affiliate Member of the Organization, in accordance with the guidelines, terms and conditions on the use of the signs of the Organization. Any other use of the signs of the Organization shall be subject to written authorization by the Secretary-General.
2. The Affiliate Members shall have the obligation to:
- a) Respect, observe and disseminate the aims, principles, values, standards and policies of the Organization;
  - b) Respect and observe rules, policies, agreements and decisions adopted by the organs of the Affiliate Members as well as the governing organs of the Organization;
  - c) Pay their contributions as defined in the Statutes, in any applicable rule or regulation adopted by the governing bodies of the Organization;
  - d) Respect and observe the guidelines, terms and conditions for the use of the signs of the Organization and to obtain the prior appropriate authorizations;
  - e) Respect and observe the UNWTO Global Code of Ethics for Tourism;
  - f) Communicate to the Organization any modification in their structure, authorized representative, location of headquarters and any other information provided to the Secretariat through the Application Form.

### **Article 3. Admission procedure**

1. Applications for Affiliate Membership shall be addressed to the Secretary-General and must be accompanied by:
  - a) An Application Form with the profile of the candidate, including information on the candidate's objectives, activity and expertise, demonstrating its connection with the principles and values promoted by the Organization and its capacity to contribute to the objective stated in Article 1;
  - b) A statement of commitment to the Global Code of Ethics for Tourism and acceptance of the Statutes of the Organization and of the obligations of membership;
  - c) Any other information as requested by the Secretariat in accordance with its due diligence policies and procedures.
2. The Secretariat will request the endorsement from the Government of the State in which the headquarters of the candidate is located upon receipt of the complete information requested in paragraph 1 and in accordance with Article 1.
3. Providing that the requirements set forth in paragraphs 1 and 2 above are met, the application shall be circulated to the Members of the Committee on matters related to Affiliate Membership for consideration for provisional admission by the Executive Council.
4. New applications from the former Affiliate Members with debt will not be considered until their debt is canceled in accordance with the Financial Rules of the Organization.
5. In case of doubt about any of the applications submitted, the Committee on matters related to Affiliate Membership may request the candidate or the State which has given the official endorsement to the candidate for additional information before submitting the candidature to the Executive Council.

6. The Affiliate Members provisionally admitted by the Executive Council will enjoy recognition of all the rights and obligations of Affiliate Membership according to Article 2.
7. The Committee on matters related to Affiliate Membership shall submit its report to the Executive Council on the suitability of candidatures for provisional admission.
8. Notwithstanding the above, the Executive Council or the General Assembly shall abstain from considering the candidature of those entities whose headquarters are located in a territory that is the subject of a dispute, of sovereignty or other, before the United Nations, or if their activity is related to such a territory.

#### **Article 4. Suspension, withdrawal and termination of Affiliate Membership**

1. Any Affiliate Member found to conduct or persist in policies and practices contrary to the obligations listed in Article 2 shall be suspended from exercising the rights and enjoying the privileges of membership, in accordance with the Statutes and the Financial Regulations and Rules of the Organization.
2. An Affiliate Member may withdraw from the Organization on the expiry of one year's notice in writing to the Secretary-General in accordance with the Statutes and the Financial Regulations and Rules of the Organization.
3. Affiliate Membership may be terminated at any time by the loss of any of the essential requirements for eligibility established in the Statutes and in this Charter. The Affiliate Member will be informed accordingly by the Secretariat. In the case of changes communicated pursuant to Article 2.2.f) or any other circumstance that may affect the continuance of Affiliate Membership, the Secretariat shall request any additional information as necessary from the Affiliate Member and/or from the State where the Affiliate Member is headquartered. The Secretariat will inform the Committee of any such cases.

### **CHAPTER II: THE COMMITTEE ON MATTERS RELATED TO AFFILIATE MEMBERSHIP**

#### **Article 5. Definition**

The Committee on matters related to Affiliate Membership is a subsidiary organ of the Executive Council.

#### **Article 6. Mandate**

The Committee shall:

- a) examine and make recommendations, in consultation with the Board of the Affiliate Members, on the draft Programme of Work for the Affiliate Members as prepared by the Secretary-General prior to its submission to the General Assembly;
- b) receive the Annual Report of the activities of the Affiliate Members;
- c) convene consultation sessions as appropriate with the Board of the Affiliate Members, to establish the annual strategy and the main objectives of Affiliate Membership;
- d) approve the Code of Conduct of the Board of Affiliate Members;
- e) take all necessary measures, in consultation with the Secretary-General, for the implementation of the decisions and recommendations of the Assembly and the Council in relation to Affiliate Membership and to report thereon to the Council;
- f) submit reports and recommendations to the Executive Council on any question regarding Affiliate Membership;

- g) consider all the applications for Affiliate Membership received in accordance with the established criteria and according to the admission procedure set out in the present Charter and in the Statutes, and submit recommendations to the Executive Council;
- h) report to the Executive Council on the status of Affiliate Membership, including suspension of the Affiliate Members or any other change in the status of the Affiliate Members;
- i) analyse periodically the situation of Affiliate Membership and make recommendations to achieve the objectives established;
- j) carry out any other tasks which may be entrusted to it by the Executive Council or the General Assembly.

## **Article 7. Composition**

1. The Committee shall be composed of:
  - a) Nine Full Members, recommended by the Regional Commissions and appointed by the Executive Council for a four-year period, as follows:
    - i. Six Full Members one per region;
    - ii. Two Full Members from the region with the highest number of Affiliate Members; and
    - iii. One Full Member from the region with the second highest number of Affiliate Members.
  - b) The Chair of the Board of the Affiliate Members.
  - c) A representative of the Associate Members.
2. The Committee shall elect one Chair and one Vice-Chair among its Full Members. A Vice-Chair acting as Chair shall have the same powers and duties as the Chair.
3. The Chair of the Committee and the Vice-Chair shall be elected for a term of two years, renewable once.
4. The Committee may invite relevant Affiliate Members to participate in the discussions as observers, to provide their input and expertise on specific topics in its meetings.

## **Article 8. Meetings of the Committee**

1. The Committee shall meet within the framework of the Executive Council, or at any time as required by the Executive Council.
2. Members of the Committee may be consulted at any time, including by electronic means.
3. In situations where an urgent decision must be taken and the calling of an extraordinary meeting is not practicable or to facilitate the adoption of decisions in between sessions as appropriate, the Chair of the Committee may circulate, after consultation with the Secretary-General, the draft decision of the Committee to all its Members under a silence procedure of at least 72 hours. If the silence is not broken by a Full Member, the decision shall be considered adopted, and the Committee shall take note of such decision at its first formal meeting.

## **Article 9. Working methods**

1. Meetings of the Committee shall be convened at dates decided by the Secretary General in consultation with the Chair, taking into account the calendar of conferences and meetings.

2. The Committee may work remotely. Members of the Committee may join the meetings either in person or virtually using video conference technology unless the Secretary-General, in consultation with the Chair, decides that the circumstances require that the meeting be held exclusively in person or virtually.
3. The working language of the Committee shall be English. The Committee may determine other working languages relating both to translation of documentation and interpretation depending on its membership, within the limits of the available funds.
4. The Organization will not cover the cost of participation of Members, observers and invited participants at the Committee meetings either in presence or remote.

#### **Article 10. Secretariat**

1. The Secretary-General shall act as Secretary of the Committee. She/he may delegate her/his functions to any other member of the Secretariat.
2. The Secretary-General or her/ his duly designated representative may make oral or written statements on any matters under discussion to the Committee at any time.

#### **Article 11. Conduct of the meetings**

1. In the case of virtual meetings, the Committee shall apply the Special Procedures governing the conduct of virtual and in person sessions of the Executive Council during the COVID-19 pandemic<sup>2</sup>. During virtual meetings, the Chair may request the Secretariat to moderate the discussions.
2. The Secretary-General will circulate the provisional agenda and the list of candidatures for the Affiliate Membership at least one month in advance of a session. In the case of extraordinary sessions, the notice periods shall be reduced by half. The Committee will adopt its agenda at the beginning of each session.
3. The Committee may issue:
  - a) **Recommendations** for the Executive Council and for the Board and the Plenary of the Affiliate Members.
  - b) **Reports** to the Executive Council on specific topics.
4. The Committee will work on the basis of consensus. In the absence of consensus, decisions, recommendations or reports of the Committee shall be adopted by a majority of the Full Members present and voting.

### **CHAPTER III: AMENDMENTS**

#### **Article 12. Amendment of the Charter**

1. Proposals for the amendment of the present Charter may be made by the Committee on matters related to Affiliate Membership or by the Secretary-General.
2. Any such proposal for amendment shall be adopted by the Committee and submitted to the General Assembly for approval, except when it refers to the admission procedure on which the Council is competent to approve.

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<sup>2</sup> The Special Procedures were exceptionally adopted by the 112<sup>th</sup> session of the Executive Council (CE/DEC/2(CXII)).

**Annex II: Revised Rules of Procedure of the Committee of Affiliate Members**

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**CHAPTER I: THE COMMITTEE OF THE AFFILIATE MEMBERS**

Article 1. The Committee of the Affiliate Members

Article 2. The Plenary

Article 3. The Board of the Affiliate Members

**CHAPTER II: ELECTION PROCEDURE OF THE BOARD**

Article 4. Participation in the elections for the Board of the Affiliate Members

Article 5. Election Procedure

**CHAPTER III: PARTICIPATION OF THE AFFILIATE MEMBERS IN THE WORK OF BODIES AND ACTIVITIES OF THE ORGANIZATION**

Article 6. Participation in the work of statutory bodies and technical committees

**CHAPTER IV: AMENDMENTS**

Article 7. Amendment of the Rules of Procedure

Article 8. Amendment of the Annex Code of Conduct of the Board of the Affiliate Members

**Annex. Code of Conduct of the Board of the Affiliate Members**

## CHAPTER I: THE COMMITTEE OF THE AFFILIATE MEMBERS

### Article 1. The Committee of the Affiliate Members

1. The Affiliate Members may participate in the activities of the Organization individually or grouped in the Committee of the Affiliate Members.
2. The Committee of the Affiliate Members is formed by the following organs:
  - a) The Plenary
  - b) The Board of the Affiliate Members

### Article 2. The Plenary

#### 2.1. Definition

The Plenary of the Committee of the Affiliate Members shall be composed of all the Affiliate Members, each having one vote.

#### 2.2. Functions

The Plenary may consider any question and make recommendations on any matter in relation to affiliate membership. Its functions, other than those which have been conferred on it elsewhere in the present Rules of Procedure, shall be:

- a) to make recommendations to the Secretary-General on the implementation of the Programme of Work of the Affiliate Members and make proposals for the following Programme of Work;
- b) to request the Board of the Affiliate Members to undertake reports and submit to it recommendations on any question regarding Affiliate Membership;
- c) to inform and make recommendations to the Secretary-General and to the Committee on matters related to Affiliate Membership on any proposals received by the Board, in order to improve the operations of Affiliate Membership;
- d) to carry out any other function regarding Affiliate Membership;
- e) to elect the Members of the Board of the Affiliate Members in accordance with Article 4 and 5 below.

#### 2.3. Working methods

1. The Plenary shall meet in ordinary sessions within the framework of the General Assembly. Extraordinary sessions may be convened by the Secretary-General, or at the request of a majority of Members of the Board, the date and place of which shall be fixed by the Secretary-General.
2. The Affiliate Members may join the Plenary sessions in person unless the Secretary-General, in consultation with the Board, decides that the circumstances require that the session be held also virtually using video conference technology.
3. The Secretary-General, in consultation with the Chair of the Board, may invite entities that are not Affiliate Members to attend as observers.
4. The Chair of the Board of the Affiliate Members shall preside over the Plenary.
5. English shall be the working language of the Plenary. The Secretary-General may determine other working languages and decide translation of documentation and interpretation of speeches in other official languages of the Organization.

6. The Secretary-General shall send letters of convocation to the Affiliate Members at least ninety days before the opening of an ordinary session and forty-five days before the opening of an extraordinary session.
7. The presence of at least ten percent of the Affiliate Members per region shall be necessary for any decision to be taken.

#### **2.4. Agenda**

1. The provisional agenda of ordinary and extraordinary Plenary sessions shall be prepared by the Secretary-General, in consultation with the Board of the Affiliate Members, and shall be attached to the letters of convocation.
2. In exceptional circumstances, the Secretary-General, on his own initiative or at the request of an Affiliate Member of the Organization, may, in consultation with the Chair, include any question suitable for the agenda that may arise after the dispatch of the provisional agenda and up to five days before the opening of the session, in a supplementary provisional agenda which the Plenary shall examine together with the provisional agenda.

#### **2.5. Decisions and recommendations**

The decisions and recommendations of the Plenary shall be adopted by consensus, except when a majority is required by the Members.

#### **2.6. Report**

The Secretariat shall record the discussions of the Plenary and prepare a report containing the main conclusions adopted during the meeting.

### **Article 3. The Board of the Affiliate Members**

#### **3.1. Definition**

The Board of the Committee of the Affiliate Members is the representative body of all the Affiliate Members.

#### **3.2. Functions**

The functions of the Board, other than those which have been conferred on it elsewhere in the present Rules of Procedure, shall be:

- a) to elect a Chair and Vice-Chairs;
- b) to take such administrative and technical decisions as may be necessary between sessions of the Plenary and in absence of any contrary provisions of these Rules of Procedure, and to report to the Plenary at its following session, for approval;
- c) to provide recommendations and proposals to the Secretary-General for the preparation of the Programme of Work for the Affiliate Members and on any question regarding Affiliate Membership;
- d) to provide recommendations and proposals to the Committee on matters related to Affiliate Membership on the annual strategy and the main objectives of Affiliate Membership;
- e) to carry out any other tasks which may be entrusted to it by the Plenary or the Committee on matters related to Affiliate Membership.

### **3.3. Composition**

1. The Board shall be composed of twenty-three Members who shall elect its Chair and First and Second Vice-Chairs. All Members of the Board shall be elected in accordance with Articles 4 and 5 of these Rules of Procedure.
2. Members of the Board shall be bound by and sign the Code of Conduct of the Board of the Affiliate Members annexed to these Rules of Procedure.
3. The term of office of the Members of the Board shall be four years, this shall begin immediately following their election by the Plenary and shall end on the election of their successors.
4. In the case that a Member of the Board is under paragraph 13 of the Financing Rules of the Organization, the Secretariat will inform the Chair of the Board of the Affiliate Members. The Chair shall inform the Member that he/she may not participate in the work of the Board and shall report on the matter to the Board at the following meeting.

### **3.4. Working methods**

1. The Board shall meet in ordinary session at least twice a year. It shall fix at each session the date of the next session.
2. The Secretary-General may, in consultation with the Chair, convene an extraordinary session of the Board, the date and place of which shall be fixed by the Secretary-General.
3. Members of the Board may join the Board sessions either in person or virtually using video conference technology unless the Secretary-General, in consultation with the Chair of the Board, decides that the circumstances require that the session be held exclusively in person or virtually.
4. The Secretary-General, in consultation with the Chair, may invite the Affiliate Members to attend as observers.
5. English shall be the working language of the Board. The Secretary-General may determine other working languages and decide translation of documentation and interpretation of speeches in other official languages of the Organization.
6. The Secretariat shall send letters of convocation to the Members of the Board at least one month before the opening of the ordinary session and fifteen days in the case of extraordinary sessions.

### **3.5. Agenda**

1. The provisional agenda of the meetings of the Board shall be drawn up by the Secretary-General in consultation with the Chair.
2. The Members of the Board can amend the provisional agenda and propose to the Chair other issues to be included in the agenda.
3. The Board shall adopt its final agenda during the session.

### **3.6. Decisions and recommendations**

1. The presence of a majority of the Members shall be necessary to constitute a quorum at meetings of the Board.
2. Each Member of the Board, present at the meeting, shall have one vote.
3. The decisions and recommendations of the Board shall be adopted by a simple majority of the Members present and voting.

### **3.7. Report**

The Secretariat shall record discussions of the Board and produce a provisional report which will be distributed to the Members of the Board as soon as possible.

## **CHAPTER II: ELECTION PROCEDURE OF THE BOARD**

### **Article 4. Participation in the elections for the Board of the Affiliate Members**

1. Only Affiliate Members in full exercise of their rights shall be eligible to vote and to be voted for under the conditions stipulated in these Rules of Procedure.
2. The Plenary shall elect twenty Members of the Board, twelve of them through regional representation, in number of two per region, which shall be elected exclusively by the Affiliate Members from their respective regions.
3. For the purpose of the composition and activities of the Board and the election of its twelve Regional Members, the six regions are Africa, the Americas, East Asia and the Pacific, South Asia, Europe, and the Middle East.
4. The remaining eight Members of the Board shall be elected by all the Affiliate Members from all regions.
5. An Affiliate Member may be a candidate for the positions of Regional Member of the Board and Member of the Board simultaneously. In such cases, if the candidate is elected as Regional Member, its candidacy for Member is automatically eliminated and the corresponding votes eventually received are counted as null and void.
6. The Secretary-General shall designate three additional Members to complete the full membership of twenty-three Members of the Board.
7. The Board shall elect by secret ballot its Chair and First and Second Vice-Chairs among the Members of the Board that have not been designated by the Secretary-General for a term of four years, renewable once.
8. The Affiliate Members elected to membership of the Board shall designate the persons to perform the duties of representatives of their respective organizations who shall not act in their personal capacity. Members of the Board shall communicate any modification related to their authorized representative as provided for in Article 2.2.f) of the Charter of Affiliate Membership.
9. Should the position of Chair fall vacant during its term of office or he/she is unable to perform his/her functions, the First Vice-Chair shall be appointed by the Board to act as its interim Chair or the Second Vice-Chair, if it is the case. A Vice-Chair acting as Chair shall have the same powers and duties as the Chair.
10. When a Member of the Board is terminated its affiliate membership in accordance with Article 4.3 of the Charter of Affiliate Membership, it will automatically cease to be a Member of the Board.
11. Vacancies arising among the Members of the Board shall not be filled until the following election, unless the Board, in consultation with the Secretary-General, decides that a by-election shall be held to replace that Member until the end of its term of office.

### **Article 5. Election procedure**

1. The election of the Members of the Board referred to in Article 4.2. above shall be conducted by secret ballot through mail and/or electronic vote in accordance with these Rules of Procedure and the "Specific Guidelines for the election procedure of the Members of the Board of the Affiliate Members" issued by the Secretariat.

2. Each Affiliate Member may cast two ballots for the election of the candidates. In Ballot 1 the Affiliate Member may choose up to two candidates for the positions of Regional Members of the Board of the respective region and in Ballot 2 up to eight candidates for the positions of Members of the Board.
3. The votes received by mail and/or electronic votes will be opened and counted at the Organization headquarters, on the date indicated in the electoral calendar, in accordance with the "Specific guidelines on the election procedure" issued by the Secretariat.

### **CHAPTER III: PARTICIPATION OF THE AFFILIATE MEMBERS IN THE WORK OF BODIES AND ACTIVITIES OF THE ORGANIZATION**

#### **Article 6. Participation in the work of statutory bodies and technical committees**

1. The Affiliate Members shall be represented and participate in the activities of the Organization and the work of the General Assembly and the Executive Council, including their subsidiary organs and any other technical committees, in accordance with the Statutes and their respective Rules of Procedure.
2. The Chair of the Board shall head the representation of the Committee of the Affiliate Members without the right to vote in the work of statutory bodies and technical committees of the Organization, in particular when the participation of more than one Affiliate Member is foreseen, in accordance with the present Rules of Procedure.
3. The Chair of the Board shall report to the General Assembly and the Executive Council on the activities of the Affiliate Members and on points of interest for the discussion, definition and execution of the general Programme of Work for the Affiliate Members.
4. The Secretariat may organize consultations with the Affiliate Members on matters of general interest or specific themes, as a channel for their participation in the execution of general Programme of Work of the Organization.

### **CHAPTER IV: AMENDMENTS**

#### **Article 7. Amendment of the Rules of Procedure**

1. Proposals for amendment of these Rules of Procedure may be made either by the Secretary-General or by the Board of the Affiliate Members.
2. Any proposed amendment by the Board of the Affiliate Members shall be submitted to the Secretary-General at least four months before the Plenary session to be distributed in advance to all the Affiliate Members.
3. Any proposed amendment by the Secretary-General shall be communicated to the Board of the Affiliate Members and submitted to the Plenary one month before its session.
4. Amendments to these Rules of Procedure must be adopted by a simple majority of the Affiliate Members present and voting at the Plenary, each having one vote.
5. Any such amendment shall be submitted for approval by the General Assembly.

#### **Article 8. Amendment of the Annex Code of Conduct of the Board of the Affiliate Members**

1. Proposals for amendment of this Annex may be made by the Secretary-General or by the Committee on matters related to Affiliate Membership.
2. Any such amendment shall be approved by the Committee on matters related to Affiliate Membership.

**Annex. Code of Conduct of the Board of the Affiliate Members:**

The Members of the Board will abide by the following code of conduct:

- a) Commitment to protect the interests of all the Affiliate Members, demonstrating loyalty to the organization, impartiality in decision-making and their absolute discretion regarding the issues discussed at the meetings.
- b) It is understood that the purpose of serving on the Board is to represent all the Affiliate Members, hence, this presence should not be used to further individual interests of the delegates or only that of the Affiliate Member represented therein.
- c) The Members of the Board shall at no time improperly use the Organization's resources, services or information acquired in the performance of, or as a result of, their duties as Members of the Board for activities not related to such duties.
- d) The Members of the Board have a duty to conduct themselves without conflict to the interests of the Affiliate Members. In their capacity as Board Members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Affiliate Membership. In situations of potential or perceived conflict of interest and/or of duties, the Members of the Board shall disclose all necessary information to the Secretariat and to the Board and comply with the decisions of the Board as adopted to mitigate or avoid such conflict of interest and/or of duties.
- e) The Members of the Board shall be up to date in their contributions as an Affiliate Member.

## Annex III: Comparative Chart

CURRENT TEXT	PROPOSED NEW TEXT (Annex I)	PROPOSED NEW TEXT (Annex II)
<b>RULES OF PROCEDURE OF THE COMMITTEE OF THE AFFILIATE MEMBERS</b>	<b>CHARTER OF AFFILIATE MEMBERSHIP</b>	<b>RULES OF PROCEDURE OF THE COMMITTEE OF THE AFFILIATE MEMBERS</b>
<b>CHAPTER I: AFFILIATE MEMBERS</b>	<b>CHAPTER I: THE AFFILIATE MEMBERS</b>	
<p><b>Article 1. Affiliate</b></p> <p>1. The Affiliate Members form an integral part of UNWTO membership with the objective of contributing to sustainable global tourism, in which knowledge and innovation are applied to making tourism more responsible and competitive, in accordance with the Global Code of Ethics for Tourism and the purposes and principles of the United Nations.</p> <p>2. Affiliate membership of the Organization shall be open to intergovernmental and non-governmental organizations, tourism bodies without political competence subordinate to territorial entities, professional and labour organizations, academic, educational, vocation training and research institutions and to commercial enterprises and associations whose activities are related to the aims of the Organization or fall within its competence, and in compliance with the requirements set forth in Article 3.</p> <p>3. Affiliate Members have the status of Member of the World Tourism Organization in accordance with the Statutes of UNWTO and these Rules of Procedure. In case of discrepancy between these Rules and the Statutes of the Organization or any other rule or policy in force, the latter shall prevail.</p>	<p><b>Article 1. The Affiliate Members</b></p> <p>1. The objective of Affiliate Membership is to contribute to the mission of the Organization by strengthening public-private cooperation and sustainable global tourism, in which knowledge and innovation are applied to making tourism more competitive, responsible and accessible for all, in accordance with the aims and principles of the Organization.</p> <p>2. Affiliate Membership of the Organization shall be open to the following entities, as far as their activities are related to the aims of the Organization and/or fall within its competencies, and in compliance with the requirements set forth in Article 3:</p> <ul style="list-style-type: none"> <li>a) intergovernmental and non-governmental organizations,</li> <li>b) destination management organizations and tourism promotion bodies, as well as bodies subordinated to territorial entities without political competence,</li> <li>c) professional associations, foundations and labour organizations,</li> <li>d) academic, educational, vocational training and research institutions, and</li> <li>e) commercial entities and associations.</li> </ul> <p>3. Affiliate Membership might be also open to other entities not specifically mentioned in paragraph 2, that are directly or indirectly concerned with tourism, related to the mission and the aims of the Organization or that fall within its competence, and in compliance with the requirements set forth in Article 3.</p> <p>4. Each candidature must be endorsed by the Government of the State in which the headquarters of the candidate is located in accordance with the Guidelines for States on Criteria for Support of Affiliate Membership adopted by the General Assembly<sup>4</sup>. The State</p>	

<sup>4</sup> A/RES/698(XXII)

	<p>has the responsibility to verify that the candidate meets the eligibility requirements established in this Article regarding the type of entity.</p> <p>5. The Committee on matters related to Affiliate Membership will issue a recommendation to the Executive Council regarding a candidate's eligibility for provisional admission subject to subsequent approval by the Assembly.</p> <p>6. The Affiliate Members have the status of Member of the World Tourism Organization in accordance with the Statutes of the Organization and this Charter. In case of discrepancy between this Charter or any other rule or policy in force and the Statutes of the Organization, the latter shall prevail.</p>	
<p><b>Article 2. Rights and obligations</b></p> <p>1. The Affiliate Members shall have the right to:</p> <p>(a) Contribute to the preparation of the general programme of work of UNWTO;</p> <p>(b) Participate in the activities and organs of UNWTO in the form stipulated for such purpose;</p> <p>(c) Access the UNWTO Financial Report and Audited Financial Statements;</p> <p>(d) Participate in the Plenary of Affiliate Members;</p> <p>(e) Obtain and share information, knowledge and good practices with other Members through the collaborative tools provided to them by UNWTO or through other means;</p> <p>(f) Present candidatures and participate in the election of the organs provided for in Article 5 of these Rules of Procedure;</p> <p>(g) Receive all the technical and institutional services provided at any given time by UNWTO to its Affiliate Members;</p> <p>(h) Display their brand in connection with the UNWTO programmes and activities in which they participate and to use the UNWTO name and acronym in their activities, in accordance with the provisions of the pertinent regulations and subject to the guidelines, terms and conditions for the use of the UNWTO name, acronym, emblem and flag, also referred to as signs. Affiliate Members may use the UNWTO emblem provided they have requested and obtained from the Secretariat a written authorization.</p> <p>2. The Affiliate Members shall have the</p>	<p><b>Article 2. Rights and obligations</b></p> <p>1. The Affiliate Members shall have the right to:</p> <p>a) Receive benefits and all the technical and institutional services provided at any given time by the Organization to its Affiliate Members;</p> <p>b) Participate in the work of the organs of the Organization as established by its Statutes and the Rules of Procedure of the Committee of the Affiliate Members;</p> <p>c) Participate in the activities of the Organization in accordance with its rules and policies;</p> <p>d) Obtain and share information, knowledge and good practices with other Members through the collaborative tools provided to them by the Organization or through other means;</p> <p>e) Contribute to the preparation of the general Programme of Work of the Organization;</p> <p>f) Present candidatures and participate in the election of the organs of the Committee of Affiliate the Members;</p> <p>g) Use the name, acronym, and emblem of the Organization in order to indicate their status as an Affiliate Member of the Organization, in accordance with the guidelines, terms and conditions on the use of the signs of the Organization. Any other use of the signs of the Organization shall be subject to written authorization by the Secretary-General.</p> <p>2. The Affiliate Members shall have the obligation to:</p> <p>a) Respect, observe and disseminate the aims, principles, values, standards</p>	

<p>obligation to:</p> <p>(a) Respect, observe and disseminate the principles, values, standards and policies of UNWTO;</p> <p>(b) Respect and observe rules, policies, agreements and decisions adopted by the organs of the Affiliate Members as well as the governing organs of UNWTO;</p> <p>(c) Pay their contributions as defined in the Statutes, in these Rules of Procedure and in any other applicable rule or regulation adopted by the Governing Bodies of the Organization;</p> <p>(d) Respect and observe UNWTO guidelines, terms and conditions for the use of the UNWTO signs and to obtain the appropriate authorizations;</p> <p>(e) Respect and observe the UNWTO Global Code of Ethics for Tourism;</p> <p>(f) Communicate to UNWTO any modification in their structure, authorized representative, location of headquarters, or any other change that could affect their membership.</p>	<p>and policies of the Organization;</p> <p>b) Respect and observe rules, policies, agreements and decisions adopted by the organs of the Affiliate Members as well as the governing organs of the Organization;</p> <p>c) Pay their contributions as defined in the Statutes, in any applicable rule or regulation adopted by the governing bodies of the Organization;</p> <p>d) Respect and observe the guidelines, terms and conditions for the use of the signs of the Organization and to obtain the prior appropriate authorizations;</p> <p>e) Respect and observe the UNWTO Global Code of Ethics for Tourism;</p> <p>f) Communicate to the Organization any modification in their structure, authorized representative, location of headquarters and any other information provided to the Secretariat through the Application Form.</p>	
<p><b>Article 3. Admission procedure</b></p> <p>1. Applications for affiliate membership shall be addressed to the Secretariat of UNWTO and must be accompanied by:</p> <p>(a) A profile of the candidate;</p> <p>(b) Information on the candidate's objectives and activities, demonstrating its connection with the principles and values promoted by UNWTO;</p> <p>(c) A statement of commitment to the Global Code of Ethics for Tourism and acceptance of the Statutes of UNWTO and of the regulations of the Affiliate Members;</p> <p>(d) An official endorsement from the government of the State of domicile of the candidate in accordance with the criteria for support of Affiliate Members adopted by the Governing Bodies of UNWTO.</p> <p>2. Providing that the requirements set forth in paragraph 1 above are met, the application shall be circulated to the Members of the Board of the Affiliate Members for information, comments and recommendations and to the Members of the Committee for the Review of Applications for Affiliate Membership.</p> <p>3. The Committee shall submit its report to the Executive Council of UNWTO for the provisional admission of candidatures pending ratification by the General Assembly in its following session.</p>	<p><b>Article 3. Admission procedure</b></p> <p>1. Applications for Affiliate Membership shall be addressed to the Secretary-General and must be accompanied by:</p> <p>a) An Application Form with the profile of the candidate, including information on the candidate's objectives, activity and expertise, demonstrating its connection with the principles and values promoted by the Organization and its capacity to contribute to the objective stated in Article 1;</p> <p>b) A statement of commitment to the Global Code of Ethics for Tourism and acceptance of the Statutes of the Organization and of the obligations of membership;</p> <p>c) Any other information as requested by the Secretariat in accordance with its due diligence policies and procedures.</p> <p>2. The Secretariat will request the endorsement from the Government of the State in which the headquarters of the candidate is located upon receipt of the complete information requested in paragraph 1 and in accordance with Article 1.</p> <p>3. Providing that the requirements set forth in paragraphs 1 and 2 above are met, the application shall be circulated to the Members of the Committee on matters related to Affiliate Membership for consideration for provisional</p>	

<p>4. Affiliate Members that are provisionally admitted to UNWTO will enjoy recognition of all the rights and obligations of affiliate membership.</p> <p>5. Notwithstanding the above, the General Assembly shall abstain from considering the candidature of those entities whose headquarters are located in a territory that is the subject of a dispute, of sovereignty or other, before the United Nations, or if their activity is related to such a territory, unless no Full Member objects to the introduction of the candidature of said entity or to its admission to the Organization.</p>	<p>admission by the Executive Council.</p> <p>4. New applications from the former Affiliate Members with debt will not be considered until their debt is canceled in accordance with the Financial Rules of the Organization.</p> <p>5. In case of doubt about any of the applications submitted, the Committee on matters related to Affiliate Membership may request the candidate or the State which has given the official endorsement to the candidate for additional information before submitting the candidature to the Executive Council.</p> <p>6. The Affiliate Members provisionally admitted by the Executive Council will enjoy recognition of all the rights and obligations of Affiliate Membership according to Article 2.</p> <p>7. The Committee on matters related to Affiliate Membership shall submit its report to the Executive Council on the suitability of candidatures for provisional admission.</p> <p>8. Notwithstanding the above, the Executive Council or the General Assembly shall abstain from considering the candidature of those entities whose headquarters are located in a territory that is the subject of a dispute, of sovereignty or other, before the United Nations, or if their activity is related to such a territory.</p>	
<p><b>Article 4. Suspension and withdrawal of affiliate membership</b></p> <p>1. Any Affiliate Member found to conduct or persist in policies and practices contrary to the obligations listed in Article 2.2 of these Rules of Procedure shall be subject to suspension of membership, in accordance with the Statutes.</p> <p>2. An Affiliate Member may withdraw from the Organization on the expiry of one year's notice in writing to the Secretary-General.</p>	<p><b>Article 4. Suspension, withdrawal and termination of Affiliate Membership</b></p> <p>1. Any Affiliate Member found to conduct or persist in policies and practices contrary to the obligations listed in Article 2 shall be suspended from exercising the rights and enjoying the privileges of membership, in accordance with the Statutes and the Financial Regulations and Rules of the Organization.</p> <p>2. An Affiliate Member may withdraw from the Organization on the expiry of one year's notice in writing to the Secretary-General in accordance with the Statutes and the Financial Regulations and Rules of the Organization.</p> <p>3. Affiliate Membership may be terminated at any time by the loss of any of the essential requirements for eligibility established in the Statutes and in this Charter. The Affiliate Member will</p>	

	be informed accordingly by the Secretariat. In the case of changes communicated pursuant to Article 2.2.f) or any other circumstance that may affect the continuance of Affiliate Membership, the Secretariat shall request any additional information as necessary from the Affiliate Member and/or from the State where the Affiliate Member is headquartered. The Secretariat will inform the Committee of any such cases.	
<b>CHAPTER II: ORGANIZATIONAL STRUCTURE OF THE AFFILIATE MEMBERS</b>	<b>CHAPTER II: THE COMMITTEE ON MATTERS RELATED TO AFFILIATE MEMBERSHIP</b>	<b>CHAPTER I: THE COMMITTEE OF THE AFFILIATE MEMBERS</b>
	<p><b>Article 5. Definition</b> The Committee on matters related to Affiliate Membership is a subsidiary organ of the Executive Council.</p> <p><b>Article 6. Mandate</b> The Committee shall:</p> <ul style="list-style-type: none"> <li>a) examine and make recommendations, in consultation with the Board of the Affiliate Members, on the draft Programme of Work for the Affiliate Members as prepared by the Secretary-General prior to its submission to the General Assembly;</li> <li>b) receive the Annual Report of the activities of the Affiliate Members;</li> <li>c) convene consultation sessions as appropriate with the Board of the Affiliate Members, to establish the annual strategy and the main objectives of Affiliate Membership;</li> <li>d) approve the Code of Conduct of the Board of Affiliate Members;</li> <li>e) take all necessary measures, in consultation with the Secretary-General, for the implementation of the decisions and recommendations of the Assembly and the Council in relation to Affiliate Membership and to report thereon to the Council;</li> <li>f) submit reports and recommendations to the Executive Council on any question regarding Affiliate Membership;</li> <li>g) consider all the applications for Affiliate Membership received in accordance with the established criteria and according to the admission procedure set out in the present Charter and in the Statutes, and submit recommendations to the Executive Council;</li> <li>h) report to the Executive Council on the status of Affiliate Membership, including suspension of the Affiliate Members or any other change in the status of the</li> </ul>	

	<p>Affiliate Members;</p> <p>i) analyse periodically the situation of Affiliate Membership and make recommendations to achieve the objectives established;</p> <p>j) carry out any other tasks which may be entrusted to it by the Executive Council or the General Assembly.</p> <p><b>Article 7. Composition</b></p> <p>1. The Committee shall be composed of:</p> <p>a) Nine Full Members, recommended by the Regional Commissions and appointed by the Executive Council for a four-year period, as follows:</p> <p>i. Six Full Members one per region;</p> <p>ii. Two Full Members from the region with the highest number of Affiliate Members; and</p> <p>iii. One Full Member from the region with the second highest number of Affiliate Members.</p> <p>b) The Chair of the Board of the Affiliate Members.</p> <p>c) A representative of the Associate Members.</p> <p>2. The Committee shall elect one Chair and one Vice-Chair among its Full Members. A Vice-Chair acting as Chair shall have the same powers and duties as the Chair.</p> <p>3. The Chair of the Committee and the Vice-Chair shall be elected for a term of two years, renewable once.</p> <p>4. The Committee may invite relevant Affiliate Members to participate in the discussions as observers, to provide their input and expertise on specific topics in its meetings.</p> <p><b>Article 8. Meetings of the Committee</b></p> <p>1. The Committee shall meet within the framework of the Executive Council, or at any time as required by the Executive Council.</p> <p>2. Members of the Committee may be consulted at any time, including by electronic means.</p> <p>3. In situations where an urgent decision must be taken and the calling of an extraordinary meeting is not practicable or to facilitate the adoption of decisions in between sessions as appropriate, the Chair of the Committee may circulate, after consultation with the Secretary-</p>	
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	<p>General, the draft decision of the Committee to all its Members under a silence procedure of at least 72 hours. If the silence is not broken by a Full Member, the decision shall be considered adopted, and the Committee shall take note of such decision at its first formal meeting.</p> <p><b>Article 9. Working methods</b></p> <p>1. Meetings of the Committee shall be convened at dates decided by the Secretary General in consultation with the Chair, taking into account the calendar of conferences and meetings.</p> <p>2. The Committee may work remotely. Members of the Committee may join the meetings either in person or virtually using video conference technology unless the Secretary-General, in consultation with the Chair, decides that the circumstances require that the meeting be held exclusively in person or virtually.</p> <p>3. The working language of the Committee shall be English. The Committee may determine other working languages relating both to translation of documentation and interpretation depending on its membership, within the limits of the available funds.</p> <p>4. The Organization will not cover the cost of participation of Members, observers and invited participants at the Committee meetings either in presence or remote.</p> <p><b>Article 10. Secretariat</b></p> <p>1. The Secretary-General shall act as Secretary of the Committee. She/he may delegate her/his functions to any other member of the Secretariat.</p> <p>2. The Secretary-General or her/ his duly designated representative may make oral or written statements on any matters under discussion to the Committee at any time.</p> <p><b>Article 11. Conduct of the meetings</b></p> <p>1. In the case of virtual meetings, the Committee shall apply the Special Procedures governing the conduct of virtual and in person sessions of the Executive Council during the COVID-19 pandemic<sup>5</sup>. During virtual meetings, the Chair may request the Secretariat to moderate the discussions.</p>	
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<sup>5</sup> The Special Procedures were exceptionally adopted by the 112<sup>th</sup> session of the Executive Council (CE/DEC/2(CXII)).

	<p>2. The Secretary-General will circulate the provisional agenda and the list of candidatures for the Affiliate Membership at least one month in advance of a session. In the case of extraordinary sessions, the notice periods shall be reduced by half. The Committee will adopt its agenda at the beginning of each session.</p> <p>3. The Committee may issue:</p> <p>a) <b>Recommendations</b> for the Executive Council and for the Board and the Plenary of the Affiliate Members.</p> <p>b) <b>Reports</b> to the Executive Council on specific topics.</p> <p>4. The Committee will work on the basis of consensus. In the absence of consensus, decisions, recommendations or reports of the Committee shall be adopted by a majority of the Full Members present and voting.</p>	
<p><b>Article 5. Organizational structure of the Affiliate Members</b></p> <p>1. The organs of the Committee of the Affiliate Members are:</p> <p>(a) The Plenary;</p> <p>(b) The Board of the Affiliate Members.</p> <p>2. As needed, and for the Affiliate Members to function more effectively, working groups or committees, networks, or any other operational body may be created to more effectively perform specific objectives.</p> <p>3. The creation of such groups and their mandate will be recommended by the Board of the Affiliate Members to the Secretary-General and will have the full support of the Secretariat.</p>		<p><b>Article 1. The Committee of the Affiliate Members</b></p> <p>1. The Affiliate Members may participate in the activities of the Organization individually or grouped in the Committee of the Affiliate Members.</p> <p>2. The Committee of the Affiliate Members is formed by the following organs:</p> <p>a) The Plenary</p> <p>b) The Board of the Affiliate Members</p>
<p><b>Article 6. The Plenary</b></p> <p>1. The Plenary is the organ in which all Affiliate Members are represented, and shall be composed of all the Members, each having voice and one vote.</p> <p>2. Ordinary sessions of the Plenary shall be convened annually by the Secretary-General, after consultation with the Board of the Affiliate Members. The Plenary may meet in extraordinary sessions upon convocation by the Secretary-General, or at the request by a majority of the Board of the Affiliate Members.</p> <p>3. The agenda of ordinary Plenary sessions shall be prepared by the</p>		<p><b>Article 2. The Plenary</b></p> <p><b>2.1. Definition</b></p> <p>The Plenary of the Committee of the Affiliate Members shall be composed of all the Affiliate Members, each having one vote.</p> <p><b>2.2. Functions</b></p> <p>The Plenary may consider any question and make recommendations on any matter in relation to affiliate membership. Its functions, other than those which have been conferred on it elsewhere in the present Rules of Procedure, shall be:</p>

<p>Secretary-General, at the proposal of the Board of the Affiliate Members issued two months prior to the date of the session, and shall be communicated to the Affiliate Members at least one month in advance of the session. In the case of extraordinary sessions, the notice periods shall be reduced by half.</p> <p>4. The Board of the Affiliate Members or the Secretary-General, in consultation with the Chair of that Board, may invite enterprises or entities that are not Affiliate Members to attend as Observers and contribute to the Plenary sessions without the right to vote.</p>		<p>a) to make recommendations to the Secretary-General on the implementation of the Programme of Work of the Affiliate Members and make proposals for the following Programme of Work;</p> <p>b) to request the Board of the Affiliate Members to undertake reports and submit to it recommendations on any question regarding Affiliate Membership;</p> <p>c) to inform and make recommendations to the Secretary-General and to the Committee on matters related to Affiliate Membership on any proposals received by the Board, in order to improve the operations of Affiliate Membership;</p> <p>d) to carry out any other function regarding Affiliate Membership;</p> <p>e) to elect the Members of the Board of the Affiliate Members in accordance with Article 4 and 5 below.</p> <p><b>2.3. Working methods</b></p> <p>1. The Plenary shall meet in ordinary sessions within the framework of the General Assembly. Extraordinary sessions may be convened by the Secretary-General, or at the request of a majority of Members of the Board, the date and place of which shall be fixed by the Secretary-General.</p> <p>2. The Affiliate Members may join the Plenary sessions in person unless the Secretary-General, in consultation with the Board, decides that the circumstances require that the session be held also virtually using video conference technology.</p> <p>3. The Secretary-General, in consultation with the Chair of the Board, may invite entities that are not Affiliate Members to attend as observers.</p> <p>4. The Chair of the Board of the Affiliate Members shall preside over the Plenary.</p> <p>5. English shall be the working language of the Plenary. The Secretary-General may determine other working languages and decide translation of documentation and interpretation of speeches in other official languages of the</p>
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		<p>Organization.</p> <p>6. The Secretary-General shall send letters of convocation to the Affiliate Members at least ninety days before the opening of an ordinary session and forty-five days before the opening of an extraordinary session.</p> <p>7. The presence of at least ten percent of the Affiliate Members per region shall be necessary for any decision to be taken.</p> <p><b>2.4. Agenda</b></p> <p>1. The provisional agenda of ordinary and extraordinary Plenary sessions shall be prepared by the Secretary-General, in consultation with the Board of the Affiliate Members, and shall be attached to the letters of convocation.</p> <p>2. In exceptional circumstances, the Secretary-General, on his own initiative or at the request of an Affiliate Member of the Organization, may, in consultation with the Chair, include any question suitable for the agenda that may arise after the dispatch of the provisional agenda and up to five days before the opening of the session, in a supplementary provisional agenda which the Plenary shall examine together with the provisional agenda.</p> <p><b>2.5. Decisions and recommendations</b></p> <p>The decisions and recommendations of the Plenary shall be adopted by consensus, except when a majority is required by the Members.</p> <p><b>2.6. Report</b></p> <p>The Secretariat shall record the discussions of the Plenary and prepare a report containing the main conclusions adopted during the meeting.</p>
<p><b>Article 7. The Board of the Affiliate Members: definition, functions and composition</b></p> <p>1. The Board of the Affiliate Members is the representative body of all the Affiliate Members and shall assist and advise the Secretary-General on the following matters:</p> <p>(a) The integration and contribution of the Affiliate Members to the goals, mission</p>		<p><b>Article 3. The Board of the Affiliate Members</b></p> <p><b>3.1. Definition</b></p> <p>The Board of the Committee of the Affiliate Members is the representative body of all the Affiliate Members.</p> <p><b>3.2. Functions</b></p> <p>The functions of the Board, other than those which have been</p>

<p>and the general programme of work of UNWTO;</p> <p>(b) The design of the strategy, as well as to approve the draft programme of work and follow up on its implementation, and integration in the general programme of work of UNWTO;</p> <p>(c) The approval of the Minutes of the Ordinary and Extraordinary Board Meetings;</p> <p>(d) Access to the UNWTO Financial Report and Audited Financial Statements;</p> <p>(e) Proposals to the Chair of the Board of topics for the agenda of the Board Meetings.</p> <p>2. The Board shall be composed of twenty-three Members who shall elect its Chair and First and Second Vice-Chairs. All Members of the Board shall be elected in accordance with Articles 8 and 9 of these Rules of Procedure and shall be bound by the Code of Conduct under paragraph 10 below.</p> <p>3. The term of office of the Members of the Board shall be two years.</p> <p>4. The Board shall meet at least twice a year, with each meeting being convened with at least a two months' notice.</p> <p>5. If events requiring immediate action occur, the Secretary-General may, in consultation with the Chair, convene the Board in emergency session, the date and place of which shall be fixed by the Secretary-General.</p> <p>6. The provisional agenda of the meetings of the Board shall be established by the Secretary-General in consultation with the Chair. The Members of the Board can propose to the Chair topics for the provisional Agenda.</p> <p>7. The presence of a majority of the Members shall be necessary to constitute a quorum at meetings of the Board.</p> <p>8. The decisions in the Board shall be adopted by simple majority of the Members present and voting, provided there is a quorum, except when a qualified majority is required by the Members.</p> <p>8. The Members of the Board will abide by the following code of conduct:</p> <p>(a) Commitment to protect the interests of all Affiliate Members, demonstrating</p>		<p>conferred on it elsewhere in the present Rules of Procedure, shall be:</p> <p>a) to elect a Chair and Vice-Chairs;</p> <p>b) to take such administrative and technical decisions as may be necessary between sessions of the Plenary and in absence of any contrary provisions of these Rules of Procedure, and to report to the Plenary at its following session, for approval;</p> <p>c) to provide recommendations and proposals to the Secretary-General for the preparation of the Programme of Work for the Affiliate Members and on any question regarding Affiliate Membership;</p> <p>d) to provide recommendations and proposals to the Committee on matters related to Affiliate Membership on the annual strategy and the main objectives of Affiliate Membership;</p> <p>e) to carry out any other tasks which may be entrusted to it by the Plenary or the Committee on matters related to Affiliate Membership.</p> <p><b>3.3. Composition</b></p> <p>1. The Board shall be composed of twenty-three Members who shall elect its Chair and First and Second Vice-Chairs. All Members of the Board shall be elected in accordance with Articles 4 and 5 of these Rules of Procedure.</p> <p>2. Members of the Board shall be bound by and sign the Code of Conduct of the Board of the Affiliate Members annexed to these Rules of Procedure.</p> <p>3. The term of office of the Members of the Board shall be four years, this shall begin immediately following their election by the Plenary and shall end on the election of their successors.</p> <p>4. In the case that a Member of the Board is under paragraph 13 of the Financing Rules of the Organization, the Secretariat will inform the Chair of the Board of the Affiliate Members. The Chair shall inform the Member that he/she may not participate in the work of the Board and shall report on the matter to the Board at the following meeting.</p>
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<p>loyalty to the organization, impartiality in decision-making and their absolute discretion regarding the issues discussed at the meetings.</p> <p>(b) It is understood that the purpose of serving on the Board is to represent all Affiliate Members, hence, this presence should not be used to further individual interests of the delegates or only that of the Affiliate Member represented therein.</p> <p>(c) The Members of the Board shall at no time improperly use the Organization's resources, services or information acquired in the performance of, or as a result of, their duties as Members of the Board for activities not related to such duties.</p> <p>(d) The Members of the Board have a duty to conduct themselves without conflict to the interests of the Affiliate Members. In their capacity as Board Members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Affiliate Membership. In situations of potential or perceived conflict of interest and/or of duties, the Members of the Board shall disclose all necessary information to the Secretariat and to the Board and comply with the decisions of the Board as adopted to mitigate or avoid such conflict of interest and/or of duties.</p>		<p><b>3.4. Working methods</b></p> <p>1. The Board shall meet in ordinary session at least twice a year. It shall fix at each session the date of the next session.</p> <p>2. The Secretary-General may, in consultation with the Chair, convene an extraordinary session of the Board, the date and place of which shall be fixed by the Secretary-General.</p> <p>3. Members of the Board may join the Board sessions either in person or virtually using video conference technology unless the Secretary-General, in consultation with the Chair of the Board, decides that the circumstances require that the session be held exclusively in person or virtually.</p> <p>4. The Secretary-General, in consultation with the Chair, may invite the Affiliate Members to attend as observers.</p> <p>5. English shall be the working language of the Board. The Secretary-General may determine other working languages and decide translation of documentation and interpretation of speeches in other official languages of the Organization.</p> <p>6. The Secretariat shall send letters of convocation to the Members of the Board at least one month before the opening of the ordinary session and fifteen days in the case of extraordinary sessions.</p> <p><b>3.5. Agenda</b></p> <p>1. The provisional agenda of the meetings of the Board shall be drawn up by the Secretary-General in consultation with the Chair.</p> <p>2. The Members of the Board can amend the provisional agenda and propose to the Chair other issues to be included in the agenda.</p> <p>3. The Board shall adopt its final agenda during the session.</p> <p><b>3.6. Decisions and recommendations</b></p> <p>1. The presence of a majority of the Members shall be necessary to constitute a quorum at meetings of the Board.</p>
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		<p><b>Annex. Code of Conduct of the Board of the Affiliate Members:</b></p> <p>The Members of the Board will abide by the following code of conduct:</p> <p>a) Commitment to protect the interests of all the Affiliate Members, demonstrating loyalty to the organization, impartiality in decision-making and their absolute discretion regarding the issues discussed at the meetings.</p> <p>b) It is understood that the purpose of serving on the Board is to represent all the Affiliate Members, hence, this presence should not be used to further individual interests of the delegates or only that of the Affiliate Member represented therein.</p> <p>c) The Members of the Board shall at no time improperly use the Organization's resources, services or information acquired in the performance of, or as a result of, their duties as Members of the Board for activities not related to such duties.</p> <p>d) The Members of the Board have a duty to conduct themselves without conflict to the interests of the Affiliate Members. In their capacity as Board Members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Affiliate Membership. In situations of potential or perceived conflict of interest and/or of duties, the Members of the Board shall disclose all necessary information to the Secretariat and to the Board and comply with the decisions of the Board as adopted to mitigate or avoid such conflict of interest and/or of duties.</p>

		e) The Members of the Board shall be up to date in their contributions as an Affiliate Member.
		<b>CHAPTER II: ELECTION PROCEDURE OF THE BOARD</b>
<p><b>Article 8. Participation in the elections for the Board of the Affiliate Members: voters and candidates</b></p> <p>1. All Affiliate Members in full exercise of their rights shall be eligible to vote and be voted for under the conditions stipulated in these Rules of Procedure.</p> <p>2. Every two years, the Affiliate Members shall elect 20 Members of the Board, 12 of them through regional representation, in number of two per region, which shall be elected exclusively by the Affiliate Members from their respective regions.</p> <p>3. For the purpose of the composition and activities of the Board and the election of its 12 Regional Members, the six UNWTO regions are Africa, the Americas, East Asia and the Pacific, South Asia, Europe, and the Middle East.</p> <p>4. The remaining 8 Members of the Board shall be elected by all Affiliate Members from all regions.</p> <p>5. An Affiliate Member may be a candidate for the positions of Regional Member of the Board and Member of the Board simultaneously. In such cases, if the candidate is elected as Regional Member, its candidacy for Member is automatically eliminated and the corresponding votes eventually received are counted as null and void.</p> <p>6. The Secretary-General shall designate three additional Members for a term of two years to complete the full membership of 23 Members of the Board.</p> <p>7. In its first meeting, the Board shall elect its Chair and First and Second Vice-Chairs among all representatives of the Members of the Board, who will exercise this function in their personal capacity. Should the Chair cease to be an Affiliate Member or if the individual designated by the Affiliate Member should cease to be its representative, the position of Chair will fall vacant.</p> <p>8. The Members of the Board designated by the Secretary-General may vote but may not receive votes for the positions of Chair or Vice-Chair.</p>		<p><b>Article 4. Participation in the elections for the Board of the Affiliate Members</b></p> <p>1. Only Affiliate Members in full exercise of their rights shall be eligible to vote and to be voted for under the conditions stipulated in these Rules of Procedure.</p> <p>2. The Plenary shall elect twenty Members of the Board, twelve of them through regional representation, in number of two per region, which shall be elected exclusively by the Affiliate Members from their respective regions.</p> <p>3. For the purpose of the composition and activities of the Board and the election of its twelve Regional Members, the six regions are Africa, the Americas, East Asia and the Pacific, South Asia, Europe, and the Middle East.</p> <p>4. The remaining eight Members of the Board shall be elected by all the Affiliate Members from all regions.</p> <p>5. An Affiliate Member may be a candidate for the positions of Regional Member of the Board and Member of the Board simultaneously. In such cases, if the candidate is elected as Regional Member, its candidacy for Member is automatically eliminated and the corresponding votes eventually received are counted as null and void.</p> <p>6. The Secretary-General shall designate three additional Members to complete the full membership of twenty-three Members of the Board.</p> <p>7. The Board shall elect by secret ballot its Chair and First and Second Vice-Chairs among the Members of the Board that have not been designated by the Secretary-General for a term of four years, renewable once.</p> <p>8. The Affiliate Members elected to</p>

		<p>membership of the Board shall designate the persons to perform the duties of representatives of their respective organizations who shall not act in their personal capacity. Members of the Board shall communicate any modification related to their authorized representative as provided for in Article 2.2.f) of the Charter of Affiliate Membership.</p> <p>9. Should the position of Chair fall vacant during its term of office or he/she is unable to perform his/her functions, the First Vice-Chair shall be appointed by the Board to act as its interim Chair or the Second Vice-Chair, if it is the case. A Vice-Chair acting as Chair shall have the same powers and duties as the Chair.</p> <p>10. When a Member of the Board is terminated its affiliate membership in accordance with Article 4.3 of the Charter of Affiliate Membership, it will automatically cease to be a Member of the Board.</p> <p>11. Vacancies arising among the Members of the Board shall not be filled until the following election, unless the Board, in consultation with the Secretary-General, decides that a by-election shall be held to replace that Member until the end of its term of office.</p>
<p><b>Article 9. Election procedure</b></p> <p>1. The election of the Members of the Board referred to in Article 8.2 above shall be conducted by mail and/or electronic vote prior to the ordinary session of the General Assembly in accordance with these Rules of Procedure, the "Guiding Principles for the Conduct of Elections by Secret Ballot" annexed to the Rules of Procedure of the General Assembly and with the "Specific Guidelines for the election procedure of the Members of the Board of the Affiliate Members" issued by the Secretariat.</p> <p>2. Each Affiliate Member may cast two ballots for the election of the candidates. In Ballot 1 the Affiliate Member may choose up to two candidates for the positions of Regional Members of the Board of the respective region and in Ballot 2 up to 8 candidates for the positions of Members of the Board.</p> <p>3. The votes received by mail and/or electronic votes will be opened and</p>		<p><b>Article 5. Election procedure</b></p> <p>1. The election of the Members of the Board referred to in Article 4.2. above shall be conducted by secret ballot through mail and/or electronic vote in accordance with these Rules of Procedure and the "Specific Guidelines for the election procedure of the Members of the Board of the Affiliate Members" issued by the Secretariat.</p> <p>2. Each Affiliate Member may cast two ballots for the election of the candidates. In Ballot 1 the Affiliate Member may choose up to two candidates for the positions of Regional Members of the Board of the respective region and in Ballot 2 up to eight candidates for the positions of Members of the Board.</p> <p>3. The votes received by mail and/or electronic votes will be opened and counted at the Organization headquarters, on the</p>

<p>counted at UNWTO headquarters, on the date indicated in the electoral calendar, in accordance with the “Specific guidelines on the election procedure” issued by the Secretariat.</p> <p>4. In case any region fails to elect two Regional Members of the Board, such position shall remain vacant.</p> <p>5. The Chair of the Board and the Vice-Chairs may be elected for up to two consecutive terms.</p> <p>6. Should the position of Chair fall vacant during its term, the First Vice-Chair shall be appointed by the Board to act as its interim Chair. In the event that this was not possible or that position falls vacant, the Board would then appoint the Second Vice-Chair to act as the interim Chair.</p> <p>7. Vacancies arising among the Members of the Board shall not be filled until the following election.</p> <p>8. In respect of aspects not covered in these Rules of Procedure, the election for the Chair, Vice-Chairs, and Membership of the Board shall be conducted in accordance with the “Guiding Principles for the Conduct of Elections by Secret Ballot”, annexed to the Rules of Procedure of the General Assembly, and with the “Specific Guidelines on the Election Procedure” issued by the Secretariat.</p>		<p>date indicated in the electoral calendar, in accordance with the “Specific guidelines on the election procedure” issued by the Secretariat.</p>
<p><b>Article 10. Management of the Affiliate Members</b></p> <p>1. The Secretary-General shall assign the appropriate staff to manage the affairs of the Affiliate Members within the Secretariat of UNWTO. The Secretary-General shall discharge these responsibilities through a dedicated structure, which shall conduct its responsibilities in coordination with the relevant Operational, Regional and Support Programmes of UNWTO.</p>		
<p><b>CHAPTER III: AFFILIATE MEMBER CONTRIBUTIONS</b></p>		
<p><b>Article 11. Contributions</b></p> <p>1. The Affiliate Members shall pay their contribution in the first month of the financial year for which it is due, in accordance with the Statutes.</p> <p>2. The aforementioned contribution of the Affiliate Members shall be proposed by the Secretary- General in the Programme of Work and Budget of UNWTO, in consultation with the Board, to be approved by the General Assembly.</p>		

<p>3. With the approval of the Secretary-General and in accordance with its rules and regulations, UNWTO may receive voluntary contributions from external sources or from its own Affiliate Members to support the programme of work of the Affiliate Members.</p> <p>4. When an Affiliate Member falls under the provisions of Article 34 of the Statutes of UNWTO, the Secretary-General shall request the Affiliate Member to settle its arrears or to submit a payment plan within six months of the date of such notification, or to withdraw from the Organization as provided under Article 4.2 above. If such a Member does not comply with its request, the General Assembly, upon a proposal of the Secretary-General, may decide that it has ceased to be an Affiliate Member as from such date as the General Assembly may determine.</p>		
<p><b>CHAPTER IV: PARTICIPATION OF THE AFFILIATE MEMBERS IN UNWTO ORGANS AND ACTIVITIES</b></p>		<p><b>CHAPTER III: PARTICIPATION OF THE AFFILIATE MEMBERS IN THE WORK OF BODIES AND ACTIVITIES OF THE ORGANIZATION</b></p>
<p><b>Article 12. Participation in the General Assembly, Executive Council, Regional Commissions and Technical Committees</b></p> <p>1. As part of UNWTO's membership structure, the Affiliate Members shall be represented and participate in UNWTO's General Assembly, Executive Council, their subsidiary organs and technical committees in accordance with the Statutes and the Rules of Procedure of the respective bodies.</p> <p>2. The Chair of the Board or another Member of the Board designated by the former shall head the representatives of the Affiliate Members that will attend and participate in the work of such meetings, when the participation of more than one representative of the Affiliate Members is foreseen.</p> <p>3. The Chair of the Board shall report to these organs on the activities of the Affiliate Members and on points of interest for the discussion, definition and execution of the general programme of work of UNWTO.</p> <p>4. The Chair of the Board together with the corresponding Regional Members of the Board shall participate in the Regional Commission meetings.</p> <p>5. The Secretariat may organize consultations with the Affiliate Members on matters of general interest or specific</p>		<p><b>Article 6. Participation in the work of statutory bodies and technical committees</b></p> <p>1. The Affiliate Members shall be represented and participate in the activities of the Organization and the work of the General Assembly and the Executive Council, including their subsidiary organs and any other technical committees, in accordance with the Statutes and their respective Rules of Procedure.</p> <p>2. The Chair of the Board shall head the representation of the Committee of the Affiliate Members without the right to vote in the work of statutory bodies and technical committees of the Organization, in particular when the participation of more than one Affiliate Member is foreseen, in accordance with the present Rules of Procedure.</p> <p>3. The Chair of the Board shall report to the General Assembly and the Executive Council on the activities of the Affiliate Members and on points of interest for the discussion, definition and execution of the general Programme of Work for the Affiliate Members.</p> <p>4. The Secretariat may organize consultations with the Affiliate Members on matters of general interest or specific themes, as a</p>

<p>themes, as a channel for their participation in the execution of general programme of work of UNWTO.</p> <p>6. The Committees in which the Chair of the Board of Affiliate Members can participate include but are not limited to the following: Programme and Budget Committee, Committee on Tourism and Sustainability, Committee for the Review of Applications for Affiliate Membership, Committee on Statistics and the Tourism Satellite Account, Committee on Tourism and Competitiveness, World Committee on Tourism Ethics. The participation of the Affiliate Members in the Committees must be done in accordance with the respective Rules of Procedure of such organs.</p> <p>7. Through their participation in such organs and activities, Affiliate Members will be able to engage in global and regional debates on strategies and emerging issues in the Tourism field, network with Tourism regulators, policy-makers and experts from industry and academia and contribute to global standards and best practices.</p>		<p>channel for their participation in the execution of general Programme of Work of the Organization.</p>
<p><b>CHAPTER V: AMENDMENT OF THE RULES OF PROCEDURE</b></p>	<p><b>CHAPTER III: AMENDMENTS</b></p>	<p><b>CHAPTER IV: AMENDMENTS</b></p>
<p><b>Article 13. Amendment of the Rules of Procedure</b></p> <p>1. The initiative to amend the present Rules of Procedure is the competence of the Board of the Affiliate Members or of the Secretary-General.</p> <p>2. Any proposed amendment by the Board of the Affiliate Members shall be submitted to the Secretary-General at least four months before the Plenary session to be distributed in advance to all Affiliate Members.</p> <p>3. If it is upon the initiative of the Secretary-General, he/she shall communicate it to the Board of the Affiliate Members.</p> <p>4. Amendments to the Rules of the Procedure must be adopted by a two-thirds majority of those present and voting at the Plenary, with each Affiliate Member having one vote.</p> <p>5. Any such amendment shall be submitted for approval by the General Assembly.</p>	<p><b>Article 12. Amendment of the Charter</b></p> <p>1. Proposals for the amendment of the present Charter may be made by the Committee on matters related to Affiliate Membership or by the Secretary-General.</p> <p>2. Any such proposal for amendment shall be adopted by the Committee and submitted to the General Assembly for approval, except when it refers to the admission procedure on which the Council is competent to approve.</p>	<p><b>Article 7. Amendment of the Rules of Procedure</b></p> <p>1. Proposals for amendment of these Rules of Procedure may be made either by the Secretary-General or by the Board of the Affiliate Members.</p> <p>2. Any proposed amendment by the Board of the Affiliate Members shall be submitted to the Secretary-General at least four months before the Plenary session to be distributed in advance to all the Affiliate Members.</p> <p>3. Any proposed amendment by the Secretary-General shall be communicated to the Board of the Affiliate Members and submitted to the Plenary one month before its session.</p> <p>4. Amendments to these Rules of Procedure must be adopted by a simple majority of the Affiliate Members present and voting at the Plenary, each having one vote.</p> <p>5. Any such amendment shall be submitted for approval by the General Assembly.</p>

		<p><b>Article 8. Amendment of the Annex Code of Conduct of the Board of the Affiliate Members</b></p> <p>1. Proposals for amendment of this Annex may be made by the Secretary-General or by the Committee on matters related to Affiliate Membership.</p> <p>2. Any such amendment shall be approved by the Committee on matters related to Affiliate Membership.</p>
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