



INTERNATIONAL UNION
OF RAILWAYS

unity, solidarity, universality

International Railway Research Board (IRRB)

Terms of Reference (ToR)

#	DATE OF APPROVAL FOR USE	DOCUMENT VERSION	DATE OF ENTRY INTO FORCE
1	21.10.2025 (Approved by IRRB S.C.)	V.01-2026	01.01.2026

Version 01-2026 (V.01-2026)
Paris, 01 January 2026

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PREAMBLE

The purpose of these Terms of Reference (ToR) is to define the membership, authority and governance of the International Railway Research Board (IRRB).

The content of these ToR describes the purpose, membership and operational functioning of the IRRB. They are compliant with the UIC Statutes and Internal regulations (IRs), as well as with the UIC Quality Management System (QMS) rules and procedures.

In the event of any difficulty in the interpretation of these ToR, the UIC Statutes followed by the UIC Internal Regulations shall prevail.

Once approved by the IRRB Steering Committee, and notified for information to the UIC General Assembly, these ToR supersede and replace all existing ToR of the IRRB and subordinated bodies.

APPROVED

Article 1: Purpose

The International Rail Research Board (IRRB) is the UIC’s global stakeholder group for rail research and innovation, acting both globally and regionally to support all UIC regions. IRRB provides a global research and innovation platform for UIC members and academic and research entities focused on boosting the railways sector’s innovation practices.

IRRB is a UIC working group, created by decision of the 68th UIC General Assembly in Montreal (Canada), dated 08/06/2006 (preceded by an initial meeting in November 2005) enable UIC effectively fulfil its mission particularly through networking at the strategic level and coordination with / and between the 6 UIC Regions created as part of the new Governance (activities steered by the UIC Regional Assemblies for Africa, Asia and Pacific, North America, South America, Europe and Middle-East).

Acting under the Authority of the UIC General Assembly, IRRB, represented by its Chair shall ensure that decisions made by its plenary related to modification of these Terms of Reference, annual report, annual budget, 3-year Work Program (WP), appointment of the IRRB Chair and any other topic IRRB deems fit, shall be submitted to the UIC General Assembly (General Assembly), for information.

The IRRB members are represented by the person holding the highest position in the field of Research or Innovation or Technology or equivalent and having the due authority to commit the legal entities to which they belong.

Within this framework, the purpose of the IRRB is to:

1. Provide a strategic vision in relation to the research and innovation.
2. Identify topics of common interest and activities, to provide more effective solutions, promote regional and international cooperative work and avoid redundancy.
3. Support policymaking and advocate for the competitiveness and development of railways.
4. Provide tutoring, mentoring and training to foster research and innovation excellence, and encourage the deployment of new standards and support capacity building for its adoptions.
5. Facilitate networking and cooperation at a strategic level within and between the six UIC regions: Africa, Asia and the Pacific, North America, South America, Europe and the Middle East.
6. Analyse trends and emerging technologies, future capabilities, core competencies, and evaluating their potential for adaptation within the rail sector.
7. Provide knowledge-based reports, recommendations and initiate, coordinate research and innovation (R&I) projects that target new knowledge or innovations.
8. Support advocacy in the field of research excellence and innovations.
9. Support the development and promotion of railways at the regional levels (all UIC regions) by:
 - facilitating the continuous exchange of knowledge and experience between UIC members, universities, and railway research centers
 - supporting practical cooperation between various stakeholders in the Regions to facilitate innovation and promote networking for research into future innovations.
 - inspiring the necessary initiatives to find solutions that simplify processes, optimize costs, and increase competitiveness through innovation by using the collective

intelligence of practitioners, researchers, and innovators to solve real-world problems.

10. Provide internal support within the UIC based on the knowledge and experience of IRRB.

Article 2: Membership & Composition

According to the UIC Statutes and Internal Regulations, the IRRB, as a UIC working group, is open for UIC Members only.

By derogation to the aforesaid, IRRB may cooperate with third parties that are not members of UIC (including but not limited to universities and research centres, policymakers in the field of R&I, innovators (incl. start-ups), independent scientists and researchers, etc).

Such cooperation shall be subject to:

- i) The invited observers shall keep all information, data and materials to which it has access, as confidential, unless otherwise permitted by UIC.
- ii) The third parties that are not Member of UIC, that are accepted to join IRRB as a member of IRRB shall in addition to the point i) above, abide by the provisions of these ToRs, assign any and all rights and entitlements over their contribution in order to allow UIC to use such contribution in a way it deems fit. Membership of IRRB by UIC non-members shall be materialized under a written agreement setting, inter alia, the terms and conditions related to intellectual property rights, financial obligations, etc. in a form appended to these ToR.

For the avoidance of doubt, the membership by a third party to IRRB shall not be understood as a membership of UIC. This list of Members IRRB and Observers (a third party to IRRB) is public to the UIC members.

PART B – ORGANISATION

Article 3: Structure of the IRRB

The IRRB is structured as per the Register (template set out in Part C).

Article 4: Governance

Section 1 – Chair

The IRRB has a Chair (IRRB Chair) appointed for a three-year mandate, renewable once.

The IRRB Vice-Chairs shall be the Chairpersons of each Regional Competence Hub (RCH Chair) and the Academic Board for Innovation (ABI Chair).

The names of the Chair and Vice-Chair, if any, their dates of nomination and the duration of their mandates, along with the names of their parent companies, shall be recorded in the Register to be duly completed and regularly updated by the UIC HQ staff in charge of the research and innovation, called in this document “UIC HQ support” (UHS).

a) Appointment of the Chair

A call shall be launched by the UIC Director General of UIC (DGS) within 6 (six) months before the end of the ongoing mandate for the appointment of the IRRB Chair. The persons entitled to be candidates shall be a person holding the highest position in the field of Research or Innovation or Technology or equivalent within the respective Member organisation.

The Chair shall be appointed by the UIC DGS for a three-year term of office, renewable once, which shall come to an end when she/he ceases to exercise the aforementioned functions in their respective member organisation.

b) Role of the Chair

The IRRB Chair presides over the IRRB General Assembly and its Steering Committee and represents the IRRB at the UIC General Assembly.

IRRB Chair shall lead the collaborative work within the IRRB with the aim of enabling an efficient decision-making process and producing value-added actions for the IRRB members. He/she will consider the needs for efficient cooperation with all the UIC bodies. As general rule, he/she will be the guarantor of a fluid and transparent decision-making process within the IRRB, including the institutional relationships with partner organizations.

The IRRB Chair will:

- Represent the IRRB at regional and global level and report on a regular basis to the IRRB members and at the UIC General Assembly.
- Validate the final draft agenda and minutes of the IRRB General Assembly and IRRB Steering Committee meetings.
- Verify that a quorum of the IRRB General Assembly and IRRB Steering Committee meeting is being achieved
- Validate the results of votes taken during the IRRB General Assembly and IRRB Steering Committee meeting.
- Presides the IRRB General Assembly, the IRRB Steering Committee, Annual IRRB Global Summit.

c) Resignation of the Chair

The IRRB Chair shall resign from his/her position in the following cases:

- Transfer to another field of activity within his/her company outside the scope and responsibilities of the IRRB.
- Departure from his/her company or retirement.
- Withdrawal from UIC of the Member by which he/she is employed.
- The Chair may also resign for personal reasons.

When the IRRB Chair's seat is vacant, the DGS appoints the IRRB Vice-Chair who shall act as interim IRRB Chair.

Section 2 – Vice-Chair(s)

The Chairs of the Regional Competence Hubs (RCH Chair) and Academic Board for Innovation (ABI Chair) shall be appointed as IRRB Vice-Chairs who will deputise for the IRRB Chair in execution of all the duties described in Section 1.

In the IRRB Chair's absence, the DGS, at the request of and on the recommendation of the UIC coordinator for IRRB (IC), appoints the IRRB Vice-Chair, who shall assume the duties of the office of IRRB Chair. He/she shall preside ad interim until a new IRRB Chair is elected.

The appointment, role, term of office, and resignation of the IRRB Vice-Chair shall follow the same procedures as those for the Chair, unless otherwise defined within the RCH, subject to compliance with these Terms of Reference.

Section 3 – Categories of Members eligible for chairing positions

Representatives of UIC Active Members are eligible for the positions of IRRB Chair and IRRB Vice-Chair(s).

In the absence of a sufficient number of Active Members, the IRRB may elect IRRB Chair and IRRB Vice-Chair(s) among its Associate Members.

For the avoidance of doubt, the IRRB member who are not UIC member shall not qualify for a position of IRRB Chair and/or IRRB Vice-Chair.

Article 5: IRRB General Assembly (IGA)

The IRRB General Assembly is the highest decision-making body of the IRRB.

Section 1 – Composition

The IRRB IGA shall comprise representatives of all IRRB members.

The list of Member representatives in the IGA shall be recorded in the IRRB Register to be duly completed and regularly updated by the UIC HQ support.

Each Member shall be represented by the person holding the highest position in the field of Research or Innovation or Technology or equivalent.

Besides, representatives of relevant partner organisations, Members of the IRRB Academic Board for Innovation (ABI) who are not Members of UIC, may be invited as observers (Observers). In addition, other organisations of interest to IRRB may be invited as and when necessary. Invitation of Observers shall be subject to the IRRB Chair's approval

Section 2 – Convocation

The IGA shall be held once a year during the Annual IRRB Global Summit.

IGA are held either at UIC Headquarter in Paris or, upon invitation of a Member, at a location chosen by the hosting Member. The IGA may also be held using online videoconference applications.

Any Member may be represented by another IRRB Member of the same membership category (if available), provided that the latter holds a proxy for each meeting. A Member cannot have more than two proxies for the same IGA. Proxies are given for one IGA only.

Invitations to the IGA and a draft agenda shall be sent by the IC, in collaboration with the IRRB Chair, to the Members not later than four weeks before the IGA.

Documents, including the final agenda and all information of Members concerning the items on the agenda, if any, shall be provided not later than two weeks before the date set for the IGA.

An extraordinary IGA shall be held at the initiative of the IRRB Chair, or at the written request of Members together representing at least 1/5 of the total votes of the IRRB. This request shall be sent to the DGS and IC, with a copy to all Members of the IRRB Steering Committee (SC), and shall substantiate the necessity for such an extraordinary session. In addition, a draft agenda shall comprise all the subjects that the party requesting the extraordinary meeting has expressed a wish to see handled and may include explanatory documents. Unless otherwise indicated in the request, the meeting shall be convened not later than 6 weeks after the receipt of the request. Documents, including the final agenda and all information of Members concerning the items on the agenda, if any, shall be provided not later than two weeks before the date set for the Extraordinary IGA.

Section 3 – Decisions

Where necessary, decisions shall be carried based on a majority of votes cast. Only those votes “for” or “against” shall be considered as votes cast. The IGA may only take decisions if at least 50% of the number of votes represented by its Members is present or represented (Quorum of the Meeting).

If the Quorum of the Meeting is not met, a postal written supplemental vote using email is permitted with the approval of the IRRB Chair. The correspondence supplemental vote shall be conducted by the IC and the results approved by the IRRB Chair.

The IRRB Chair and IRRB Vice-Chair(s), if any, shall only be entitled to vote if representing his/ her/ their own company(-ies) as legal entity(-ies) during the meeting.

Each Member representative shall be duly mandated by his/her parent company/entity to enter all necessary commitments, including financial ones if needed, proposed in accordance with these IRRB Terms of Reference.

The IC and any other UIC Staff shall not have voting rights.

Section 4 – Responsibilities

The IGA shall:

a) Formally:

- Approval of the three-year IRRB work programme (IRRB WP) prepared by the SC. This minimum three-year work programme contributes to the regional priorities of the Regional Competence Hubs (RCH).
- Approval of the update to the SC's proposal for the IRRB's three-year work program,
- Approval of IRRB Steering Committee (SC) members for a three-year term, subject to DGS prior approval.
- Granting the members of the SC discharge at the end of their term of office.
- Approval of the agenda and minutes of the IGA meeting.

b) Formally take note of:

- IRRB Members' resignations.
- The intermediate/final reporting of the different working bodies projects and activities concerning the region, including their financial reports and required adjustments if any.
- The creation, validation, modification or withdrawal of technical UIC documents and/or deliverables issued from projects and/or activities within the UIC working bodies impacting, concerning and/or involving the IRRB Members.

Article 6 – Regional Competence Hubs for Innovation (RCH) and Academic Board for Innovation (ABI)

Section 1 – The Regional Competence Hub

The RCH oversee consolidating and coordinating the activities related to research and innovation within their respective regions. There are 6 (six) RCH, that serve as a regionally focused working group. The RCH are:

- RCH Africa,
- RCH Asia & Pacific,
- RCH Europe,
- RCH Latin America,
- RCH Middle East,
- RCS North America.

The RCH comprises IRRB members depending on their nationality. The activities of the RCH are led by a RCH Chair, to be appointed by the members located in the corresponding region. Each RCH shall act independently, focusing on its regional priorities, subject however to overall consistency with the 3-years IRRB WP and shall establish their specific rules of governance in order to regulate the activities of the said RCH provided however that such governance rules are compliant with these Terms of Reference as well as the UIC Statutes and Internal Regulations and shall seek to address the regional concerns (including but not limited to requirement made by institutional funding authority to restrict access to certain sensitive data). Such governance rules shall be recommended by the SC to the DGS for prior approval.

The RCH are aimed at closely cooperating with their corresponding UIC Regions and each RCH Chair is representing its corresponding UIC region within the SC.

The IC and UIC regional coordinators shall attend the RCH meetings for their corresponding UIC regions and work in a capacity of Observer.

The RCH meet at regional level at least once a year (either in person or remotely).

Section 2 – The Academic Board for Innovation (ABI)

The ABI comprises IRRB members that are not a Railway Undertaking (RUs) and Railway Infrastructure managers (IMs) and are in the category of universities and/or research centres, think-tanks, organizations focused on public policy innovation, and R&I or representatives of other organisations such as i.e. the OECD, UN, AU, EU, ITU etc. and is also open to independent scientists, researchers or innovators. The ABI act as a technological & scientific experts' platform at IRRB and provide:

- Ad hoc support to IRRB upon request made by the RCH and/or the SC.

- a ‘scientific advisory board’ for IRRB or RCH projects (incl. Opt-Ins).
- IRRB panels needed to execute IRRB goals resulting from the IRRB WP
- cooperation with other UIC activities (including, but not limited to, thematic alliances of universities, working groups for education, research and innovation, etc.)
- coordination with other research activities for innovation in the UIC
- an impartial, scientific committee for competitions, congresses and conferences organised by the IRRB

The ABI, together with the IRRB Chair and the IC, are members of the programme committee (Programme Committee) which aims at the preparation of the Annual IRRB Global Summit.

The ABI meets twice a year, preceding the deliberations of the SC. Additional meetings may be required in the event of an extraordinary meeting and/or as required by the ABI Chair and/or by the IC. ABI meetings can be held in a physical meeting format at UIC headquarters in Paris or elsewhere at the invitation of an ABI member or via a remote meeting application. At least one meeting of the ABI will be held once a year physically with a recommendation to hold this meeting during the Annual IRRB Global Summit.

Article 7 – Steering Committee (SC)

The SC is in charge of coordinating all innovation and research related activities and its 3-year work programme, considering and accommodating the interests of all IRRB members from a neutral position.

The SC shall serve as a link between the Members’ institutional representatives in the IRRB on the one hand, and the other UIC decision-making and Working Bodies on the other hand. Thus, the SC oversees the implementation within the IRRB of IGA decisions.

The list of Member representatives in the SC shall be recorded in the IRRB Register to be duly completed and regularly updated by the UIC HQ Support.

Section 1 – Composition

The SC, chaired by the IRRB Chair, is composed of *maximum 9 (nine)* members as follows:

- The IRRB Chair;
- 6 (six) IRRB Vice-Chairs (RCH Chairs) representing the RCH
- ABI Chair;
- IC, who does not have any voting rights.

All UIC Members who are Members of the IRRB can apply for one of the UIC Member representative positions in the SC. They shall be approved by the IGA for a three-year mandate, subject to DGS prior approval.

In the event of resignation of one or more members, the UIC Member(s) holding the SC seat(s) shall nominate a successor who will serve the remainder of his/her mandate, following approval by the IGA.

Section 2 – Convocation

SC Meetings shall take place at least twice a year including one yearly in person meeting in UIC premises in Paris. Additional meetings may be required in the event of an extraordinary meeting and/or as required by the IRRB Chair and/or by the IC.

Provisions and deadlines for convocation of SC meetings are the same as for the IGA.

Section 3 – Decisions

The SC shall take decisions based on a simple majority.

A meeting is quorate if 50% of the SC members or their representatives are present. Each Member of the SC has one vote. Only votes “for” or “against” shall be considered as votes cast.

In the event of being prevented from attending a meeting and/or fulfilling his/her duties, a member of the SC can be represented by another member of the SC only, the latter being empowered by a proxy previously given by the former by written notice. The IC shall receive copy of the mandate. Proxies are given for one meeting only, and a member cannot have more than two proxies.

The IRRB Chair shall have a casting vote in the event of a tied vote, whereas the IC shall not have a vote.

Section 4 – Responsibilities

The SC is responsible for the governance of the IRRB activities and, consequently, considers and recommends positions for decision at the IRRB and performs the necessary tasks as described below:

- a) Ensuring coordination between various partner organisations in the railway sector.
- b) Preparing and submitting all necessary documents for the required DGS decisions. Considering regional positions and priorities of the RCH, which will be included in the IRRB's three-year WP.
- c) Submitting the IGA for approval of the draft three-year IRRB WP.
- d) Annual monitoring of progress in the implementation of the IRRB's three-year WP, together with the preparation of relevant conclusions/information for the IGA.
- e) Preparation, by the end of the third quarter of the year preceding the planning period at the latest, of a proposal for the IRRB Annual Work Plan (AWP), together with information on the resources (including budgetary resources) necessary for its implementation.
- f) Approval, by the end of the first quarter of the year in question at the latest, of the AWP based on the resources provided by RCH and UIC HQ or other sources.
- g) Adoption of recommendations for the Annual IRRB Global Summit (targeted goals and agenda)
- h) Adoption of recommendations for the implementation of IRRB objectives within the World Congress on Railway Research (WCRR).
- i) Approval of recommendations for submitted research and innovation (R&I) projects, including a description of their objectives, structure, sources of funding, and necessary resources, including financial resources.
- j) Recommendation of R&I projects together with the necessary documentation required for the UIC Opt-Ins process,
- k) Approval of recommendations for global R&I priorities and IRRB Vision for the IGA.
- l) Approval of regional R&I priorities and vision for each of the 6 (six) RCH and preparation of relevant information for the IGA.
- m) Preparation of the IRRB annual activity report as a UIC Publication.
- n) Approval of IRRB annual activity reports for information to the IGA and UIC General Assembly.
- o) Preparation and supervision of the implementation of the 3-year IRRB trainings, communication, dissemination, and exploitation plan.
- p) Set-up and monitoring of an ad hoc R&I working group responsible for global issues on demand (excluding regional issues, which are managed by the relevant RCH).
- q) Draws up for the IC and DGS, status update report on the progress of the IRRB's work at least once a year and at least eight weeks prior to the UIC General Assembly and upon request.
- r) Identification of exceptional issues that require urgent decision-making and/or action, and organisation of consultations as necessary (physical meetings, web conferences, e-mails, etc.).

Article 8 – Documents, travels

This article applies for IGA (ordinary and extraordinary meeting) and SC, called “Meeting” or “Meetings” in Article 8.

Dates for upcoming IGA or SC Meetings shall be scheduled in advance and each Meeting shall be confirmed at the preceding Meeting at the very latest.

Meeting dates shall consider the dates of the UIC statutory meetings, namely the UIC General Assemblies and the Executive Board which are the bodies responsible for making decisions based on the advice provided by and positions formed by IRRB.

The IC shall draft a record of decisions and send it to the IRRB Chair for comments. After incorporating the IRRB Chair’s comments, if any, the IC shall send the draft record of decisions to IGA Members or SC Members respectively, for comments no later than 21 days after the meeting. Should Members fail to respond within 14 days, the record of decisions shall be considered as approved. Should members provide comments and remarks, these shall be incorporated into the document for approval at the next IGA or SC Meetings respectively.

Each IRRB member shall bear its own costs for travel and accommodation to attend a meeting.

Article 9– IRRB Coordinator (IC)

The IRRB current activities are coordinated by the IC. The IC is the Head of Research and Innovation at UIC or equivalent.

The IC is the link between the IRRB and all its bodies and the UIC General Management for deployment of the work program endorsed by the IRRB. She/he shall assist the Chair to enable, facilitate, coordinate and promote the actions, projects and positions taken within the IRRB and its specific bodies by the representatives of the IRRB members.

The IC represents the UIC to coordinate with IRRB, including for the preparation and deployment of the Annual IRRB Global Summit. The IC shall be assisted in these tasks by one or several UIC HQ Support, hierarchically or functionally linked to the IC and involved in the work of the IRRB.

Any action that entails a legal liability to UIC shall be coordinated with the IC.

Article 10 – Communication, approval of these Terms of Reference (ToR), and other issues

Section 1: Communication

Corporate communication shall be done by the UIC, with the UIC logo.

The UIC IC and DGS shall be informed at least once a year, 6 weeks before the UIC GA, on the progress of the IRRB's work and upon request.

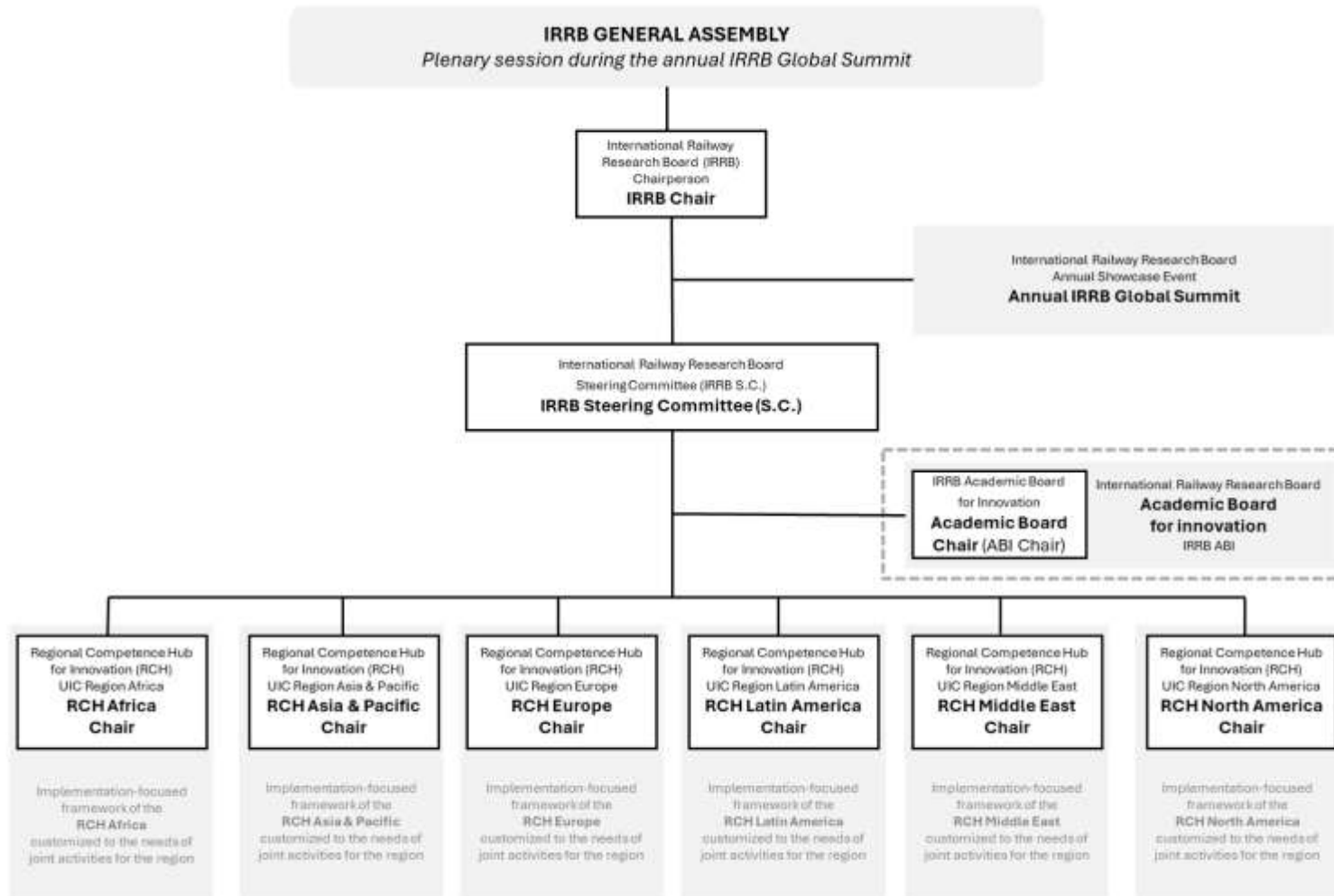
As a rule, all corporate internal and external communication media shall be submitted to the formal validation and dissemination by the DGS or her/his UIC Communication Department. This validation shall concern the forms and templates to be used for meeting documents (*first use only and at any further change then*), flyers, brochures, books, directories, reports and any other information and/or advertising material promoting the UIC corporate image towards UIC members and third parties.

Since the UIC Communication Department does not get involved in the IRRB current affairs, it is not entitled to make changes to the core messages, nor in the content of these communications, without previous information and validation from the Steering Committee. If requested, professional advice shall be provided by the UIC Communication Department regarding this context.

Section 2: Approval, changes and dismissal of these ToR

These ToR shall be approved by the IRRB and submitted for information to the UIC General Assembly. It shall be modified and/or cancelled under the same conditions.

II. Organisational chart of the IRRB



Connecting Global Innovation: The IRRB Ecosystem

A revitalized, region-first architecture designed for continuous, rapid-cycle innovation and academic integration.

