ASSET MANAGEMENT CLUB CONSTITUTION

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Document Authors

<table>
<thead>
<tr>
<th>Partners</th>
<th>Contributors</th>
</tr>
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<tbody>
<tr>
<td>VIAS</td>
<td>Manuel MENÉNDEZ, Daniel GALÁN</td>
</tr>
<tr>
<td>CARTIF</td>
<td>Marta GALENDE</td>
</tr>
</tbody>
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Document Approvers

<table>
<thead>
<tr>
<th>Partners</th>
<th>Approvers</th>
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<tbody>
<tr>
<td>VIAS</td>
<td>Manuel MENÉNDEZ</td>
</tr>
<tr>
<td>CARTIF</td>
<td>Gregorio SAINZ</td>
</tr>
<tr>
<td>UGR</td>
<td>Jose Manuel BENÍTEZ</td>
</tr>
<tr>
<td>SINTEF</td>
<td>Andreas SEIM</td>
</tr>
<tr>
<td>MERMEC</td>
<td>François DEFOSSEZ</td>
</tr>
<tr>
<td>EVOLEO</td>
<td>Pedro RIBEIRO</td>
</tr>
<tr>
<td>OSTFALIA</td>
<td>Frank KLAWONN</td>
</tr>
<tr>
<td>LTU</td>
<td>Diego GALAR</td>
</tr>
<tr>
<td>ADIF</td>
<td>Diana ALONSO</td>
</tr>
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Executive Summary

This document is the deliverable D7.3, “Asset Management Club constitution”, and contains the general purpose and specific objectives and the implementations details of the AMC. On the one hand, the AMC main objective and specific ones are defined.

On the other hand, regarding the implementation details of the AMC, the document defines the following issues:

- Entry into force of the AMC and the minimum duration established for the club;
- Management structure proposed for the AMC and its roles;
- List of minimum meetings that will be held as well as the foreseen calendar;
- Operational procedures for the AMC correct performance;
- Responsibilities of the parties.
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<th>Description</th>
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<tr>
<td>EC</td>
<td>European Commission</td>
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<td>WP</td>
<td>Work Package</td>
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<td>AMC</td>
<td>Asset Management Club</td>
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<td>AMCA</td>
<td>Asset Management Club Agreement</td>
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<td>AB</td>
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<tr>
<td>R&amp;D</td>
<td>Research &amp; Development</td>
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<tr>
<td>MC</td>
<td>Management Committee</td>
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<tr>
<td>CG</td>
<td>Core Group</td>
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<tr>
<td>TC</td>
<td>Technical Coordinator</td>
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<td>WG</td>
<td>Working Group</td>
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1. INTRODUCTION

Usually, main results and lessons learned of R&D projects find difficulties to meet specific and changing needs of industry and to, later, materialize in industrialized tools, services and/or products. This problem is even more acute in a research area as the one of OPTIRAIL project were the high security requirements and the interconnectivity problems among different European countries are crucial.

Therefore, OPTIRAIL consortium realizes, from the very beginning of the project, about the importance of creating an AMC that will ease the project results to reach its target market, by identifying the needed modifications, as well as disseminating project results among main European and international railway sector stakeholders.

In this scenario, the process of constituting the AMC started on month 25 of the project with the purpose of bridging the gap between R&D lessons learned within the project and the railway industry management portfolios. Later, AMC has been formally constituted by the commitment of the project partners and AB members of signing the AMCA.

Finally, several meetings have been maintained to establish AMC objectives, roadmap and its management structure, which are compiled within this document.
2. GENERAL PURPOSE AND SPECIFIC OBJECTIVES

The general purpose of the AMC is to create a forum for the discussion of railway industry related topics and opportunities available in railway infrastructure management, primarily within research and business areas, in order to coordinate the deployment and implementation of protocols and tools across Europe allowing the creation of a single European Railway Infrastructure. In addition, the AMC will pursue to carry out dissemination activities with the aim of sharing OPTIRAIL project results within the main European rail sector stakeholders and to increase project impact beyond project end.

In order to achieve this general purpose the AMC specific objectives will be to:

- Assemble and integrate a critical mass of expertise and researchers from academia (transport studies, computer science and engineering) and stakeholders (manufacturers, consultants, suppliers, and transport authorities), forming a research infrastructure within Europe on which to base collaborative research proposals and future research programmes, and supported by sustainable community platforms such as workshop series, mail lists, professional network tools, and websites.

- Identify and classify the specific role of smart systems (mainly protocols and tools) within current applications and research areas within transportation systems, connecting up relevant industry and university research across Europe, and to disseminate to industry and user communities the main results and lessons learned from OPTIRAIL project.

- Identify the main technical, legal and institutional barriers to be overcome to bridge the gap between R&D lessons learned within OPTIRAIL project and the railway industry management portfolios, and to build the framework from which these problems will be solved.

- Continue with the dissemination activities of the main results and lessons learned of OPTIRAIL project within specialized target audience (Industry, Universities, Railway administrators, Official organizations, etc.) trying to maximise project impact after its life.
- Arise new R&D collaboration opportunities within AMC partners and the main European railway stakeholders to follow working on the research and development of smart tools that will ease the creation of a single European Railway Infrastructure.
3. IMPLEMENTATION

3.1 ENTRY INTO FORCE AND DURATION

3.1.1 ENTRY INTO FORCE

At the moment all the partners of OPTIRAIL project as well as AB members have shown the commitment of signing a document called “Asset Management Club Agreement” which implies that all these organizations will belong to the AMC. This document has effect from 1st of September of 2015.

In addition, any new entity will be able to become a Party of the AMC upon signature of the Accession document by a duly authorised representative of this new entity and the Coordinator. Such accession shall have effect from the date identified in the Accession document.

3.1.2 DURATION

The AMCA will continue in full force and effect until, at least, one year after the entry into force date, i.e., until the 31st of August of 2016. Nevertheless, the duration of the AMC could be extended beyond this date and it will be reviewed in a yearly basis.

3.2 MANAGEMENT STRUCTURE, WORK PLAN AND PROCEDURES

3.2.1 GENERAL STRUCTURE AND ROLES

At the strategic decision making level the following managerial figures will be involved:

- **Management Committee (MC):** consisting of one representative of every party of AMC, which will be chaired by the Project Coordinator (Carlos Martínez - VIAS). MC will be responsible of organising AMC meetings, manage all communications between partners, monitor the progress of the Club activity and propose open topics to be discussed related with the OPTIRAIL project.
Core Group (CG): A CG of the MC will be formed for the day-to-day management of the Action consisting of the MC Chair, the MC Vice Chair (that shall be appointed within the 1st MC meeting), the Working Groups (WG) leaders and the technical coordinator of OPTIRAIL project (CARTIF). The CG will be responsible for the preparation of information for the joint MC and WG meetings. The CG will also be responsible for the initiation of new collaborative research projects (EU and national).

- Technical coordinator (TC): The TC will be the same as the TC of OPTIRAIL project, CARTIF, and will be in charge of cross technical issues, guaranteeing coordination of work and technical discussions, and assessing the implementation of OPTIRAIL tool in the railway sector.

- Working Groups (WG): The AMC will count with the following specific WG:
  
  - **WG1: Railway infrastructure maintenance:**
    This WG will define relevant elements, aspects and operations of the railway maintenance to be involved in this initiative, the data and expert knowledge to be considered for that goal, and the standards and regulations to be taken into account for these maintenance targets.

    Other issue to be discussed is the ICT support and facilities involved. Particular focus will be devoted to study existing decision support processes and tools at Infrastructure Managers, their strengths and weaknesses, maturity level and guidelines/regulations adopted (e.g. CEN, AREMA).

    Thus, functional requirements and technical specifications of new tools will be defined in order to design the conceptual model of this framework.

    The main output from this WG will be:
    - European common challenges in railway infrastructure maintenance under European initiatives/policies: ICT & Smart Systems.
    - Stakeholder collaboration/partnership in railway infrastructure maintenance.
WG2: Computational techniques applied to the railway infrastructure maintenance:
This WG will support advance on smart tools supplying approaches to deal with the challenges of the railway maintenance based on goals such as: evolution and maturing models of the rail infrastructures, their components and systems involved, fault detection and isolation models, fuzzy knowledge bases extracted from databases and experts regarding maintenance tasks, management, consequences, etc., risk analysis based on imprecision and vagueness, optimization multi-criteria based maintenance planning models, and smart decision making models.

The main output from this WG will be:
- Identification of CI techniques & approaches for dealing with maintenance challenges: resources and constrains
- Stakeholder collaboration/partnership in ICT applied to railway industry.

WG3: Integration of WGs: regulation & dissemination:
The objective of this WG will be to bring together WG1 and WG2 findings into the holistic approach. All WG leaders and co-leaders will be part of this WG to make sure there is consistency across the WGs, results can be compared and input is coordinated among the WGs.

The WG will also work on the main guidelines for the European standardization based on the scientific research conducted within the network. Finally, one important part of this WG scope will be dissemination of conclusions by means of dedicated conferences, publications in on journals, participations to special events to end users, legislators, industry and academia.
3.2.2 WORK PLAN

MC meeting will be held, at least, every six months, to ensure cross-fertilisation between the various research areas, assess key advances and determine immediate targets and new directions. In addition, WGs will also meet, at least, twice per year. Finally, it is also foreseen that, at least, one CG meeting will be held per year. The following Chart diagram shows the meetings calendar for year basis:

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<td>WG meetings</td>
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3.2.3 OPERATIONAL PROCEDURES FOR THE ASSET MANAGEMENT CLUB BODIES

3.2.3.1 MEMBERS

The Coordinator shall chair all meetings of the AMC, unless decided otherwise by the rest of the parties of the Club.

3.2.3.2 REPRESENTATION IN MEETINGS

ANY MEMBER:
- should be present or represented at any meeting;
- may appoint in writing a substitute or a proxy to attend and vote at any meeting on its behalf; the representing Party must be a member of the AMC. The represented Party must provide the representing with written instructions as to in which way he will have to vote. These guidelines will be binding. No representation will be possible without these instructions.
- and shall participate in a cooperative manner in the meetings.

3.2.3.3 PREPARATION AND ORGANISATION OF MEETINGS

CONVENING MEETINGS:
The Coordinator shall convene ordinary meetings of the AMC at least once every six (6) months in order to discuss about the progress of the objectives of the Club.
The coordinator shall also convene extraordinary meetings at any time upon written request of any Member.

**NOTICE OF A MEETING:**
The Coordinator shall give notice in writing of a meeting to each Member as soon as possible and within at least 14 calendar days preceding an ordinary meeting and 7 calendar days preceding an extraordinary meeting.

**SENDING THE AGENDA:**
The Coordinator shall send each Member a written original agenda within at least 14 calendar days preceding the meeting.

**ADDING AGENDA ITEMS:**
Any agenda item requiring a decision by the Members must be identified as such on the agenda.
Any Member may add an item to the original agenda by written notification to all of the other Members within at least 7 calendar days preceding the meeting.

During a meeting of the AMC the Members present or represented can unanimously agree to add a new item to the original agenda.

Any decision may also be taken without a meeting by circulating to all Members a written document which is then signed by the defined majority of Members.

Meetings of the AMC can also be held by teleconference or other telecommunication means, like WebEx, GoToWebinar, GoToMeeting.

Decisions may only be executed once the relevant part of the Minutes is accepted.

### 3.2.3.4 VOTING RULES AND QUORUM

The AMC Bodies shall not deliberate and decide validly unless a quorum two-thirds (2/3) of its Members are present or represented.

Blank votes will not be taken into account.
Decisions will only be binding once the relevant part of the minutes has been accepted according to section 4.2.5.

Decisions shall be taken by a majority of two-thirds (2/3) of the votes.

### 3.2.3.5 MINUTES OF MEETINGS

The Coordinator shall produce written Minutes of each meeting which shall be the formal record of all decisions taken. He shall send these draft to all of its members within 10 calendar days of the meeting.

The Minutes shall be considered as accepted if, within 15 calendar days from sending, no member has objected in writing to the Coordinator with respect to the accuracy of the draft of the Minutes.

The accepted Minutes shall be sent to all of the members of the AMC and the Coordinator, who shall safeguard them. If requested the Coordinator shall provide authenticated duplicates to Parties.

### 3.3 RESPONSABILITIES OF PARTIES

#### 3.3.1 GENERAL PRINCIPLES

Each Party undertakes to take part in the efficient implementation of the AMC, and to cooperate, perform and fulfil, promptly and on time, all of its obligations under this AMCA as may be reasonably required from it and in a manner of good faith as prescribed by Belgian law.

Each Party undertakes to notify promptly, in accordance with the governance structure of the AMC, any significant information, fact, problem or delay likely to affect the AMC.

Each Party shall provide promptly all information reasonably required by any other party of the AMC or by the Coordinator to carry out its tasks.
Each Party shall take reasonable measures to ensure the accuracy of any information or dissemination materials it supplies to the other Parties.

### 3.3.2 INVOLVEMENT OF PARTIES

Each Party of the AMC is committed to fulfil with the following responsibilities:

- **In terms of networking**, each party will assist, at least, to the two MC meetings that will yearly be held. According to the nature of the meetings it has to be clarified that one of these general meetings will be face-to-face whereas the other will be an audioconference.

- **In terms of dissemination**, each party is committed to carry out, at least, one dissemination activity per year to promote project results and/or the last conclusions of related work in progress among relevant European or International stakeholders in the Railway domain (such as Railway administrators, Railway Track work contractors, Freight Rail Transport managers, UNIFE members, Regulatory bodies; and EU Authorities, among others). The media to carry out these dissemination activities could include workshops, events, meetings, scientific publications, among others.
4. ANNEXES

4.1 ACCESSION DOCUMENT

ACCESSION


[OFFICIAL NAME OF THE NEW PARTY]

hereby consents to become a Party to the Asset Management Club Agreement identified above and accepts all the rights and obligations of a Party starting [date].

[OFFICIAL NAME OF THE COORDINATOR]

hereby certifies that the members of the Asset Management Club has accepted in the meeting held on [date] the accession of [the name of the new Party] to the starting date of [date].

This Accession document has been done in 2 originals to be duly signed by the undersigned authorised representatives.

[Date and Place]

[INSERT NAME OF THE NEW PARTY]
Signature(s)
Name(s)
Title(s)

[Date and Place]

[INSERT NAME OF THE COORDINATOR]
Signature(s)
Name(s)
Title(s)