



Subscriber terms and benefits

2009-2010

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1 Introduction

1.1 About this document

- 1.1.1 UTMC Ltd is a not-for-profit company set up in public ownership for the express purpose of delivering the needs of stakeholders in taking forward the UTMC initiative. It operates under the guidance of the UTMC Development Group (UDG).
- 1.1.2 From 1 January 2009 the UDG has determined that it will operate on a subscription basis. This document describes the proposed relationship between UTMC Ltd and subscribers.

1.2 Status

- 1.2.1 This document is a final draft. It is designed for circulation with UTMCD013, "*UTMC Development Group: Invitation to Subscribe 2009-2010*", and should be read in conjunction with that document.
- 1.2.2 There will be a further opportunity for potential applicants to comment on this document at the UTMC Annual Conference in Leeds on 3-4 December 2008, and for members and applicants to comment at a launch General Meeting in March 2009.
- 1.2.3 This document, and all proposed prices noted herein, are applicable only to the year 2009-10. An update will be produced on an annual basis.
- 1.2.4 This document has been adopted by UTMC Limited after discussion and agreement by the UDG Management Group.

1.3 About UTMC

- 1.3.1 The UTMC programme was launched in 1997 to develop a modular framework that would facilitate greater interaction between the range of systems used for the traffic management and control in towns and cities. The programme finished in 2004 and the outputs became the UTMC Technical Specification.
- 1.3.2 The UDG was formed in February 2003, and established itself fully in 2004. In November 2004, the UDG concluded the year with the planning and organisation of a successful annual conference in Manchester. It was also the first UTMC conference run on a commercial fee paying basis.
- 1.3.3 The Specification is under continual review, and indeed a major revision of both TS003 and TS004 is currently underway. In addition, the UDG has accepted the role of spreading good practice guidance to authorities around the UK, through established means such as workshops, articles and an Annual Conference.
- 1.3.4 These activities require a strong, credible, professional organisation which is accountable to UTMC stakeholders at large. For this reason, UTMC Ltd was established in 2006.

1.4 Relationship between UDG, UTMC Ltd and DfT

1.4.1 There are three key organisations involved in the delivery of the UDG work programme, and all of them need to be engaged in order to make it work. The organisations, and their principal features, are as follows:

- The UDG. This is the key grouping in which decisions are taken about priorities and policies within the UTMC initiative. Its members appoint a Management Group consisting of up to seven UK local authorities and up to three supplier representatives; this in turn has established a Specifications and Standards Group to which technical considerations are referred.
- UTMC Ltd. This is a limited liability company and holds contracts, a bank account and intellectual property assets. All of its shareholders are UK local authorities, and its Articles of Association establish it as a not-for-profit company. It has no staff or tangible assets. It has a contract with the Department for Transport (DfT) to provide support to the UDG for at two years from February 2008 to February 2010.
- DfT. DfT has historically provided the UDG with support funding. To date it has been the formal owner of the UTMC Technical Specification, has handed over its management and maintenance to the UDG. DfT is also developing a National Technical Framework for ITS which the UDG, through its involvement in the Joint Chairs Group with RTIG, TIH and ITSO, is actively supporting.

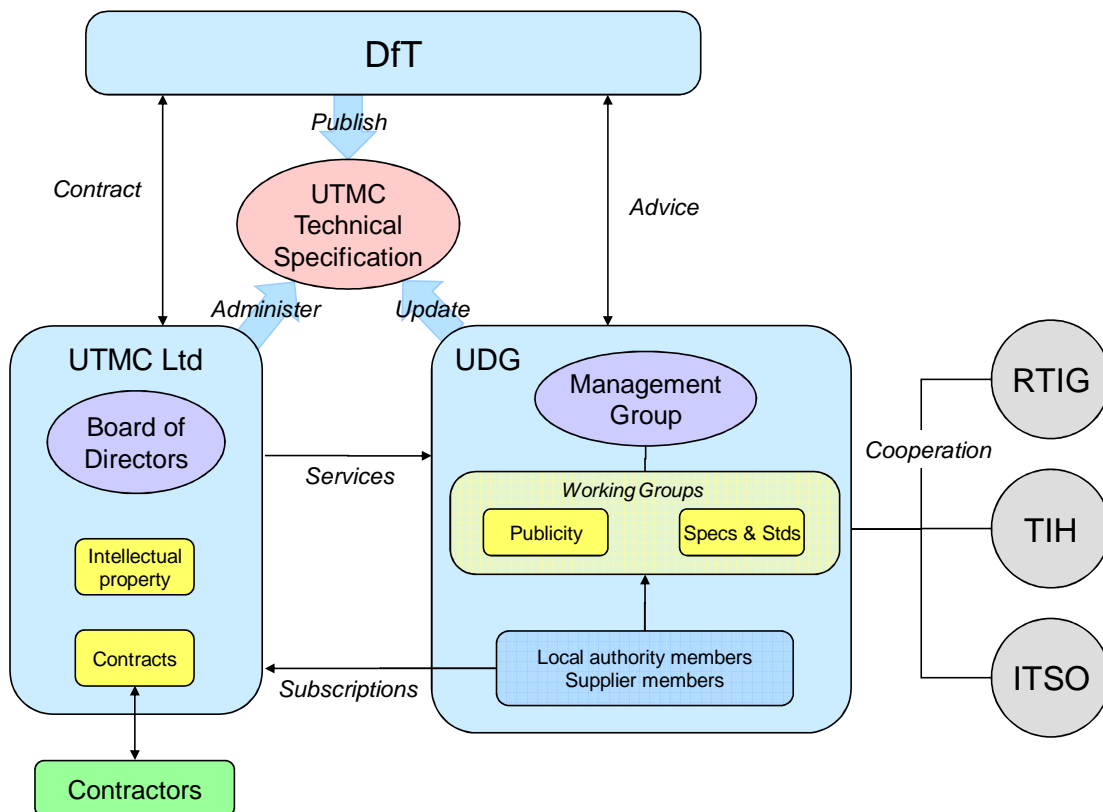


Figure 2-1: Current relationship between UDG, UTMC Ltd and DfT

- 1.4.2 The longer term relationship between these organisations, and in particular the role of DfT as a funding authority and owner of the UTMC Technical Specification, are not guaranteed.

2 Subscription terms

2.1 General

- 2.1.1 UTMC Limited delivers services to subscribers by using a combination of subscription income, income received from Government contract, income from the Annual Conference, and any other income received in the course of its business.
- 2.1.2 UTMC Limited operates as a non-profit-distributing organisation: any surpluses accumulated in one year are used to either reduce subscriptions for the following year, or to undertake further business activities, or to return value in some other way to members.
- 2.1.3 By agreeing to pay a subscription to UTMC Limited, an organisation declares that it agrees to be bound by the terms of this document. Conversely, by receiving a subscription from an organisation, UTMC Limited undertakes to deliver the relevant benefits as described in this document.
- 2.1.4 Subscribers can give notice of termination of their subscription at any time. No refund is payable.

2.2 Classes of subscription

- 2.2.1 UTMC Limited offers two classes of subscription.
- 2.2.2 *Corporate* subscription is available to any organisation.
- 2.2.3 *Small Company* subscription is available to individuals and organisations with fewer than five “Relevant Employees”. A Relevant Employee is one who is employed or contracted in a role which relates to the management of traffic or transport, or the systems provided for this. Relevant Employees are counted as Full Time Equivalents. An organisation seeking to subscribe as a Small Company may be asked for evidence.
- 2.2.4 UTMC Limited reserves the right to offer benefits to other individuals or organisations who are not subscribers, but undertakes to justify any such offer to the UDG Management Group. Such organisations are termed “affiliates” and are likely to be limited to central Government bodies and bona fide trade organisations.

2.3 Subscriptions

- 2.3.1 Subscription rates will be determined by UTMC Limited on an annual basis, after consultation with the UDG Management Group. Where the subscription rates agreed vary significantly from general inflation, UDG members will be consulted at AGM.
- 2.3.2 Subscription rates for 2009-10 will be as follows:
- Corporate subscription: £1400+VAT.
 - Small Company subscription: £700+VAT.

- 2.3.3 Subscriptions are payable on receipt of an invoice from UTMC Limited. Invoices will be issued to new applicants after completion of a valid application form, and to current subscribers between one and two months prior to the termination of their subscription period.
- 2.3.4 Subscribers may elect to subscribe for a Subscription Year from 1 January to 31 December, *or* from 1 April to 31 March.
- 2.3.5 Subscribers applying for a subscription from 1 April may submit their application at any time from January onwards. This enables prospective subscribers to be involved in the UDG Annual General Meeting which precedes their subscription year, and at which the new year's Business Plan will be presented and the Management Group elected.

2.4 Other obligations

- 2.4.1 Members are responsible for respecting the copyright of all UTMC Limited documents to which they have access, including working drafts.
- 2.4.2 Members must respect the confidentiality, and any access restrictions, of any documents that are circulated to UDG members only.

3 Subscription benefits

3.1 Overview

3.1.1 The entitlements of members include both rights to the services delivered by UTMC Limited, and to rights offered by the UDG. The entitlements for 2009-10 are as follows:

Corporate and Small Company members:

- Right to vote for members of the UDG Management Group
- Right to attend UDG General Meetings
- Right to nominate a work item for consideration in the Business Plan
- Right to be consulted on draft documents
- Right of access to members-only documents
- Right to use framework contracts and other services negotiated by UTMC Limited on behalf of members

Corporate members only:

- Right to nominate an individual to the UDG Management Group
- Right to participate in Working Groups
- Right to free attendance at technical workshops, subject to space limitations
- Right to preferential rates for up to two members at Annual Conference

Small Company members only:

- Right for one member to attend technical workshops
- Right to preferential rates for one member at Annual Conference

3.1.2 Members may be represented at UDG events by their own employees only.

3.2 UDG membership

3.2.1 Subscribers to UTMC Limited are automatically entitled to membership of the 'community club', UDG. UTMC Limited provides administration services for the UDG.

3.2.2 On the UDG's behalf, UTMC Limited will administer a formal Annual General Meeting before the beginning of each UDG business year (April to March). The main purpose of this AGM is to appoint the Management Group for the coming year, and to review any constitutional changes within the UDG.

3.2.3 UTMC Limited seeks to work closely with its subscribers, and accordingly it will present to the UDG AGM its Business Plan for the coming year, as well as any changes to the subscriber terms and benefits.

- 3.2.4 On request, UTMC Limited will administer other UDG General Meetings.
- 3.2.5 UTMC Limited will, where relevant, work with the UDG to establish and support Working Groups to achieve its projects in a cost-effective manner.
- 3.2.6 UTMC Limited may also support other UDG activities at its discretion.

3.3 Events

- 3.3.1 UTMC Limited will run a number of events during each year. The purpose of these is to provide opportunities for members to meet each other, discuss topics of common interest, and raise questions related to the practicalities of implementing traffic management systems.
- 3.3.2 The principal event is an Annual Conference, for which UTMC Ltd will charge an attendance fee. The attendance fee for members will be substantially discounted relative to that for non-members. Pricing will be agreed with the UDG Management Group in advance of the event.

3.4 Projects

- 3.4.1 In developing and delivering services to members – specifications and guidelines documents, procurements and studies, etc – UTMC Limited will establish a set of projects with delivery milestones. These projects may be conducted by issuing a service contract, but will often be conducted through (or partly through) convening a Working Group of interested members.
- 3.4.2 UTMC Limited will appoint a project manager to lead each project. The project manager may be a UDG volunteer or, where this is not appropriate or effective, a paid resource. Project managers will make use of Working Groups where relevant, in order to collect contributions and/or views from member representatives.