



# Bylaws

Updated April 2017

The bylaws adopted by the Global Alliance of NGOs for Road Safety at its first General Assembly, and amended, to provide a framework for governance.

## Origin of the Association

The name of the association is Global Alliance of NGOs for Road Safety (hereinafter referred to as the Alliance). The Alliance is an association according to the Swiss Civil Code (Article 60 – 79).

The Global Alliance of NGOs for Road Safety was founded in Geneva, Switzerland on 15 November 2011. The constituting document is the minutes of the Founding Assembly as published on the website <http://roadsafetyngos.org/governance/>.



The Government of the Swiss Canton of Zurich has recognised the Alliance of NGOs for Road Safety as a tax-exempt association in a document of 19 May 2015. The short version of this document was issued in English on 29 May 2015. These documents are also found on <http://roadsafetyngos.org/governance/>

## FOUNDERS

The following organisations were founding organisations:

### AMEND

ASIRT – Association for Safe International Road Travel

FEVR – European Federation of Road traffic Victims

IFP – International Federation of Pedestrians

YOURS – Youth for Road Safety

## 1. Name, domicile and Objectives

### 1.1 NAME AND DOMICILE

The name of the association, established in accordance with the Swiss Civil Code (Articles 60 – 79), is “Global Alliance of NGOs for Road Safety” (hereinafter referred to as “the Alliance”). This name may be translated into other languages. The seat is in Zurich, Switzerland. (Address of the legal seat and address for correspondence: see below.)

### 1.2 OBJECTIVES

The Alliance is a non-profit organization independent from political parties and religious beliefs. It is dedicated to empowering its members to:

- Improve road safety for all;
- Ensure that victims receive appropriate rights and care; and
- Encourage the use of public space by anyone who does not endanger others.

The Alliance is also authorised to execute all legal instruments, directly or indirectly useful or necessary for the promotion and achievement of the above-mentioned aims. Commercial aims and aims of self-help shall not be pursued.

## 2. Assets

### 2.1 INCOME

The income of the Alliance consists of in-kind and pro bono contributions by Members, donations and grants. Donations that have been earmarked for specific purposes must be explicitly listed in the accounts.



The Alliance may sell goods (e.g. Road safety material or publications) and offer services (e.g. participation in research work) which may be paid for, as long as the profit from such activities is used for the objectives identified in point 1.2.

## 2.2 ACCOUNTS

The Alliance accounts are held by the Head of Secretariat. If third parties finance activities of the Alliance directly, this information shall be made known to the Board and to the General Assembly and general public. The Board will be informed of the state of the accounts whenever they wish. The President is responsible for keeping the Board informed of the Alliance's financial situation. This responsibility may be delegated to a Treasurer.

## 2.3 AUDIT

Every two years, the accounts shall be audited by an independent auditor or an auditing institution who (or which) will report to the Board and to the General Assembly, with a recommendation to either accept the accounts.

## 2.4 LIABILITY OF MEMBERS

The members are not liable for the debts of the Association. The only liability of the members amounts to the annual dues not yet paid.

# 3. Activities

## 3.1 REGULAR MEETINGS OF ALL MEMBERS

Regular meetings of the Alliance members shall be held every two years if possible, at a time and place designated by the Board, if necessary by the Chair. At the meeting, the members shall be informed about the activities of the Alliance, and future policies will be discussed. The main aim of these meetings shall be in line with the Alliance's overall strategic plan, cover networking and sharing, and mobilize advocacy and capacity building.

## 3.2 SPECIAL MEETINGS

Special meetings may be called by the Chair or by the Board of Directors.

## 3.3 COMMUNICATION

In pursuit of its objectives, the Alliance may provide various communication platforms, events and mechanisms to its members to share knowledge, experiences and good practices. Statements in the name of the Alliance are issued by the Board. The Board may mandate the President, the Secretary, or other persons to make statements in the name of the Alliance on specific issues. The use of the logo of the Alliance is subject to approval by the Board, the President or the Secretary.

## 3.4 GRANTS

Occasionally, the Alliance may distribute grants to finance member activities that support the aims and purposes of the Alliance. The Alliance shall support the aforementioned activities without distinction to country, nationality, race, religion, gender or any other possible grounds for discrimination, but shall not support either political or religious organisations or organizations of the nature of a sect. If distinct criteria are applied for the distribution of grants, these criteria shall be published on the website.

## 4. Organisation

### 4.1 GENERAL ASSEMBLY

The General Assembly is responsible for the approval of the Alliance's mission and its accounts, it elects the Board of Directors and the Auditor, and it may modify the Alliance Bylaws.

### 4.2 BOARD OF DIRECTORS

The Alliance Board of Directors (Board) is the governing body of the Alliance responsible for the supervision and conduct of business of the Alliance and its external representation. The Board shall consist of five members. If a seat is vacant, the Board may appoint an interim officer. This person shall be member of the Board, but he or she will have to be officially confirmed by election at the next General Assembly. The Board must give due consideration to the skills and competencies needed among the members of the Board to govern the Alliance effectively, as well as the individual's previous participation in Alliance activities.

### 4.3 COMMITTEES

To support the work of the Board, the Alliance may establish Committees by decision of the Board. In addition, the Board may appoint persons to represent the Alliance on specific occasions or to execute specific functions.

## 5. Membership

### 5.1 LEVELS OF MEMBERSHIP

Members of the Alliance that have satisfied the membership criteria as set out below may apply to the Board to be accepted as Voting Members. The Board may publish criteria under which it recommends new candidates.

### 5.2 ELIGIBILITY FOR MEMBERSHIP

Voting Members of the Alliance are nongovernmental organizations established according to the laws of the country of their domicile with a proven track record of work for road safety or in favour of road victims, such as international umbrella organisations (with member-organisations in at least 5 countries), internationally active organisations, national or possibly local organisations. Voting Members of the Alliance must be non-profit organisations independent from political parties, religious organizations and private firms. The principle or primary activities of the Voting Members must correspond with or support the objectives of the Alliance, i.e. be in favour of Road Safety.

### 5.3 ADMISSION OF MEMBERS

The Board of Directors (the Board) is responsible for admitting new members. The Board may strive to ensure an equitable representation among Voting Members by requiring that Voting Members form a country alliance when the number of Voting Members in one country becomes much higher than average.

### 5.4 MEMBERSHIP CRITERIA

If the Board determines that a Voting Member does not meet the membership criteria as published on the website, this shall be drawn to the attention of the Voting Member through the appropriate channels of communication, including an initial letter to the point-of-contact for the association as listed on the Alliance's website and no less than two follow-up emails. The Voting Member shall

have 30 days from the date of the Alliance's last correspondence to respond to the Secretariat demonstrating that it has complied with the membership requirements.

#### 5.5 END OF MEMBERSHIP

Unless the Board subsequently determines that the Voting Member meets the membership criteria, the member will cease to be a Voting Member and will become a "Friend of the Alliance", effective immediately. The Voting Member shall be notified of the Board's decision in writing (i.e. e-mail). If the member concerned does not approve of the end of its membership as voting member it may appeal to the General Assembly which makes the final decision. The General Assembly does not need to state reasons for the exclusion of a member.

#### 5.4 ANNUAL DUES

The Alliance may introduce annual dues for Voting Members by decision of the General Assembly. If an amount is determined to be required for annual dues, continued membership is contingent upon being current on membership dues.

#### 5.5 RIGHTS OF MEMBERS

Each Voting Member appoints one voting representative to cast the member's vote in the Alliance's elections. The person must be appointed in time before each General Assembly. A change of this person on short notice must be accompanied by a document issued by the body or person entitled to decide on such a change.

#### 5.6 RESIGNATION, TERMINATION AND ABSENCES

Any member may resign by filing a written resignation with the Head of Secretariat. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have its membership terminated according to the procedure published on the Website.

## 6. General Assembly

#### 6.1 FUNCTIONS OF THE GENERAL ASSEMBLY

The General Assembly consists of all Voting Members of the organization. The General Assembly is charged with establishing the priorities for the Alliance's activities, approving or criticising the Alliance's accounts, deciding the selection criteria for new members, electing and discharging the Board, and electing the auditor. The Board shall set the date, the place and the agenda of the meetings of the General Assembly. A General Assembly may be organized as an electronic conference or with access by electronic means of communication.

#### 6.2 CHAIR

The General Assembly is chaired by the Chair or Vice-Chair in the Chair's absence, unless a chairperson is elected for the day, or for a certain item on the agenda.

#### 6.3 ELECTION OF THE BOARD OF DIRECTORS

The General Assembly elects the five members of the Board. If there are more candidates than vacancies and less than the number of vacancies reach the absolute majority of all votes, more than one round of voting shall be held before starting the election procedure. The President, Vice-President and all other officers are elected by the Board. The Board may invite guests with specific expertise.

#### 6.4 ELECTION OF AN AUDITOR OF THE ACCOUNTS

The General Assembly elects a third party auditor. The work is specified by the Board.

#### 6.5 EXTRAORDINARY GENERAL ASSEMBLY

In accordance with Swiss Civil Code, Art. 64.3, the General Assembly must convene if a minority of 1/5 of the Voting Members asks for an extraordinary Assembly to be held within 3 months. The Board may convoke an extraordinary General Assembly as well. Such an Assembly may be convoked and held by electronic communication, if necessary and/or urgent.

#### 6.6 AGENDA SETTING

Voting members may submit agenda items in writing to the Secretariat up to two months before the General Assembly. The Board will present the Agenda six weeks before the General Assembly to which members may make comments in writing to the Secretariat up to four weeks before the General Assembly. Only information items can be added after the deadline.

#### 6.7 GENERAL ASSEMBLY MEETING PROCEDURE

At any time, any Voting Member or Board Member or the Head of Secretariat may submit to the General Assembly a proposal of procedure, e.g. limiting the duration of time for each speaker, closing the list of speakers on an item of the agenda, changing the sequence of the items on the agenda, or excluding non-Voting Members from the session. The chair shall permit after such a proposal of procedure only a short discussion on the content of the proposal of procedure to make sure that it is understood by everyone, and then have a vote on such a proposal before the continuation of the discussion on the items on the agenda.

## 7. Board of directors

#### 7.1 BOARD ROLE, SIZE, AND COMPENSATION

The Board is responsible for overall policy and direction of the Alliance, and delegates responsibility of day-to-day operations to the staff. The Board has the following responsibilities:

- Admitting new voting members, and excluding members
- Appointing the Head of Secretariat and the official delegates and delegations
- Setting the rules for the expenses of the Alliance
- Stating the rules and procedures for the General Assembly
- Setting rules for the Administration and Governance of the Alliance.

The Board shall have five members. The Board receives no compensation, but may receive reimbursement for reasonable expenses (travel, overnight stay, etc.) incurred in carrying out responsibilities on behalf of the Alliance. For special assignments in addition to normal Board functions, members of the Board may be paid an appropriate compensation, providing the procedures set forth in the Conflict of Interest Policy are observed.

#### 7.2 TERMS

All Board members shall serve four-year terms on a rotating basis but are eligible for re-election for up to three consecutive terms.

### 7.3 MEETINGS AND NOTICE

The Board shall meet at least once annually, at a time and place designated by the Board, if necessary by the Chair.

Board members have the duty to regularly correspond upon request with each other and with the Head of Secretariat by e-mail. The Board may make decisions by e-mail, in telephone conferences, or other forms of communication or physical meetings, which are announced at least 30 days in advance.

### 7.4 BOARD DECISIONS

The Board makes decisions by majority vote. In case of an equal number of votes the President decides.

### 7.5 OFFICERS AND DUTIES

There shall be the following officers of the Board: Chair, Vice-Chair and possibly a Treasurer. The Board constitutes itself.

The Board, if necessary the Chair, shall convene meetings of the General Assembly, regularly scheduled Board meetings, and other events organized by the Alliance.

The Chair or the Treasurer shall oversee the financial affairs of the Alliance and report on them to the Board at each Board Meeting and the General Assembly.

The Board may appoint other officers as necessary to fulfil specific duties in implementation of the Strategic Plan.

### 7.6 CANDIDATES FOR THE BOARD

Candidates have to be presented by a Voting Member organisation. If a member wishes to present a candidate, the dossier of the candidate must be submitted to the Secretary at least two months before the General Assembly. The Secretary, together with the Board, shall check if the dossier is complete. The Board may require the candidates to sign a Declaration of Conflict of Interest and a Code of Conduct to recommend candidates for election. If such a code will be required, it must be published ahead of time.

Candidates do not need to be affiliated with members of the Alliance, but any candidate needs the endorsement of at least one member of the Board or the Secretary to be admitted to the election.

### 7.7 BOARD ELECTIONS

The Board shall present a slate of candidates for election at the General Assembly session. The proposed candidates shall be excused from the meeting during the election.

A minority of one third of the members present may ask for secret election.

### 7.8 TERMS OF OFFICE

The officers shall be elected for terms of four years and may be re-elected, but for no more than three consecutive terms.



#### 7.9 VACANCIES

If the office of any Officer or member of the Board of Directors becomes vacant, the remaining members of the Board, may appoint a person to fill such vacancy until the next General Assembly. In the event the office of the Chair becomes vacant, the Vice-Chair shall assume the office until the next General Assembly.

#### 7.10 RESIGNATION, TERMINATION AND ABSENCES

Resignation from the Board must be submitted in writing and received by the Head of Secretariat. A Board member shall be suspended from the Board due to excess absences, as indicated by more than two unexcused absences from Board meetings in a year. A Board member may be suspended from functions for other reasons by a three-fourths vote of the remaining directors. The General Assembly may terminate a four-year-term of a Board member before the end of the four years for important reasons.

#### 7.11 SPECIAL MEETINGS

Special meetings of the Board shall be called upon the request of the Chair, or two members of the Board. Notices of special meetings shall be sent out by the Head of Secretariat to each Board Member at least two weeks in advance.

### 8. Secretariat

The Secretariat's role is to:

1. Implement the strategic plan
2. Liaise with funders and other stakeholders
3. Coordinate global road safety activities, such as UN Road Safety Week and other global initiatives, with members
4. Develop and implement new innovative programs
5. Identify and secure funding for Alliance programs
6. Facilitate Alliance committee work
7. Develop and manage Alliance communication platforms (website and social media)

### 9. Languages

#### 9.1 ENGLISH

All statements and working documents of the Alliance that are published will be available in English if possible.

#### 9.2 OTHER LANGUAGES

An effort will be made to publish important communications in Spanish and French and, when time and resources permit, other languages.



## 10. Modifications to bylaws

### 10.1 COMPETENCE

The General Assembly maintains the competence to change of the Bylaws to the extent legally permissible. Such changes require the consent of two-thirds of the members present.

Requests for revisions of the Bylaws should be presented no later than 6 weeks prior to the General Assembly and must be submitted to the Head of Secretariat who is charged with transmitting the request to the Board.

## 11. Dissolution

### 11.1 ASSETS REMAINING

Upon dissolution or liquidation of the Alliance, no individual or member shall share in or receive any assets then remaining in the Alliance's possession. Any such funds or other assets shall be contributed to a non-profit, tax-exempt organization having the same or similar purposes as the Alliance.

## 12. Certification

These Bylaws were approved at a meeting of the General Assembly by a two-thirds majority vote on \_\_\_\_\_ in Kuala Lumpur.

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Chair

\_\_\_\_\_

Date

### Contact Information

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