



Bylaws

Updated January 2022 – approved on 24 March 2022

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 founding organizations were: 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.

The Government of the Swiss Canton of Zurich has recognized 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/>

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 not be translated into other languages without the permission of the Alliance Secretariat. 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 uniting, engaging and empowering its Members to:

- Improve road safety for all;
- Ensure that victims receive appropriate rights and care;
- Advocate for the right to safe, affordable, accessible, sustainable and green mobility; and
- Encourage the use of public space by anyone who does not endanger others.

The Alliance is authorized 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,

grants, and other. 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 Board Chair 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 accept the accounts as presented or to critique them.

2.4 LIABILITY OF MEMBERS

The Members are not liable for the debts of the Association. The only liability of the Members amounts to any 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 Board 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 Board of Directors or they may choose to delegate it to the Alliance Secretariat.

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 this to the Secretariat, 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 or Secretariat.

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 organizations or organizations of the nature of a sect. If distinct criteria are applied for the distribution of grants, these criteria shall be published in advance through the Alliance means of communication.

4. Organization

4.1 GENERAL ASSEMBLY

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

4.2 BOARD OF DIRECTORS

The Alliance Board of Directors 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 a member of the Board, but he/she/they 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.

5. Membership

5.1 LEVELS OF MEMBERSHIP

NGOs can apply for a membership of the Alliance. Those who satisfy the full membership criteria will be accepted as Voting Members. Others who do not meet the voting membership criteria but are not-for-profits with an interest in road safety can be considered for Associate Membership. Associate Members will not have voting rights and will not be able to receive subsidies from the Alliance, unless specifically approved by the Board. The Board may publish criteria under which it recommends new candidates.

5.2 ELIGIBILITY FOR MEMBERSHIP

An organization can be accepted as a Voting Member of the Alliance, if meets the following criteria:

- The organization is not part of a governmental structure
- The NGO is established according to the laws of the country of its domicile
- The NGO is active and has been so for more than three years, with a proven track record of work for road safety and/or in favor of road victims
- Voting Members of the Alliance must be able to prove that they are non-profit organizations independent from political parties, religious organizations, and private firms.
- The principal or primary activities of Voting Members must correspond with or support the objectives of the Alliance, i.e. be in favor of road safety and contribute to uniting, empowering, and engaging NGOs.

5.3 ADMISSION OF MEMBERS

The Board of Directors is responsible for the admission of Members according to the criteria listed in 5.2. The Board may restrict the number of voting member organizations per country or per continent in order to keep a geographical balance of membership.

5.4 MEMBERSHIP CRITERIA

If the Board determines that a Voting Member no longer meets the membership criteria according to 5.2, 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 MEMBERSHIP RENEWAL

Members are required to provide an update on their activities to the Alliance if requested and be able to demonstrate that they still meet the membership criteria of the Alliance as set out in 5.2.

The Board may decide to introduce a time limit to memberships, e.g. two years, after which the membership will be up for renewal based on criteria outlined in 5.2.

5.6 TERMINATION OF MEMBERSHIP

If a member does not want to continue its membership, it should send a letter of resignation to the Alliance Secretariat. If the Alliance requests membership dues (see 5.7), these are required until the end of the calendar year in which the member resigns.

If a Member organization does not meet the voting membership criteria outlined in 5.2 or is found to be misrepresenting itself or the Alliance, its membership, may be terminated, changed to Associate Member status, or it may receive a formal warning. Membership can also be terminated or the organization may receive a formal warning if a Member does not fulfill the conditions upon which a grant or subsidy is given.

The organization whose Membership is terminated, changed, or a warning given, shall be notified of the decision in writing (i.e. e-mail). If the member concerned does not approve of the termination or change of its membership, it may appeal to the General Assembly which makes the final decision. The General Assembly does not need to state reasons for the exclusion or the change of the status of a member.

5.7 ANNUAL DUES

The Alliance may introduce annual or one-time 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.

5.8 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.

6. General Assembly

6.1 FUNCTIONS OF THE GENERAL ASSEMBLY

All Voting Members of the organization are invited to participate in the General Assembly. The General Assembly is charged with establishing the priorities for the Alliance's activities, approving or critiquing the Alliance's accounts, deciding the selection criteria for new Members, electing and discharging the Board.. The Board shall set the date, the place and the agenda of the meetings of the General Assembly and communicate this eight weeks in advance. A General Assembly may be organized as an electronic conference or with access by electronic means of communication.

6.2 CHAIRING OF GENERAL ASSEMBLY

The General Assembly is chaired by the Board Chair, 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. The Board Chair, Treasurer, 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 Secretariat appoints an 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 eight weeks 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 Board 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 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 two terms on a rotating basis but are eligible for re-election twice.. A term is defined as the time between two General Assemblies.

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 Board Chair.

Board Members have the duty to regularly correspond upon request with each other and with the Head of Secretariat by email. The Board may make decisions by email, in telephone conferences, or other forms of communication or physical meetings, which are announced at least 10 days in advance.

7.4 BOARD DECISIONS

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

7.5 OFFICERS AND DUTIES

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

The Board 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 organization. The organization presenting the candidate must not have had its membership terminated, changed to associate membership, or received a warning, as outlined in 5.6. If a member organization wishes to present a candidate, the dossier of the candidate must be submitted to the Secretariat at least six weeks before the General Assembly. The Secretariat, 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 need to be affiliated with Voting 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 a secret election.

7.8 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 Board Chair becomes vacant, the Vice-Chair shall assume the office until the next General Assembly.

7.9 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.

7.10 SPECIAL MEETINGS

Special meetings of the Board shall be called upon the request of the Board 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 other languages when time and resources permit.

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 six 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 24 March 2022 in Budapest (Hungary).

Rochelle Sobel



Board Chair

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