



Bylaws

Updated November 2023 and approved 20 March 2024

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 Alliance was founded in Geneva, Switzerland on 15 November 2011. The constituting document is the minutes of the Founding Assembly as published on the Alliance's website <http://roadsafetyngos.org/>. 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, Safe Kids, Handicap International, LASER International, and Fundación Gonzalo Rodríguez.

The Government of the Swiss Canton of Zurich has recognized the Global 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". 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.

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. Additional entities can be set up, with the purpose of raising further funds for the Alliance. These entities could be independent but work in collaboration and under the principle of one Alliance. The relationship between them and the Alliance is approved by both parties and regulated by an agreement and guiding principles.



The Alliance may sell goods (e.g. road safety materials 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.

The Alliance may introduce annual or one-time dues for Members as described in point 4.6.

2.2 ACCOUNTS

The Alliance accounts are the responsibility of 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 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. The use of the logo of the Alliance is subject to approval by the Secretariat.

3.2 OTHER ACTIVITIES

The Alliance may organize information sessions or capacity building programs for members. 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. Membership

4.1 LEVELS OF MEMBERSHIP

NGOs can apply for membership of the Alliance. Those who satisfy the full membership criteria (Full Members) will be eligible to vote. Others who do not meet the full membership criteria but are not-for-profit 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 grants or subsidies from the Alliance, unless specifically approved as an exception by the Board.

4.2 ELIGIBILITY FOR MEMBERSHIP

An organization can be accepted as a Full Member of the Alliance if it 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;
- Full Members of the Alliance must be able to prove that they are non-profit organizations independent from political parties, religious organizations, and private firms and have an established transparent governance structure;
- The principal or primary activities of Full Members must correspond with or support the objectives of the Alliance, i.e. be in favor of safety and contribute to uniting, empowering, and engaging NGOs.

4.3 ADMISSION OF MEMBERS

The Board of Directors is responsible for the admission of Members according to the criteria listed in 4.2. The Board may restrict the number of Full Member organizations per country or per continent in order to keep a geographical balance of membership.

4.4 MEMBERSHIP RENEWAL

If requested, members are required to provide an update on their activities to the Alliance. They should also if requested be able to demonstrate that they still meet the membership criteria of the Alliance as set out in 4.2.

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 4.2.

4.5 TERMINATION OF MEMBERSHIP

If a member does not want to continue its membership, it should send a letter of membership discontinuation to the Alliance Secretariat. If the Alliance requests membership dues (see 4.6), these are required until the end of the calendar year in which the member resigns.

If a Member organization does not meet the Full membership criteria outlined in 4.2 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 changed, at the discretion of the Board, 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. email). 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.

4.6 ANNUAL DUES

The Alliance may introduce annual or one-time dues for 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.

4.7 RIGHTS OF MEMBERS

Each Full 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. Organization

5.1 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.

5.2 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. 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.

6. General Assembly

6.1 FUNCTIONS OF THE GENERAL ASSEMBLY

All Members of the organization are invited to participate in the General Assembly. Only Full Members can cast votes at the General Assembly. See function of the General Assembly in 5.1

The General Assembly will be convened every two years, ideally in the first or second quarter of the year. A General Assembly may be organized as a fully online meeting or as a hybrid in person/online meeting with online access possible.

6.2 CHAIRING OF GENERAL ASSEMBLY

The General Assembly is chaired by the Board Chair, unless another 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. Board Members should be elected to represent each of the Alliance regions. 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 may co-opt additional Members for specific purposes.

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 Full 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 online meeting, if necessary and/or urgent.

6.6 AGENDA SETTING

Full members will be invited to the General Assembly at least nine weeks in advance and may submit agenda items in writing to the Secretariat up to seven weeks before the General Assembly. The Board will present the agenda six weeks before the General Assembly. Only information items can be added after the seven-week deadline.

6.7 GENERAL ASSEMBLY MEETING PROCEDURE

At any time, any Full Member, Board Member or the Executive Director 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-Full 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, including financial stability, fundraising, financial oversight, good governance, and strategy, and delegates responsibility of day-to-day operations and implementation to the Executive Director, as set out in the Executive Director's Terms of Reference. The Board can bring in expertise by co-opting additional Board Members. The Board has the following additional responsibilities:

- Managing Alliance NGO memberships, including admissions and exclusions
- Determining General Assembly procedures
- Providing guidance on member issues and mobilization.

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

Board Members serve a four year term and are eligible to be elected for a maximum of two 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 Board Chair. This meeting can be held in person or online.



Board Members have the duty to regularly correspond upon request with each other and with the Executive Director by email. The Board may make decisions by email, in online meetings, in person meetings, or other forms of communication, which must be 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 and the General Assembly.

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

7.6 CANDIDATES FOR THE BOARD

To ensure a transparent Board election process, the Board will appoint an Election Committee, who will be made up of Full Members with support from the Secretariat. The Election Committee will be responsible for publishing the Board Member requirements and vetting Board candidates against the requirement criteria. It will provide its recommendations to the Board.

Candidates have to be from Full Member organizations. The organization presenting the candidate must fulfill the Full Membership criteria: not have had its membership terminated, not have been changed to associate membership, or received a warning, as outlined in 4.5. The individual presented should meet the criteria set out in the Board member requirement (see separate document) defined by the Election Committee and be fully compliant with the Alliance Conflict of Interest policy.

To present the candidate, the member organization must submit the candidate's dossier to the Secretariat at least seven weeks before the General Assembly. The Secretariat, together with the Election Committee, shall check the dossier against the Board Member requirements and against the Board vacancy regions: candidates can be put forward to represent the region where their NGO operates. The candidate will be advised if their nomination will be recommended for election.

The Election Committee may require the candidates to sign a Declaration of Conflict of Interest and a Code of Conduct in order to recommend them for election. If this is required, it must be published ahead of time.

Candidates will be put forward if they are part of the region where a Board vacancy exists. Recommended candidates will be presented to the Board and to the General Assembly. If no candidates have been put forward for a region where a Board vacancy exists, then candidates from any region can be considered for the vacant role.

7.7 BOARD ELECTIONS

The Board shall present a slate of candidates for election at the General Assembly with consideration for the regions where the Board vacancies exist.

The proposed candidates shall be excused from the meeting during the election.

Voting will be by secret ballot.

7.8 VACANCIES

If the office of any Officer or Member of the Board of Directors becomes vacant between General Assemblies, 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, a new Chair will be appointed by the remaining Board Members and 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 Executive Director. A Board Member shall be suspended from the Board if their organization no longer fulfills the member criteria or is under formal warning. A Board Member may also be suspended if they have excess absences, as indicated by more than two unexcused absences from Board meetings in a year, or no longer fulfill the Conflict of Interest or Board Member requirements. A Board Member may also be suspended from functions for other reasons by a three-quarters 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 the reasons stated above.

7.10 SPECIAL MEETINGS

Special meetings of the Board shall be called upon at 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 by email at least two weeks in advance.

8. Secretariat

The Secretariat, led by the Executive Director, has a role to take on all the tasks necessary for the operation of the Alliance and at all times to take care of the Alliance's interests in the best possible way. Tasks are set out in the Executive Director's Terms of Reference.

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 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 seven weeks prior to the General Assembly and must be submitted to the Executive Director, who is charged with transmitting the request to the Board.

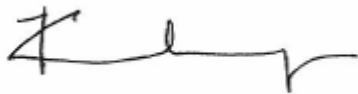
11. Dissolution

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 20 March 2024.



Kulanthayan Mani

Board Chair

20 March 2024

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