



INTERNATIONAL ROAD FEDERATION (IRF) STATUTES

These statutes are created to provide definition and governance of the International Road Federation with elected domicile in the Canton of Geneva, Switzerland.

Article 1: Name and Registered Office

- 1) The name of this organization shall be International Road Federation (Fédération Routière Internationale) (Internationaler Strassenverband), hereinafter in these statutes abbreviated to "IRF". The IRF was established on 2 December, 1964 in Switzerland under the name "International Road Federation" (Internationaler Strassenverband, Fédération Routière Internationale), in conformity with the provisions of Article 60 et seq. of the Swiss Civil Code. IRF is a politically neutral, non-denominational, non-governmental, not-for-profit association governed by the present statutes and, by Articles 60 et seq. of the Swiss Civil Code.
- 2) The headquarters of the IRF are in the Canton of Geneva. The Executive Committee will determine its postal address. IRF is part of the International Road Federation's international structure.

Article 2: Purposes

The purpose of the IRF is to support, encourage and promote the development and maintenance of better, safer and sustainable roads and road transport systems.

Article 3: Membership

- 1) Members of the IRF are commercial or professional firms, corporations, associations, public and governmental organizations, educational and research institutions, universities who having applied for membership of the IRF and having been admitted as members, pay the prescribed annual membership dues; and others who have an interest in roads or road transport and are admitted in the IRF according to the by-laws.
- 2) Honorary Life Members, which include former IRF Presidents, and others elected by the Board of Directors in recognition of outstanding services to the IRF.
- 3) Individuals can become Associate Members of IRF. Associate Members have no voting rights but do exercise other rights and privileges that are available to Members.
- 4) Members of IRF chapter/regional offices are automatically members of the IRF.

Article 4: Members rights and obligations

- 1) Members are expected to support the fulfilment of the purposes of the IRF and must be willing to abide by the IRF Statutes.
- 2) The membership rights are applicable only through the payment of membership dues which are up to date.
- 3) Honorary Life Members shall carry this distinction for life and they shall be exempt from payment of dues.
- 4) All members of IRF are eligible to vote in elections and meetings held by IRF.
- 5) Only the assets of the Association may be used to meet commitments. Members have no individual responsibility or liability.

Article 5: Admission

- 1) For admission to membership, the following is required:
 - a) A written application to the IRF Secretariat in Geneva;
 - b) Payment of the dues level in accordance with Article 8;
 - c) Membership application being accepted by the Director General.
- 2) No membership application shall be rejected by the Director General without the prior concurrence of the Executive Committee.

Office:

2 chemin de Blandonnet, 1214 Vernier / Geneva, Switzerland

Tel : +41.22.306.0260 Fax : +41.22.306.0270

Email: info@irfnet.ch



Article 6: Resignation or Exclusion

The membership ceases:

- 1) By written resignation notified to the IRF Secretariat before 30 September accompanied by full payment of all unpaid dues.
- 2) By exclusion decided by the Executive Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Executive Committee's decision being notified.
- 3) On death of an Honorary Life Member.
- 4) On cessation of activities of a collective member.
- 5) In all cases the membership fee for the current year and the arrears remain due. Resignation or Exclusion determines cease of all rights associated with membership.

Article 7: Resources

The Association's resources come from:

- 1) donations;
- 2) sponsorship;
- 3) private and public subsidies;
- 4) membership dues;
- 5) sales of products;
- 6) organisation of events;
- 7) and any other resources authorized by law.

The funds shall be used in conformity with the IRF purpose.

Article 8: Membership Dues

- 1) Membership dues shall be publicly available and posted on the IRF website.
- 2) Annual increases in Membership dues will be the same as the annual cost of living adjustment in the Canton of Geneva as determined by the Geneva Cantonal Office for Statistics. If the annual increase in Membership Dues in any given year exceeds the annual cost of living adjustment as published by Geneva Cantonal Office for Statistics, a proposal outlining the increase and the reasons therefore will be made by Executive Committee to the IRF Board for a vote of approval.
- 3) In case of non-payment of dues, the level of outstanding membership dues of a member shall be posted on the Member's section of the IRF website 15 days after a second reminder has been given to the concerned member.
- 4) The annual dues shall be for a twelve-month period and shall become due each year on 1 January.
- 5) Annual dues for new Members joining during the Calendar year may be pro-rated, as appropriate.
- 6) Members in arrears on their dues payments as of 1 April will lose all privileges associated with being a Member of IRF.

Article 9: Organs

The Association's organs are:

- 1) The General Assembly,
- 2) The Board of Directors,
- 3) The Executive Committee,
- 4) The Auditor.

Article 10: General Assembly

The General Assembly is the Association's supreme authority.

- 1) It shall hold an ordinary Meeting once a year, in one of the months of March, April, May or June.
- 2) The General Assembly shall be considered valid if a quorum of 25% of members is present. However, if the quorum is not reached, an adjournment of 30 minutes will be given; after which members present will reassemble, and no further requirement of quorum will be necessary.
- 3) The IRF Secretariat shall send notice of the meeting to members at least six weeks in advance of the meeting. The detailed convocation, including the proposed agenda, shall be sent to each member at least 15 days prior to the date of the General Assembly meeting.
- 4) It may also meet in extraordinary session, by proposal of the Executive Committee, or at the request of one-tenth of the voting members. Such meetings must be convened within two months from the date of receipt of the request.

Office:

2 chemin de Blandonnet, 1214 Vernier / Geneva, Switzerland

Tel : +41.22.306.0260 Fax : +41.22.306.0270

Email: info@irfnet.ch



- 5) The General Assembly shall be presided by the President or, in his absence, by a Vice-President or the President-Elect.

Article 11: Powers of General Assembly

The powers of the General Assembly shall be:

- 1) Election of the members of the Board of Directors.
- 2) Election of the President of the IRF.
- 3) Acceptance and adoption of the audited annual financial statements of IRF (auditor's report).
- 4) Election of the IRF Personality of the Year.
- 5) Acceptance and adoption of any proposal to modify or add to the IRF statutes.
- 6) Decision on the dissolution of the IRF (Geneva), or IRF international structure.

Article 12: Voting at the General Assembly

- 1) Only Members who have paid all dues are eligible to vote in any election of the IRF.
- 2) At the General Assembly, submissions by Members relating to matters not placed on the agenda may only be considered if they are received at the IRF secretariat in writing at least two weeks prior to the General Assembly.
- 3) Resolutions of the General Assembly shall be passed by simple majority of the votes represented.
- 4) If requested by at least five members eligible to vote, voting and elections can be held by secret ballot.
- 5) Members in good standing who are unable to attend the General Assembly meeting can give their proxy ahead of the elections to a Member of their choosing. This must be communicated to the secretariat at least 7 days in advance of the General Assembly meeting.

Article 13: Board of Directors

- 1) The Board of Directors shall consist of a maximum of 40 eligible members.
- 2) If a Member of the Board does not attend two consecutive General Assembly Meetings and does not vote on at least 70% of all resolutions that are put to a vote of the Board, in a consecutive 12-month period, the Member shall resign his seat on the Board of the IRF.
- 3) Membership of the Board of Directors shall be confined to individuals representing a corporate member as well as discreetly those representing Sovereign governments, academia or sector associations. The President of an IRF Chapter is ex-officio a member of the Board.
- 4) All members of the Board of Directors shall be elected for a period of three years and shall be eligible for re-election three times. The elections shall be so regulated as to ensure a regular renewal of the Board. Decisions shall be taken by simple majority of the votes represented. In the event of a tie in the vote, the President shall have a second vote.
- 5) In the event of any member of the Board of Directors resigning during the period of office or being unable for other reasons to exercise the office, the position shall remain vacant till the next General Assembly meeting.

Article 14: Function of the Board of Directors

The Board of Directors shall

- 1) Vote on the appointment of the members of the Executive Committee.
- 2) Vote on the appointment of the two Vice-Presidents, the President-Elect and the Treasurer.
- 3) Implement the resolutions of the General Assembly.
- 4) Vote on appointment of the Director General as responsible Chief of the Secretariat.
- 5) Approve the appointment of an external auditor to audit the accounts and financial statements of IRF.
- 6) Vote on the establishment of regional offices/chapters in order to fulfil the purpose of the association.
- 7) Ensure the statutes are fully applied.
- 8) Delegate its powers to the Executive Committee if so decided. It remains responsible, however, in relation to the General Assembly.
- 9) Furthermore, any other matter shall come within its jurisdiction that has not been expressly reserved to another body.
- 10) Approve the annual budget and work plan of IRF.
- 11) Approve the appointment of IRF Ambassadors.



Article 15: Officers of IRF

- 1) The Association's officers are:
 - The President
 - Two Vice-Presidents
 - The President-Elect (if any)
 - The Treasurer
- 2) The President of IRF shall be elected by the General Assembly for a period of 3 years and shall be eligible for re-election once. One year before the end of the President's term of office, the Board of Directors may designate a President-Elect who shall then assume the office of President upon election in the General Assembly meeting of the following year. In order to ensure continuity, the outgoing President will be entitled to remain member of the Board and of the Executive Committee for another year following the end of its mandate as President.
- 3) The President, President-Elect and Vice-Presidents shall also be the President and Vice-Presidents of the General Assembly and Board of Directors.
- 4) The Treasurer is responsible for monitoring the finances of IRF and for submitting regular reports (with the assistance of the Director General) on the state of the finances to the President and the Executive Committee in a timely manner.
- 5) The Vice-Presidents together with the President, the President-Elect and the Treasurer are responsible for ensuring that the IRF functions and performs according to the resolutions of the General Assembly and in line with the IRF (Geneva) and IRF International Statutes.
- 6) Any Officer may resign at any time by giving written notice to the President and the DG. Such resignation is to take effect on the date of receipt of such notice or at any later time specified therein. Any Officer may be removed, with or without cause, at any time by a majority vote of all the members of the General Assembly. A vacancy will remain open until the next General Assembly meeting.
- 7) If the position of the treasurer becomes vacant, appropriate actions will be taken to secure the appointment of a new treasurer, from amongst the members of the Executive Committee, within 4 weeks of the position falling vacant.

Article 16: Executive Committee

- 1) The Executive Committee shall be made up of the elected Officers, namely President, two Vice-Presidents, the President-Elect and the Treasurer and other members elected by the Board of Directors.
- 2) The Executive Committee shall be composed of a maximum of 12 members.

Article 17: The role of the Executive Committee

The Executive Committee shall:

- 1) Convene the General Assembly Meetings.
- 2) Represent the association at official meetings including meetings pertaining matters relating to the IRF international Structure.
- 3) Carry out all acts that further the purposes of IRF.
- 4) Shall be responsible for the communication between the Secretariat, the Board, and General Assembly of IRF.
- 5) Shall be responsible for the preparation of an annual budget, in consultation with and the support of the Secretariat, for presentation to and approval by the Board of IRF.
- 6) Shall periodically review the policies and procedures for running of the IRF Secretariat.
- 7) Settle the powers of signature and representation on behalf of the Association. It may delegate authority for specific purposes to individual members of the Executive Committee and to the Director General.
- 8) Supervise the administration of the assets of IRF.
- 9) Approve working groups and special committees.
- 10) The Executive Committee can decide to delegate its work to the Secretariat. It remains responsible, however, in relation to the Board of Directors.

Article 18: The role of the President of IRF

- 1) The President has the power to exercise a second vote in any election of IRF in the event of a tied result.
- 2) The President is responsible to the Board and General Assembly for all aspects of the functioning and performance of IRF and the Secretariat.

 **Office:**

2 chemin de Blandonnet, 1214 Vernier / Geneva, Switzerland

Tel : +41.22.306.0260 Fax : +41.22.306.0270

Email: info@irfnet.ch



- 3) Conduct the performance review of the Director General of the IRF. The performance review of Director General will be submitted to the Executive Committee for review and agreement regarding the proposed changes in salary and other terms and conditions of employment of the Director General.
- 4) Be the global face and ambassador of IRF.

Article 19: IRF Secretariat

- 1) A Secretariat shall be organized at the location of the registered office of the IRF in the Canton of Geneva.
- 2) It shall exercise its duties under the supervision and oversight of the Executive Committee.
- 3) The management of the Secretariat including the management of staff shall be entrusted to the Director General appointed by the Board of Directors.

The Director General shall:

- a) Provide monthly reports covering the financial and other functioning and performance of the IRF Secretariat to the President.
- b) Ensure the daily management of the IRF in accordance with the resolutions and decisions of the General Assembly, Board of Directors, and the Executive Committee, and in line with accepted management practices.
- c) Be responsible for the smooth running of the Secretariat including finance and staffing.
- d) Represent the Association in all legal and administrative matters that impact on the operations of the Association.
- e) Shall seek and gain approval of the IRF President before undertaking any legal action involving IRF.
- f) Prepare an annual work plan and corresponding budget, in consultation with the IRF President and Treasurer, to submit to the Executive Committee.
- g) Attend the General Assembly, the Board of Directors meetings, the Executive Committee meetings and other important meetings of the Association.
- h) Be the global face and representative of IRF together with the President of IRF.

Article 20: Financial Matters

- 1) The fiscal year of IRF shall coincide with the calendar year.
- 2) The Officers of IRF shall decide on the signatory powers regarding the Association's bank accounts.

Article 21: Auditing

- 1) Executive Committee recommends to the Board the appointment of an outside firm of Auditors for the yearly audit of the financial accounts of IRF.
- 2) The Auditors shall prepare an annual audit report and submit the report through the Director General to the Executive Committee and Board of Directors who then recommend approval to the General Assembly.



Office:

2 chemin de Blandonnet, 1214 Vernier / Geneva, Switzerland

Tel : +41.22.306.0260 Fax : +41.22.306.0270

Email: info@irfnet.ch



Article 22: Dissolution and Liquidation

- 1) Any resolution calling for the dissolution of IRF may be put forward only at a duly constituted Extraordinary General Assembly meeting. At such a meeting, following an opportunity for debate and discussion, the majority of voting members can formulate a resolution.
- 2) Such resolution must name a non-profit organization, or organizations, with objectives generally similar to those of IRF, to which any assets remaining upon liquidation shall be donated.
- 3) The decision becomes valid if the resolution is adopted by a two-third majority of all the voting members present and represented at the Extraordinary General Assembly.
- 4) If approved, the liquidation of IRF shall be carried out under the guidance of the Executive Committee.

Article 23: Amendments

These statutes may be amended by a resolution of the General Assembly adopted with a 2/3 majority of members present and represented. New statutes can be adopted only with the concurrence of a 2/3 majority of the members casting a vote. Voting shall be conducted by ballot with a maximum of thirty days allowed for return of ballots.

