



## International Statutes of the International Road Federation

These Statutes, originally established in August 1998 and amended by mail ballot in June 2009 by the paid-up dues paying members of the Washington and Geneva Program Centers of the International Road Federation, were created to provide definition and governance of the International Road Federation.

### Article 1: Name and Registered Office

The name of this organization shall be International Road Federation, hereinafter in these Statutes abbreviated to IRF. The IRF was incorporated as a non-profit international organization in accordance with the provisions of Bermuda in August 1998.

### Article 2: Purposes

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

### Article 3: Organization

- 3.1 The IRF is a worldwide membership organization which currently works through Program Centers in Switzerland (Geneva) and the United States of America (Washington). Members of the IRF are members of the whole and not of individual Program Centers. Without restrictions, Member organizations may choose to participate in the programs and activities, attend the meetings and conferences, become involved in the governance, and otherwise utilize the services of each Program Center simultaneously, depending upon its interests.
- 3.2 Each Program Center carries out programs and activities directed toward the achievement of the overall purposes of the IRF. Some of these programs and activities are focused in the regions surrounding the Program Centers, while others are focused more on other regions of the world or have no regional orientation and are worldwide in their nature. Each Program Center determines when and where its programs and activities will be carried out within its geographical regions.
- 3.3 For membership development, conferences, regional meetings and training, geographical boundaries are established as follows: Geneva – Eastern and Western Europe, Russia and India; Washington – the Americas, Asia/Australasia and the Middle East. Africa and China are to be developed jointly through continued communication and dialogue with complete transparency to facilitate coordination. These boundaries are subject to future discussion and recommendation at the Global Executive Committee (GEC) level (see Article 8 for definition of GEC). Multi-lateral institutional agreements, entered into by each Program Center that is worldwide in scope, will not be limited to geographical boundaries.

### Article 4: Membership

- 4.1. There are two categories of IRF membership:
  - a) Members of the IRF are commercial or professional firms, corporations, associations, public and governmental organizations, educational and research institutions, universities; and others who have an interest in roads or road transport.

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- b) Honorary Life Members, which include former IRF chairmen, IRF Program Center chairmen, and others elected by the GEC in recognition of outstanding service to the IRF.
- 4.2. Members are expected to support the fulfillment of the purposes of the IRF and must be willing to abide by the IRF Statutes.
  - 4.3. Without restrictions, members may choose to participate in the programs and activities, attend the meetings and conferences, become involved in the governance, and otherwise utilize the services of any of the Program Centers simultaneously, depending upon its interests.
  - 4.4. Honorary Life Members shall carry this distinction for life and they shall be exempt from payment of dues.
  - 4.5. Each member is entitled to one vote.

#### **Article 5: Admission**

For admission to membership, an application in writing must be received through any Program Center; payment of the appropriate dues level as specified in Article 7; and acceptance by the Board of Directors of the Program Center in which the application was received.

#### **Article 6: Resignation**

- 6.1 The resignation of a Member Organization can only take effect at the end of a calendar year. Notice of resignation, accompanied by full payment of all unpaid dues through the effective date of resignation, must be sent by postal letter to and received by the Program Center which it pays dues no later than the preceding 30 September.
- 6.2 Neither resignation shall exempt a Member organization from fulfilling its obligation for payment of all dues through the effective date of such resignation or expulsion.

#### **Article 7: Membership Dues**

- 7.1 A uniform IRF Membership Dues Schedule shall be used by all Program Centers, as approved by the Global Executive Committee.
- 7.2 Members shall have the right to make their dues payments to any IRF Program Center.
- 7.3 Any proposed increases in membership dues for any calendar year must be conveyed to the Members prior to 1 September of the previous calendar year.
- 7.4 Annual dues for new Members joining during the calendar year may be pro-rated, as appropriate, by the Program Center to which the new Member applies and is accepted.
- 7.5 Members in arrears on their dues payments as of 1 June lose their rights to vote and may lose all privileges associated with being a Member of IRF.

#### **Article 8: Global Executive Committee (GEC)**

- 8.1 The GEC shall be comprised of the chairman and one vice chairman of each Program Center.
- 8.2 The GEC shall meet a minimum of one time per year to review Program Centers' operations, financial status, policies, and to establish minimum membership dues levels for the following year.
- 8.3 The GEC will officially notify the IRF Man of the Year winner. The winner will be determined by the Program Centers, on a rotating basis, starting with Geneva in 2009.
- 8.4 The GEC can initiate a request for the consideration of additional Program Centers. The request needs approval from the Board of Directors of each Program Center. If approval is granted by all Boards, a vote must be conducted of the currently paid-up dues paying Members of IRF. The request will only be adopted with the concurrence of three-quarters of the total voting members provided there is a 50% quorum of total paid-up members.



### **Article 9: Program Center Boards**

- 9.1 Each Program Center shall have a Board of Directors and By-Laws governing the Program Center.
- 9.2 Each Program Center shall be under the control and management of the Board of Directors of the respective Program Center. Each Board shall have fiduciary responsibility of its organization.
- 9.3 Each Program Center Board shall establish its own By-Laws to be appended to these Statutes.

### **Article 10: Financial Matters**

The fiscal year for the IRF shall coincide with the calendar year.

### **Article 11: Dissolution and Liquidation**

Each Program Center may provide the GEC with a resolution for dissolution of its Program Center. Upon approval of the remaining Program Center, the resolution becomes final and binding.

### **Article 12: Amendments**

These Statutes may be amended or new Statutes adopted only with the concurrence of each Program Center Board of Directors and 33% of the currently paid-up dues paying Members of IRF worldwide provided there is a quorum of a simple majority of total paid-up members. Voting shall be conducted by electronic ballot with a minimum of fifteen (15) days allowed.

### **Article 13: Effective Date**

The present statutes were adopted in October 2009. The amendment of Article 12 was adopted by the IRF Members and entered into force in March 2011.

