



GLOBAL
ROAD SAFETY
PARTNERSHIP

CONSTITUTION

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Partnership Secretariat**

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GLOBAL ROAD SAFETY PARTNERSHIP CONSTITUTION

The Global Road Safety Partnership (GRSP) was established as part of the Business Partners for Development (BPD) programme, initiated by the World Bank. With the support of international organizations, a group of private sector organizations, the International Federation of Red Cross and Red Crescent Societies (IFRC) and several national governments, GRSP began its activities in 1999. This constitution describes the way in which GRSP is constituted and governed.

1 AIMS AND OBJECTIVES

1.1 Nature of the Partnership

GRSP is an association between private sector, civil society and governmental organizations who share a common interest in road safety and collaborate in an effort to reduce road casualties in low- and middle-income countries by using a partnership approach. GRSP's Secretariat is hosted by the International Federation of Red Cross and Red Crescent Societies and as such is subject to its internal rules and regulations. The members guide the overall GRSP through a Steering Committee (SC) of all voting members and a smaller Executive Committee (EC) that is elected by the voting members. The EC appoints a Chief Executive Officer (CEO) in consultation with the hosting organization, who heads the Secretariat that manages the GRSP on a day-to-day basis.

1.2 Objectives of the GRSP

GRSP's mission is to facilitate the sustainable reduction of road traffic casualties in low- and middle-income countries through creating and supporting partnerships between the private sector, civil society and government. GRSP's main activities are to identify and promote relevant good practice and to support or deliver projects involving collaboration between two or more members which are designed to test and demonstrate good practice in reducing the number of road casualties.

2 MEMBERS

2.1 Due diligence to accept members

2.1.1 In considering whether or not to engage a company, organization, institution or individual as a member, GRSP must screen and evaluate the interested party within the framework provided by the IFRC's Due Diligence Assessment Procedure for Corporate Partnerships, as hosting agency for GRSP. Consequently, GRSP:

2.1.1.1 must evaluate whether or not the interested party's products, services and business practices:

- are consistent with the mission and fundamental principles of the IFRC, as hosting agency, as well as GRSP;
- in no way have the potential to embarrass, or in any way undermine the value of the emblems or reduce the respect due to the emblems of the International Red Cross and Red Crescent Movement and of GRSP name, logo and trademark; and
- are consistent with the IFRC's rules, procedures and protocols in this regard, as hosting agency.

2.1.1.2 is encouraged to partner with interested parties that:

- respect humanitarian values and commit to a programme of action to support GRSP's work
- are leaders in exhibiting corporate social responsibility through policy and practice
- respond positively to input from GRSP aimed at improving their business practices in a way that promotes social responsibility

- provide products and services that relate to GRSP's mission or activity and who would be the best possible partner in helping GRSP to achieve its aims, increase its reach and enhance awareness of its work
- are prepared to support volunteer action
- promote the education, health and social welfare of their employees to an extent that goes beyond what the law requires
- promote responsible production and use of their products and services and adhere to the principles of sustainable development
- have a positive image, good reputation and a track record of good ethical behavior

2.1.2 In consideration of the framework and guiding criteria above-mentioned:

2.1.2.1 Applications from interested parties from the following industry sectors will not be considered and are automatically disqualified:

- Arms and ammunition manufacturers
- Pornography
- Tobacco

2.1.2.2 In view of the proven linkage between alcohol misuse and road crashes, interested parties that derive 10% or more of their funding or revenues from the development, production, distribution, sale of products, related-products or services from or funded by the alcohol industry will be treated similarly to the categories mentioned in 2.1.2.1.

2.1.2.3 Applications from interested parties who fall outside the above mentioned industry sectors must be screened and evaluated in accordance with IFRC rules and regulations and through a tailor made screening by the GRSP CEO for referral to the GRSP Executive Committee for consideration and approval.

2.1.3 In order to ensure full compliance with section 2.1, members will be periodically reassessed in accordance with IFRC rules and regulations and through a tailor made screening by the GRSP CEO for referral to the GRSP Executive Committee for consideration and approval where necessary.

2.2 Principal categories of members and membership fees

2.2.1 Voting Members

Applications from all categories of voting members must be approved by the EC following an initial screening by the CEO. Voting members are those which pay an annual membership fee with the exception of 'Associate Members'. For each category of voting member, there are multiple levels within the category, with a corresponding level of service and membership fee. Membership fees for each category and respective levels are determined by the EC.

GRSP includes the following categories of voting members:

2.2.1.1 Private Sector Members

A Private Sector Member is considered as a legally constituted organization involved in private enterprise.

2.2.1.2 Foundation Members

A Foundation Member is considered as a legally constituted not-for-profit foundation or registered charity which is primarily funded by a single private sector organization.

2.2.1.3 Civil Society Members

A Civil Society Member is considered as a legally constituted organization pursuing interests within civil society, which is neither governmental nor private sector, and includes non-governmental organizations, charities, trusts, foundations, advocacy groups and non-state associations.

2.2.1.4 Government & Multi-lateral Organization Members

A Government or Multi-Lateral Member is considered as a government, a government department, international organization or an international financial institution providing funds for specific projects.

2.2.2 Non-Voting Members

Non-Voting members include Associate Members and those which do not pay GRSP a membership fee. Certain organisations may be invited as members of GRSP. Membership is subject to acceptance by the EC.

2.2.2.1 Invited Members

Invited Members may be invited by the EC on the recommendation of the CEO because they:

- are actively engaged in road safety activities which complement GRSP activities in some way;
- represent specific aspects of the public interest involved in road safety; or
- are able to comment and advise GRSP's activities, to contribute knowledge and ideas and provide quality control.

2.2.2.2 Reciprocal Members

Reciprocal Members are those organizations of which GRSP is a member and the EC believes that there would be benefit in them being a member of GRSP. Reciprocal members and GRSP agree to waive their respective membership fees.

2.3 Membership Acceptance

2.3.1 Membership applications for voting members and Associate Members

2.3.1.1 Prospective voting members and Associate Members are required to submit an application for membership comprising two components: a. a letter introducing the organization, and stating their motivation for membership and the category of membership for which they are applying; and b. a completed self-declaration form confirming the applicant organization complies with the membership criteria as detailed in 2.1 of this Constitution.

2.3.1.2 Completed applications will be subject to an internal due diligence process within the GRSP Secretariat, following which pre-screened applications will be presented to the EC for approval.

2.3.1.3 Approval of new members will be undertaken by the EC at a scheduled meeting or via correspondence facilitated by the GRSP Secretariat.

2.3.1.4 Approved members will be asked to sign a letter of acceptance, confirming the category of membership and corresponding fees.

2.3.1.5 The processing of applications can be via email or similar communication in order to expedite the approval of new members.

2.3.2 Membership confirmation from non-voting members

2.3.2.1 Potential non-voting members (but not including Associate Members) will be subject to an international due diligence process within the GRSP Secretariat, following which pre-screened entities will be proposed to the EC for invitation into the membership.

2.3.2.2 The EC shall approve the invitation of new non-voting members at a scheduled meeting or via correspondence facilitated by the GRSP Secretariat.

2.3.2.3 Approved entities to be invited as non-voting members will be asked to sign a letter of acceptance, confirming the category of membership.

2.4 Amending membership Fees

The GRSP membership structure and related fees for each membership category may be amended by the EC, based on advice received from the GRSP Secretariat and the general membership through consultations at the SC meeting.

2.5 Promotion and Use of Logo

All members may promote their association and contributions to GRSP and are entitled to use the GRSP logo, subject to the established rules set out in Appendix 1.

2.6 Commitment and withdrawal

In the interests of stability and forward planning, all members are expected to make an initial membership commitment for three years. However, members may alter their tier of membership on an annual basis by mutual agreement with the Secretariat. In the first instance, members wanting to change their tier of membership should notify the Secretariat before the end of September in the preceding year. Any change to the membership tier would then be formalised through an exchange of letters. Members may withdraw from the GRSP subject to giving 12 months' written notice.

3. GOVERNANCE STRUCTURE

3.1 International Federation of Red Cross and Red Crescent Societies

As a hosted programme of the IFRC, the GRSP Secretariat is subject to and required to operate within the internal rules and regulations of the IFRC, including the Fundamental Principles of the International Red Cross and Red Crescent Movement, as well as the legal, financial, human resource and other operating procedures of the organisation.

3.2 Steering Committee

3.2.1 Steering Committee Representation

All types of members of GRSP are entitled to representation on the Steering Committee (SC). Members represent their organizations and do not serve in a personal capacity.

3.2.2 Steering Committee Meetings and Functions

The SC meets once per year. It sets the overall policy and direction of the GRSP and elects the Chair and Vice-Chair and the other members of the EC. It approves:

- proposed changes in the composition and membership of the EC; and
- proposed changes in the GRSP Constitution.

3.2.3 Steering Committee Decisions

SC decisions shall be determined by a minimum two-thirds majority of those present and voting.

3.2.4 Steering Committee Voting

All Voting Members, including the Chair and Vice-Chair, are entitled to vote, with one vote per member.

3.2.5 Election of Chair and Vice-Chair and terms of office

The Chair is elected for a two-year term and can be re-elected for a maximum of one additional two-year term. The term begins at the end of the annual SC meeting at which the election is held. The Vice-Chair is elected for a two-year term and can be re-elected for a maximum of one additional two-year term. Terms of office as Chair or Vice-Chair can be additional in time to membership of the EC, subject to an overall maximum time of ten years served.

3.2.6 Exceptional Extension of Chair in absence of a candidate

Should the position of Chair not receive a candidate for election, and if the current Chair is willing to serve, the Steering Committee may, on an exceptional basis, ask the incumbent Chair to serve for up to a further period of one year while a search for a new Chair is carried out. Such an extension may be permissible even if the incumbent Chair has served for four years already.

3.2.7 Members entitled to stand for Chair and Vice-Chair

Only members who have served for at least one year on the EC at the time of the election are eligible to stand for election as Chair and Vice-Chair. This is to ensure that officers of GRSP have some previous experience of its governance.

3.2.8 Nomination of EC members

Any member entitled to vote may make nominations for the posts of Chair, Vice-Chair and EC member. Nominations must reach the CEO no later than one month before the SC meeting. The vote shall be by:

- a) written vote during the SC meeting by voting members present and
- b) written votes confidentially submitted to the CEO by voting members who are unable to attend the SC meeting.

If the current Chair is standing for re-election, members present shall choose one of their members to act as chair for the purposes of moderating any discussion and the vote. A simple majority of members voting shall determine the outcome. In the event of a tied vote the person chosen to Chair the discussion shall have a second casting vote.

3.2.9 Stand down of Chair

Should the Chair stand down for any reason during his/her term of office, he/she will be replaced by the Vice-Chair until the next SC meeting, at which an election for Chair will be held. The EC shall select one of its members to serve as the interim Vice-Chair until the next SC meeting.

3.2.10 Retiring Chair

A retiring Chair or Vice-Chair may serve for a further year as a co-opted member of the EC, following his/her retirement.

3.2.11 Required Quorum

The required quorum for the SC shall be the attendance of 60% of the voting members either by physical presence or by telephone.

3.3 Executive Committee

3.3.1 Composition and Function of the Executive Committee

The Executive Committee (EC) works closely with the CEO who manages the GRSP Secretariat. Members of the EC in categories C, D, E, F and G below are elected by the SC for a term of three years. Categories A and B (Chair and Vice-Chair) shall serve as members of the EC, in accordance with the conditions as stipulated in clause 3.2.5. Members of the EC represent their organizations and do not serve in a personal capacity. The EC consists of:

- A. The Chair of the GRSP Steering Committee (elected under clause 3.2.5).
- B. The Vice-Chair of the GRSP Steering Committee (elected under clause 3.2.5).
- C. Representatives of up to six members representing either Private Sector or Foundation Members – by election.

- D. Representatives of two Civil Society Members - by election.
- E. Representative of one Government or Multi-Lateral Member - by election.
- F. Representatives of the IFRC, DFID and the World Bank, as founders of GRSP.
- G. At the discretion of the EC, up to three co-opted members – whose term would end when a new Chair is elected but who would be eligible for further co-option.
- H. The CEO, who is the secretary of the EC and the SC.

Only members who pay an annual membership fee are entitled to vote.

3.3.2 Maximum length of time to be served by an individual on the Executive Committee

For all the categories of elected members on the Executive Committee, the maximum period of elected service for an individual (regardless of any change in organizational affiliation of such individual shall not exceed ten years in total. This clause does not apply to the founding members.

3.3.3 Withdrawal of member of EC

If an elected member withdraws from the EC for any reason before the end of the three-year term, he/she will be replaced by election at the next SC meeting.

3.3.4 Member withdrawal from GRSP

If a member withdraws from GRSP and that member has a representative on the EC, then that representative will immediately lose his/her seat on the EC.

3.3.5 EC member re-election

There is no limit to the number of terms a member may be re-elected to the Executive Committee.

3.3.6 EC meeting attendance

EC members are expected to attend meetings in person. However, recognising the scheduling constraints and travel costs imposed by a global calendar, each member may nominate a designated alternate within their own organization. While substitution will not normally be desirable, it is recognised that it may be necessary.

3.3.7 The EC approves:

- the business plan,
- operating budgets,
- applications from potential members,
- the appointment of the CEO in consultation with the hosting organization for the Secretariat and
- any other matters referred to it by the CEO.

3.3.8 EC Decisions

EC decisions are normally made on a consensus basis. However, in the event that this is not possible, decisions will be valid if they are supported by at least two-thirds of the EC members present and voting at the meeting.

3.3.9 Required Quorum

The required quorum for the EC shall be the participation of 60% of the voting members either by physical presence or by telephone.

4 CONFLICT OF INTEREST PROCEDURE

- 4.1** At the commencement of each Executive Committee and Steering Committee meeting, the Chair will explain to the attendees that they are required to disclose whether any of the meeting agenda items represent a conflict of interest. Where a member discloses a conflict of interest, it will be recorded in the meeting minutes and the member will be requested by the Chair to not take part in the relevant discussion and decision.
- 4.2** A conflict of interest is defined as when a GRSP Executive Committee or Steering Committee member's personal interests – family, friendships, financial, or social factors, could compromise his or her judgment, decisions, or actions as related to their role on the Committee(s).

5 RIGHT OF VETO OF THE HOST ORGANISATION

As long as the IFRC remains host to the GRSP Secretariat, it will retain a right of veto over any decision relating to GRSP which it feels is counter to the Fundamental Principles of the International Red Cross and Red Crescent Movement or could bring the IFRC, its name, logo or personnel into dispute or disrepute.

Appendix 1: USE OF THE GRSP LOGO



USE OF GRSP LOGO

Copyright to the GRSP logo is owned by the Global Road Safety Partnership and vested in its Secretariat in Geneva. Use of the logo is restricted.

Those permitted to use the logo, and the circumstances under which it may be used, are described below. Any use of the logo not described below requires the prior permission of the GRSP Secretariat.

The logo comprises the symbol and text, as shown on the top right hand corner of this page. The symbol should not be used without the text. Details of the symbol, fonts and colours which may be used are available from the Secretariat.

AUTHORIZED USERS AND USES

1 GRSP Secretariat and Advisors

The Secretariat and GRSP Advisors may use the logo on all GRSP publications, communications and presentation material.

2 Members

2.1 All members are encouraged to identify their organizations as 'Members of the GRSP' and to include the GRSP logo alongside this statement. Members may make this statement of fact on publications, communications and presentation material, including their social responsibility policies and actions – subject to exclusions 3.1, 4.1 below.

2.2 Steering Committee members may additionally use the GRSP logo on publications, communications and presentation material related to and in connection with their activities in the road safety field – again subject to exclusions 3.1, 4.1 below.

2.3 All other use of the GRSP logo is subject to the prior written approval of the GRSP Secretariat.

3 Exclusions

The logo cannot be used to imply endorsement of a company, product or service.

4 National Customizing

GRSP Partnership Organizations, including national committees, are encouraged to identify their linkage to the global programme. They may customize the logo by adding a country name in either English or the local language. However, all customizing must be approved in writing by the GRSP Secretariat in Geneva. No other changes to the logo shall be accepted.

5 Misuse / Unauthorized Use

The GRSP Secretariat and the local GRSP partnerships have the responsibility to monitor the use of the logo according to these global and any local guidelines, to refuse its use in inappropriate cases, and to retract authority to use the logo from those to whom it has been granted in cases of misuse. Misuse of the logo should be reported to the local partnership and to the GRSP Secretariat. The GRSP Secretariat in Geneva reserves the ultimate right to determine any matter regarding the logo use, including the right to revoke any rights of use established hereunder.