

2nd DRAFT

By-Laws of the International Federation of Pedestrians (IFP)

(to be adopted at the IFP General Assembly in Zurich, Sept. 22, 2005)

1. Name and legal seat

The name of the association is **International Federation of Pedestrians (IFP)**. This name may be translated in any other language. IFP is an association according to the Swiss Law. Its legal seat is at: Zürich, SWITZERLAND. IFP is an association according to the Swiss Civil Code (Article 60 – 79).

2. Aims

The aim of the association is to promote walking as a human right and a basic activity, to protect the safety and well-being of persons afoot, and to defend their right to full access.

3. Activities

In pursuit of its aims the association may organize meetings, publish newsletters and occasional publications, promote and conduct research, make representations to international agencies and organizations, and carry out any educational and research activities as the IFP General Assembly, or the Board may decide.

4. Official Language

The association's official language is English. Other languages may be used where appropriate.

5. Membership

Voting members of IFP are organisations and institutions independent from political parties whose primary or most important activities correspond with the goals of IFP. The voting members communicate to IFP the full address of the organisation or institution, and the full address of the person entitled to vote in the name of the voting member.

Any other organisations, institutions, and individuals who share IFP's goals and wish to support its work in any way are invited to join as associate members. These receive information, but have no duties or obligations, except for not being active against the goals of IFP.

The board can restrict the number of voting member organisations per country in order to improve the geographical balance of IFP-membership or in order to concentrate the membership on organisations with a primary focus of their activity on pedestrian affairs. If an organisation or institution is not accepted as a voting member by the Board or if the Board wants to change a voting membership into an associate membership, and this organisation still wants to be or to become a voting member, the General Assembly shall take a decision. The same procedure applies if a member is to be excluded with or without stated explanation.

6. Governance

6.1 General Assembly

The highest organ of the association is the General Assembly which shall meet yearly if possible, to conduct business and elect officers. The Secretary-General shall set the date, place, and agenda of the meeting in consultation with the other officers, and shall notify by e-mail the voting members not less than three months in advance. Voting members who cannot be present in the assembly may vote on the items of the agenda (published on the website) by e-mail to the Secretary-General. The quorum to hold a valid General Assembly with physical presence is five voting members from three continents. If it is not possible to hold a General Assembly, the President, the Vice-President, or the Secretary-General may organise the election and decision making in a procedure which is appropriate to the items on the agenda and published on the IFP-website.

The General Assembly

- elects the members of the Board from at least three different continents, the President, the Vice President, and if necessary a Treasurer,
- sets the priorities for the activities of the association, and
- approves of the accounts of the association,
- has the final power to exclude a member and to set the line between voting members and associate members.

6.2 Board (Executive Committee)

The members of the Board have the duty to correspond on request with each other and with the Secretary-General, normally by e-mail. The board decides on the admission of new voting members, on the appointment of the Secretary-General and of delegates (e.g. to the UN-ECE) and delegations, on expenses of the association, or on rules for such expenses. The Board states the rules and procedures for the General Assembly, and for the participation in the decisions without participating in the meetings. The board is informed by the Secretary-General on major changes of the IFP-website and it may demand alterations or amendments. The board may take its decisions in meetings which are announced at least 30 days in advance. All items to decide upon have to be on the agenda, and members of the board may send their vote by e-mail to the Secretary-General. The quorum for decisions of the board is 50% (including the votes by e-mail). If less than 50% of the members of the board respond the Secretary-General may take a decision, together with the President and the Vice-President.

6.3 Officers

The association's officers shall be a President, a Vice-President, a Treasurer if the association receives donations of more than 5'000 Euros per year during more than three years, other members of the board, and a Secretary-General. The Secretary-General is elected by the Board.

Terms of office: The officers shall be elected for terms of two years, and are eligible to be re-elected. In the event an office becomes vacant, the President shall appoint a representative to fill the office until the next General Assembly. In the event the office of President becomes vacant, the Vice-President shall assume the office until the next meeting.

Duties: the President shall preside at meetings of the General Assembly and other events organized by the association. The Vice-President shall preside in the absence of, or at the request of the President. The Treasurer shall oversee the financial affairs of the association and report on them to the General Assembly. If no treasurer is appointed, the Secretary-General shall take care of the financial affairs. The Secretary-General shall carry out the general business of the association between meetings and shall report on this to the voting members from time to time, but at least three times a year.

6.4 Committees

The Board may establish additional committees to aid in the association's work and may delegate to the Secretary-General the appointment of the individual committee members. A member of the Board and/or the Secretary-General shall be an ex-officio member of each committee.

7. Dissolution

Upon dissolution or liquidation of the association no individual on the council shall share in or receive any assets then remaining in the association's possession. Any such funds or other assets shall be contributed to a non-profit, tax-exempt organization having the same or similar purposes.

8. Amendments

These by-laws may be amended by a majority of a General Assembly, provided that the proposed amendment has been communicated to the Secretary-General not less than 30 days before the date of the meeting, in which case the Secretary-General has to publish it on the IFP-website not less than 15 days before that date.

(End of by-laws text)